

BYLAWS

of the

INDIANA ASSOCIATION FOR MARRIAGE AND FAMILY THERAPY, INC.

Approved By Membership – December 2013

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BY-LAWS
of the
INDIANA ASSOCIATION FOR MARRIAGE
AND FAMILY THERAPY, INC.

Approved by IAMFT

[Insert Date](Date will be inserted upon membership approval)

ARTICLE I

Name, Organizational Structure and Relationship

1. The name of this organization shall be the Indiana Association for Marriage and Family Therapy, Inc. - A Division of the American Association for Marriage and Family Therapy (hereinafter referred to as the AAMFT), a non-profit corporation, hereinafter referred to as the Division.
2. By-Laws of the Division shall be consistent with those adopted by the AAMFT, and should be approved by AAMFT before formal adoption by the Division.
3. This Division is responsible to the duly elected Officers and Board of Directors of the AAMFT and all rules and orders lawfully made thereunder.

ARTICLE II

Purpose

Section 1. The purposes for which this Division are formed are as follows:

- (A) To promote the common professional interests of those who are marital and family therapists.
- (B) To fulfill other purposes stated in the AAMFT bylaws as those purposes may be pursued appropriately at the Divisional level.
- (C) To further the objectives of the Division by meetings, clinical sessions, publications, research in the field, and other relevant activities.

ARTICLE III

Membership

Section 1. The membership of the Association shall be divided into two (2) categories:

(A) Voting Members. The voting membership shall be composed of the voting membership of the AAMFT, as described in the AAMFT bylaws, who maintain an address of record in the Division with the AAMFT offices.

(B) Non-voting Members. The non-voting membership shall be composed of the non-voting membership of the AAMFT, as described in the AAMFT bylaws, who maintain an address of record in the Division with the AAMFT offices.

Section 2. All members of the Division shall be members in good standing of the AAMFT and all AAMFT members maintaining an address of record in the Division with the AAMFT offices must be members in good standing of the Division.

Section 3. All members shall be governed by and abide by the bylaws of the AAMFT and by the bylaws of the Division and all rules and orders lawfully made thereunder.

Section 4. All members shall pay both their AAMFT and their divisional dues.

ARTICLE IV

Meetings

Section 1: The Board of Directors shall meet at least two times per year at the call of the President, or at the written request of at least three (3) members of the Board directed to the Secretary. A quorum shall consist of no less than one-half of the membership of the Board at any given time. A majority of Board members making the quorum must be Clinical Fellows. Each member shall be entitled to one (1) vote in either person or through electronic or telephonic means. The meetings shall be conducted in accordance with Robert's Rules of Order, revised. The membership will be notified of these meetings at least three months in advance by announcements on the IAMFT website and the newsletter of the Division.

Section 2. The Board of Directors shall decide on the date and place of the Annual Business Meeting of the Division which shall occur once per year. The membership will be notified of

this meeting at least three months in advance by announcements on the IAMFT website and the newsletter of the Division.

Section 3. Special Meetings of the membership may be called by the President, a majority of the Board, or by written request to the Secretary of at least five percent (5%) of the voting membership. Business at such meetings shall be limited to those items listed in the written notice of the meeting, which must be communicated to the membership at least thirty (30) days before the date of the meeting.

Section 4. A quorum at the Annual Business Meeting and special meetings of the