

BYLAWS

OF

Hawaii Association for Play Therapy

**Organized under the laws
of the State of Hawaii**

**Adopted to be Effective as revised on and after
April 2009**

TABLE OF CONTENTS

	Page
ARTICLE 1 NAME.....	1
Section 1.1 Name.....	1
Section 1.2 Chartered Branch.....	1
ARTICLE 2 PURPOSE AND OBJECTIVES.....	1
Section 2.1 Purpose.....	1
Section 2.2 Objectives.....	1
ARTICLE 3 OFFICE AND AGENT.....	2
Section 3.1 Registered Office and Registered Agent Office.....	2
Section 3.2 Office.....	2
ARTICLE 4 MEMBERSHIP.....	2
Section 4.1 Membership.....	2
Section 4.2 Membership Categories.....	3
Section 4.3 Professional Membership.....	3
Section 4.4 Affiliate Membership.....	3
Section 4.5 Severance of Membership.....	4
Section 4.6 List of Members.....	3
ARTICLE 5 MEETINGS OF THE MEMBERS.....	4
Section 5.1 Annual Meetings.....	4
Section 5.2 Special Meetings.....	4
Section 5.3 Place of Meeting.....	4
Section 5.4 Action by Written Consent.....	4
Section 5.5 Notice of Meeting.....	5
Section 5.6 Waiver of Notice.....	5
Section 5.7 Record Date.....	5
Section 5.8 Membership List for Meetings.....	6
Section 5.9 Voting Entitlement of Professional Members.....	6
Section 5.10 Voting Requirements.....	6
Section 5.11 Proxies.....	6
Section 5.12 Acceptance of Votes.....	6

TABLE OF CONTENTS
(continued)

		Page
ARTICLE 6	OFFICERS.....	7
Section 6.1	Officers and Terms of Office.....	7
Section 6.2	Duties of the Officers.....	7
Section 6.3	Resignation of Officers.....	8
ARTICLE 7	DIRECTORS (“EXECUTIVE COUNCIL”).....	9
Section 7.1	Authority of Board of Directors.....	9
Section 7.2	Qualifications and Number of Directors.....	9
Section 7.3	Membership.....	9
Section 7.4	Powers and Duties of the Executive Council shall be:.....	9
Section 7.5	Meetings of the Executive Council.....	9
Section 7.6	Election of Directors.....	10
Section 7.7	Compensation of Directors.....	10
Section 7.8	Action Without a Meeting.....	10
Section 7.9	Call and Notice of Meetings.....	10
Section 7.10	Waiver of Notice.....	10
Section 7.11	Committees of the Executive Council.....	11
Section 7.12	Conflict of Interest Transactions.....	11
ARTICLE 8	CHAPTER.....	12
Section 8.1	Letter of Intent.....	12
Section 8.2	Application for Chapter Certificate.....	12
Section 8.3	Membership Requirements.....	12
Section 8.4	Chapter Officers.....	12
Section 8.5	Chapter Approval (or Certificate).....	13
ARTICLE 9	INDEMNIFICATION.....	13
Section 9.1	No Liability.....	13
Section 9.2	Indemnification Generally.....	13
Section 9.3	Suits by or in the Right of the Corporation.....	14
Section 9.4	Effect of Success in Defense.....	14
Section 9.5	Authorization for Indemnification.....	14
Section 9.6	Advances.....	14

TABLE OF CONTENTS
(continued)

		Page
	Section 9.7 Indemnification not Exclusive.....	15
	Section 9.8 Insurance.....	15
	Section 9.9 Fiduciaries of Employee Benefit Plans.....	15
ARTICLE 10	FINANCES.....	15
	Section 10.1 Dues.....	15
	Section 10.2 Financial Statement.....	15
	Section 10.3 Authorizations of Expenditures.....	15
	Section 10.4 Fiscal Year.....	15
ARTICLE 11	MISCELLANEOUS.....	16
	Section 11.1 Inspection of Corporate Records.....	16
	Section 11.2 Handling Funds.....	16
	Section 11.3 Execution of Contracts.....	16
	Section 11.4 Voting Shares Held by the Corporation.....	16
	Section 11.5 Professional Services.....	16
ARTICLE 12	BYLAW COMPLIANCE AND AMENDMENTS.....	16
	Section 12.1 Efficacy.....	16
	Section 12.2 Quorum Definitions.....	17
	Section 12.2 Amendment of Bylaws.....	17
ARTICLE 13	ARBITRATION.....	17
	Section 13.1 Involving the Corporation.....	17
	Section 13.2 Among Other Persons.....	17
	Section 13.3 Arbitration Rules.....	17
	Section 13.4 Invalidity.....	18

**BYLAWS
OF
Hawaii Association for Play Therapy**

ARTICLE 1

NAME

Section 1.1 **Name.** The name of the organization is the Hawaii Association for Play Therapy (“HAPT”).

Section 1.2 **Chartered Branch.** HAPT is an independent and separate organization that is chartered as a branch of the Association for Play Therapy (“APT”). HAPT bylaws will not conflict with those of APT.

ARTICLE 2

PURPOSE AND OBJECTIVES

Section 2.1 **Purpose.** The purpose of HAPT shall be to provide a forum for the professional growth and development of play therapy in the State of Hawaii.

Section 2.2 **Objectives.** The objectives of HAPT shall be:

(a) To arrange programs and bring more training experiences to our remote state and to improve the diagnostic and therapeutic skills of the individual play therapists.

(b) To provide a forum for consultation and supervision to members regarding their clinical case material in play therapy.

(c) To educate other professionals about the history, theory, and practice of play therapy.

(d) To educate the public about the importance of play therapy in the treatment of children and to promote and lend assistance to the formation and function of an active and effective committee on play therapy principles, philosophy, and practice to be made available to any educational or organizational institution, hospital, clinic, court or forum interested in the proper application and practice of Play Therapy precepts.

(e) To promote the recognition of play therapy as a bonafide treatment modality.

(f) To advocate the direct treatment of children with mental health problems.

(g) To promote the highest standards of the professional of play therapy.

(h) To encourage members to become Registered Play Therapists and Registered Play Therapists Supervisors through APT.

(i) To publish or encourage publishing original play therapy scholarly papers, material and research, and to disseminate that information related to Play Therapy principles, philosophy, and practice.

(j) To search out members of the profession who have developed successful diagnostic and therapeutic play therapy methods, to analyze these methods and formulate means of effectively teaching them.

(k) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objectives herein named, or which shall at any time appear conducive or expedient for the protection or benefit of HAPT with all the powers now or hereafter conferred upon a corporation by the statutory laws of Hawaii.

ARTICLE 3

OFFICE AND AGENT

Section 3.1 Registered Office and Registered Agent Office. The Corporation shall continuously maintain in the State of Hawaii a registered office and a registered agent whose business office is identical with the registered office. The registered agent may be an individual who resides in the State of Hawaii, or a Hawaii or foreign entity authorized to transact business or conduct affairs in the State of Hawaii. The Corporation may change its registered office, its registered agent or both.

Section 3.2 Office. The principal office of the Corporation shall be at such place as the board of directors shall from time to time determine. The Corporation may have other offices, either within or without the State of Hawaii, as the board of directors may designate, or as the activities of the corporation may require from time to time.

ARTICLE 4

MEMBERSHIP

Section 4.1 Membership. The members of the Corporation shall consist of all directors and all other persons elected to membership in accordance with these bylaws. The power to admit members shall be vested solely in the board of directors. The board of directors shall from time to time prescribe the qualifications and requirements for membership and shall have the power to create classes of membership conferring such rights and privileges and imposing such obligations as may from time to time be determined by the board of directors.

Section 4.2 Membership Categories. Membership shall consist of two classifications: Professional and Affiliate. The board of directors shall approve membership based on the criteria set forth in this Article 4. No one will be denied membership on the basis of race, color, creed, religion, ethnicity, sexual orientation, or age. The determination of the board of directors as to the acceptance or non-acceptance and the appropriate category of any applying member shall be final. An applying member that was denied membership or the category of membership requested may reapply for membership or category of membership on or after six (6) months from the submission of any previous application or request for category.

Section 4.3 Professional Membership.

(a) Eligibility. Any mental health professional who is residing in the State of Hawaii and whose interests or responsibilities are in the area of Play Therapy, upon joining APT, may become a professional member of HAPT.

(b) Privileges. Any person who has met the qualifications for professional membership has paid the set dues in full shall be eligible to attend meetings, to vote and to hold office.

Section 4.4 Affiliate Membership.

(a) Eligibility. Any individual or organization wishing to support and promote play therapy, although the individual or organization is not directly providing play therapy, may become an affiliate member. Affiliate members may be parents, full-time students, and other individuals who are not mental health professionals.

(b) Privileges. An affiliate member who has paid dues in full may attend meetings, but may not vote or hold office.

Section 4.5 Severance of Membership. Membership in HAPT may be severed if:

(a) Dues are not paid.

(b) The membership to APT is severed.

(c) If any state licensing board revokes an individual's license based on unethical or illegal conduct.

(d) If a professional organization other than APT severs membership due to unethical or illegal conduct.

(e) If unethical or adjudicated illegal conduct which is not being addressed by any other organization is brought to the attention of HAPT, the president shall form a committee to consider whether severance of membership shall occur.

(f) A decision as to whether there has been a severance of membership shall be made by the board of directors, whose decision shall be final.

(g) A severed member may be readmitted at the sole discretion and under such terms and conditions as the board of directors may determine.

Section 4.6 List of Members. The Corporation shall maintain a current membership list which shall be made available to any member and to any other party of the board of directors deems appropriate.

ARTICLE 5

MEETINGS OF THE MEMBERS

Section 5.1 Annual Meetings. The annual meeting of members shall be held each year in September or at such other time and place as the board of directors shall determine. The purpose of the annual meeting shall be announcing incoming officers and directors and acting upon such other matters as may be raised consistent with the notice requirements of these bylaws.

Section 5.2 Special Meetings. The Corporation shall hold at least one additional meeting of members each calendar year, and such other special meetings of members upon call of the board of directors, the president, or members holding at least twenty per cent (20%) of the voting power of the Corporation who sign, date, and deliver to any corporate officer one or more written demands for a meeting describing the purpose or purposes for which it is to be held. The close of business on the thirtieth day before delivery of the demand or demands for a special meeting to any corporate officer shall be the record date for the purpose of determining whether the five per cent requirement has been met. If a notice for a special meeting demanded by the voting members is not given pursuant to section 5.5 within thirty days after the date the written demand or demands are delivered to a corporate officer, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to section 5.5. Only those matters that are within the purpose or purposes described in the meeting notice required by section 5.5 may be conducted at a special meeting of members.

Section 5.3 Place of Meeting. The board of directors may designate any place as the place of meeting for any annual meeting or any special meeting of the members. If no designation is made, the place of meeting shall be the principal office of the Corporation.

Section 5.4 Action by Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting of members if the action is approved by members holding at least eighty (80) per cent of the voting power. The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least eighty per cent of the voting power, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A consent signed under this section has the effect of a meeting vote and may be described as such in any document

filed with the director. Written notice of member approval pursuant to this section shall be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this section shall be effective ten days after the written notice is given.

Section 5.5 Notice of Meeting. The Corporation shall notify its members of the place, date, and time of each annual, regular and special meeting of members no fewer than fourteen (14) nor more than sixty (60) days before the meeting date. Notice of an annual or regular meeting includes a description of any matter or matters that must be approved by the members, such as a conflict of interest transaction with a director; indemnification of directors; amendment of the articles of incorporation; a plan of merger; the sale lease, exchange or disposition of all, or substantially all of the assets of the Corporation other than in the usual and regular course of activities; and dissolution of the Corporation. Notice of a special meeting includes a description of the matter or matters for which the meeting is called. If an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 5.7, however, notice of the adjourned meeting shall be given under this section to the members of record as of the new record date.

Section 5.6 Waiver of Notice. A member may waive any notice before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the member entitled to the notice, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 5.7 Record Date. The board of directors may fix the record date to determine the members entitled to notice of a members' meeting, to determine the members entitled to vote at a members' meeting, to determine the members entitled to approve actions taken with written consent as described in section 5.4, or to determine the members entitled to exercise any rights in respect of any other lawful action, provided that the record date is not more than forty-five (45) days before the meeting or action requiring a determination of members occurs. A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than forty-five (45) days after the record date for determining members entitled to notice of the original meeting.

Section 5.8 Membership List for Meetings. After fixing a record date for a notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list shall show the address and number of votes each member is entitled to vote at the meeting. The Corporation shall prepare on a current

basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of members. The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held, beginning two (2) business days after notice of the meeting for which the list was prepared is given, and continuing through the meeting. A member, or a member's agent, or member's attorney is entitled on written demand to inspect and, subject to the limitations of Hawaii Revised Statutes sections 414D-302(c) and 414D-305 to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection. The Corporation shall make the list of members available at the meeting; provided that a request for the list is submitted no fewer than five (5) business days prior to the scheduled date of the meeting. Any member, member's agent, or member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 5.9 Voting Entitlement of Professional Members. Each professional member shall be entitled to one vote on each matter submitted to a vote of members.

Section 5.10 Voting Requirements. Unless the articles of incorporation, these bylaws, or the Hawaii Nonprofit Corporation Act require a greater vote, if a quorum is present, the affirmative vote of the votes represented and voting (which affirmative votes also constitute a majority of the required quorum) is the act of the members. A bylaw amendment to increase or decrease the vote required for any member action must be approved by the members.

Section 5.11 Proxies. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form; provided that no proxy shall be valid for more than three (3) years from its date of execution. An appointment of a proxy is revocable by the member. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. Appointments coupled with an interest include, but are not limited to, the appointment of (a) a pledgee; (b) a creditor of the Corporation who extended it credit under terms requiring the appointment; (c) an employee of the Corporation whose employment contract requires the appointment.

Section 5.12 Acceptance of Votes. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the Corporation, acting in good faith, is entitled to accept the vote, consent, waiver, or proxy appointment and to give it effect as the act of the member. Subject to any express limitation on a proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's

vote or other action as that of the member making the appointment. The Corporation is entitled to reject a vote, consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or the signatory's authority to sign for the member. The Corporation and its officer or agent who accepts or rejects a vote, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this section are not liable in damages to the member for the consequences of the acceptance or rejection. Corporate action based on the acceptance or rejection of a vote, consent, waiver, or proxy appointment under this section is valid unless a court of competent jurisdiction determines otherwise.

ARTICLE 6

OFFICERS

Section 6.1 Officers and Terms of Office.

(a) The officers of the association will be the President, the President-Elect, the Secretary, the Treasurer, and a Member-At-Large for each 100 members. In addition, the Past-President shall serve as an officer for the calendar year after the President's term has expired.

(b) All officers of the Corporation shall be elected by the voting members of the Corporation and shall serve a one year term, with the exception of the President-elect continuing as President and Past President, and beginning at the annual meeting. See Section 7.6 below regarding Election of Directors.

(c) The officers shall comprise the Executive Council of the Corporation. All officers shall have equal voting privileges.

(d) All officers are expected to observe the ethical standards of their professions and will work together to maintain Executive Council integrity. The Executive Council reserve the right to ask for the resignation of any officer who is unable to adequately fulfill his or her duties and/or maintain this integrity. Upon the death or resignation of any officer, the remaining Executive Council Officers shall appoint a successor.

Section 6.2 Duties of the Officers.

(a) The President shall preside over all meetings and shall be the chairperson of the Executive Council. The President shall be an ex-officio member of all committees without a vote on the committee. The President shall form committees as needed. The President shall be the liaison between HAPT and APT. The President shall have the authority to sign checks.

(b) The President-Elect shall serve as Vice-President and preside over all meetings in the absence of the President. At the annual meeting of each year, the President-Elect assumes the duties of President. In the event of the death or resignation of the President, the

President-Elect assumes the duties of the President, for the remainder of that term and the following year. The President-Elect shall fulfill such other duties as may be assigned by the President of the Executive Council as a whole. The President-Elect helps to fill in for officers that are absent from a meeting. The President-Elect maintains all records of current members, including updated e-mail addresses and produces mailing labels on request.

(c) The Secretary shall keep the minutes of all meetings of the members, the Executive Council. The secretary shall give notice in conformity with these bylaws of all meetings of the members and the Executive Council. In the absence of the chair of the Executive Council and of the president and any vice president, the secretary shall have the power to call meetings of the Executive Council and committees of the Executive Council. The secretary shall also perform all other duties assigned to the secretary by the president or the Executive Council. The assistant secretary or assistant secretaries shall, in the order prescribed by the Executive Council or the president, perform all the duties and exercise all the powers of the secretary during the secretary's absence or disability or whenever the office is vacant. An assistant secretary shall perform all the duties assigned to the assistant secretary or assistant secretaries by the president or the Executive Council.

(d) The Treasurer maintains adequate and correct books and accounts for the Corporation, prepares a financial report presented at each Executive Council and membership meeting as well as an annual financial statement, deposits and disburses funds in the name of the Corporation. The Treasurer shall have the authority to sign checks. The Treasurer presents to the Executive Council a written income and expense report of the annual conference within 30 days of the last day of that conference. This report is made available to members at the next membership meeting. The Treasurer shall have authority to sign checks of the Corporation.

(e) The Member-At-Large will serve as a liaison between the Executive Council and all members of the Corporation. The Member-At-Large will keep members apprised of Corporate activities by editing and preparing a newsletter to be posted on the HAPT website several times a year, with hard copies mailed to members who request them/have no e-mail address. The Member-At-Large sends out information updates on Corporate activities to members through e-mail notices.

(f) The Past-President serves as a consultant to the Executive Council for one year after his or her term expires.

Section 6.3 Resignation of Officers. An officer may resign at any time by delivering notice to the Corporation. Unless a written notice specifies a future effective date, the written notice is effective at the earliest of the following: when the notice is received; five (5) days after its deposit with the U.S. Postal Service as evidenced by the postmark, provided the notice is correctly addressed with first class postage; on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee; or thirty (30) days after its deposit with the U.S. Postal Service as evidenced by the postmark, if correctly addressed but with other than first class, registered or certified postage. Unless an oral notice specifies a future effective date, an oral notice is effective

when communicated if communicated in a comprehensible manner. If a resignation is made effective at a future date and the corporation accepts the future effective date, the Executive Council may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

ARTICLE 7

DIRECTORS (“EXECUTIVE COUNCIL”)

Section 7.1 Authority of Board of Directors. All corporate powers shall be exercised by or under the authority of its board of directors including the management of the Corporation's affairs. The board of directors may be referred to as the Executive Council and such terms shall be used interchangeably throughout this document and for all other purposes.

Section 7.2 Qualifications and Number of Directors. All directors shall be individuals. However, a director need not be a resident of Hawaii. The board of directors shall consist of six (6) or more individuals. The number of directors may be increased or decreased (but to no fewer than three (3)) from time to time by the board of directors.

Section 7.3 Membership.

(a) Membership in the Executive Council shall consist of the six (6) or more elected officers identified in Article 6.1.(a), above.

(b) In addition, there shall be one Council member elected from each organized chapter, if any.

(c) All Council members shall be elected at the same time and serve one year terms beginning at the annual meeting of each year, with the exception of the President-elect who will serve an additional year as President followed by an additional year as Past-President.

Section 7.4 Powers and Duties of the Executive Council shall be:

(a) To formulate Corporate policies and recommend such policies to the membership.

(b) To conduct the business of the Corporation and make recommendations to the membership.

(c) To name standing and special committees as may be needed to conduct the activities of HAPT and to appoint their respective chairperson(s).

Section 7.5 Meetings of the Executive Council.

(a) The Executive Council shall meet prior to each regularly scheduled meeting of HAPT, or at least two (2) times each calendar year. Other meetings may be called as necessary.

(b) Each member of the Executive Council shall have one vote and a majority of the voting members shall constitute a quorum.

(c) The President shall preside at the meetings and the President-Elect in his/her absence.

Section 7.6 Election of Directors.

(a) The Executive Council shall appoint a nominating committee.

(b) The nominating committee will solicit brief biographies from any member seeking to become an officer and/or director, specifically indicating what office such candidate is seeking indicating, each such candidate's experience, interest in play therapy, and include these on a ballot.

(c) No later than 2 weeks following the semi-annual meeting, ballots and biographies will be mailed to all professional members of the Corporation. Returned ballots must be received by the Nominations Committee of the Executive Council within two weeks of the mailing.

(d) The candidates receiving the most votes for each office from voting professional members will be elected as officers and directors.

(e) Election results will be announced in the following newsletter.

Section 7.7 Compensation of Directors. Directors shall serve without remuneration. The board of directors may provide for reimbursement of all or part of directors' reasonable expenses of attending meetings of the board of directors or committees.

Section 7.8 Action Without a Meeting. Action required or permitted to be taken at an Executive Council meeting may be taken without a meeting if the action is taken by all members of the Executive Council. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken by unanimous written consent of the directors is effective when the last director signs the consent, unless the consent specifies a different effective date. A unanimous written consent as described above has the effect of a meeting vote and may be described as such in any document.

Section 7.9 Call and Notice of Meetings. Regular meetings of the Executive Council may be held without notice of the date, time, place, or purpose of the meeting. Special

meetings of the Executive Council must be preceded by at least two (2) days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. The chair of the Executive Council or twenty (20) percent of the directors then in office may call and give notice of a meeting of the Executive Council.

Section 7.10 Waiver of Notice. A director may waive any required notice before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records; except that a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or prior to the vote on a matter not noticed in conformity with the law or the bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 7.11 Committees of the Executive Council. The Executive Council may create one or more committees and appoint members of the board to serve on them. Each committee must have two or more members, who serve at the pleasure of the board of directors. The creation of a committee and appointment of members to it must be approved by the greater of: (a) a majority of all the directors in office when the action is taken, or (b) the number of directors required to take action under Section 4.13 of these bylaws. Sections 7.5 to 7.10 of these bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well. To the extent specified by the board of directors, each committee may exercise the authority of the board of directors, provided, however, a committee may not:

- (a) Authorize distributions;
- (b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

Section 7.12 Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved as provided in this section. A transaction in which a director has a conflict of interest may be approved if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the transaction was authorized, approved, or ratified by the board of directors or committee of the board of directors or the material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction.

A director of the Corporation has an indirect interest in a transaction if: (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or (2) another entity of which the director is a director, officer, or trustee is a party to the transaction.

A conflict of interest transaction is authorized, approved, or ratified by the directors if it receives the affirmative vote of a majority of the directors either on the board or on the committee, who have no direct or indirect interest in the transaction; provided that a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section; provided the transaction is otherwise approved as provided in this section.

A conflict of interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity in which the director has a material interest or in which the director is a general partner that is a party to the transaction, may not be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict of interest transaction. The vote of these members, however, is counted in determining whether the transaction is approved under other sections of this chapter. A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

ARTICLE 8

CHAPTER

Section 8.1 Letter of Intent. An organizing committee composed of a group of HAPT members may petition the Corporation to form a chapter by submitting a Letter of Intent to the Corporation's Executive Council..

Section 8.2 Application for Chapter Certificate.

(a) The organizing committee shall request and complete an application for Chapter Status and present it to the Corporation's Executive Council.

(b) The application shall be filed in accordance with the guidelines established by HAPT.

(c) The Bylaws and corporate charter of the Chapter shall confirm with the APT and HAPT Bylaws.

Section 8.3 Membership Requirements. Membership requirements for the Chapter must be consistent with those of APT and HAPT.

(a) All HAPT members residing in the Chapter area (county) must be notified of the intent to organize a local Chapter and will vote on the formation of the Chapter.

(b) A minimum of ten (10) people is needed to form a Chapter.

Section 8.4 Chapter Officers. All officers of the new Chapter must also be members of HAPT and APT.

Section 8.5 Chapter Approval (or Certificate). Chapter approval shall be granted by HAPT Executive Council upon approval of the APT board of directors.

ARTICLE 9

INDEMNIFICATION

Section 9.1 No Liability.

(a) No director or officer of the Corporation who serves without remuneration or expectation of remuneration shall be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform, duties of any position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

(b) No director, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a director, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, devisee, or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a director, officer, employee or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation.

Section 9.2 Indemnification Generally. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation or of any division of the Corporation, or is or was

serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, create a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 9.3 Suits by or in the Right of the Corporation. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court shall deem proper.

Section 9.4 Effect of Success in Defense. To the extent that a person who is or was a director or officer of the Corporation or of any division of the Corporation, or a person serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Section 9.5 Authorization for Indemnification. Any indemnification under Sections 9.2 and 9.3 (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 9.2 or 9.3. The determination may be made:

(1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding;

(2) if a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation; or

(3) by the court in which the proceeding is or was pending upon application made by the Corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney or other person is opposed by the Corporation.

Section 9.6 Advances. Expenses incurred in defending any action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this article.

Section 9.7 Indemnification not Exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 9.8 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this article. Insurance may be procured from any insurance company designated by the board of directors, including any insurance company in which the Corporation shall have any equity or other interest, through stock ownership or otherwise.

Section 9.9 Fiduciaries of Employee Benefit Plans. Indemnification, expense advancement or the purchase of insurance for the benefit of any fiduciary of any employee benefit plan or trust for the benefit of employees of the Corporation or another corporation in which the Corporation owns shares shall be made upon the authorization of the board of directors.

ARTICLE 10

FINANCES

Section 10.1 Dues.

(a) HAPT dues for members shall be recommended by the Executive Council, approved by the membership, and collected by the Treasurer.

(b) All HAPT members must pay dual membership in APT.

(c) Fees for programs, materials, and services sponsored by HAPT shall be set and regulated by the Executive Council to cover anticipated costs and expenses.

Section 10.2 Financial Statement. The Executive Council shall prepare and present a budget to the membership for adoption at each annual meeting of HAPT.

Section 10.3 Authorizations of Expenditures. The Treasurer shall deposit and disburse funds in the name and to the credit of HAPT with approval of the Executive Council.

Section 10.4 Fiscal Year. The fiscal year shall begin in January of each year.

ARTICLE 11

MISCELLANEOUS

Section 11.1 Inspection of Corporate Records. The Articles of Incorporation, these Bylaws, the books and records of account and the minutes of proceedings of the members and the board of directors and each committee shall be open to inspection upon the demand of any director, at any reasonable time, and for any proper purpose, and shall be exhibited at any time when required by the demand of a majority of the directors. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made upon the president or secretary of the Corporation.

Section 11.2 Handling Funds. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 11.3 Execution of Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 11.4 Voting Shares Held by the Corporation. In all cases where the Corporation owns, holds, or represents under power of attorney, proxy or in any representative capacity, shares of any corporation, or shares or interests in business trusts, partnerships or other associations, the shares or interests shall be represented and voted by the president, or in the absence of the president, by a vice president or as otherwise prescribed by the board of directors.

In the absence of either officer, any person specifically appointed by the board of directors for the purpose shall have the right to represent and vote the shares or interests.

Section 11.5 Professional Services. The President of HAPT, with approval of a majority of the Executive Council, may from time to time, procure legal counsel or professional accounting services on the most feasible basis. Such professional counsel or other professional services shall not be made available to any member, officer, or committee without the knowledge and consent of the Executive Council.

ARTICLE 12

BYLAW COMPLIANCE AND AMENDMENTS

Section 12.1 Efficacy. These bylaws shall be in compliance with the APT bylaws and shall take effect immediately upon adoption by the membership.

Section 12.2 Quorum Definitions.

(a) Quorum of HAPT membership: The quorum shall consist of the members present at a properly called meeting of the membership, provided that at least 15% of the HAPT voting membership is present.

(b) Quorum for Board members: The Majority of Board members shall constitute a quorum. There are presently six (6) board members (President, President-Elect, Secretary, Treasurer, Member-At-Large, and Past-President) each having one individual vote, equal in power. A quorum is at least four (4) out of those six (6) individual, singular votes.

Section 12.3 Amendment of Bylaws.

(a) Proposals to amend the bylaws may be initiated by any member of HAPT.

(b) These bylaws may be amended at any regular or special meeting at a meeting of the members where a quorum is present.

(c) The affirmative vote of two-thirds of the members present and voting is necessary to amend the bylaws.

(d) Should an amendment be of an urgent nature, notification to the professional membership by the Executive Council.

(e) All amendments to the bylaws adopted by the professional members must be approved by the board of directors of HAPT to become effective.

ARTICLE 13

ARBITRATION

Section 13.1 Involving the Corporation. All disputes or claims for damages or other relief among or between the Corporation and any director, officer, employee or agent of the Corporation shall be submitted to arbitration or another form of nonjudicial dispute resolution.

Section 13.2 Among Other Persons. All disputes or claims for damages or other relief among or between any director, officer, employee or agent of the Corporation which relates to any matter involving the Corporation or the outcome of which could affect the Corporation shall be submitted to arbitration or another form of nonjudicial dispute resolution.

Section 13.3 Arbitration Rules. Unless the Board of Directors shall decide to the contrary, all disputes or claims for damages or other relief governed by Section 10.1 or 10.2 of these Bylaws shall be arbitrated in accordance with the rules of the American Arbitration Association.

Section 13.4 Invalidity. In the event that any provision of this Article X is declared invalid by a competent court, every dispute or claim for damages or other relief among or between the persons described in this Article X shall be tried solely by a judge without a jury.

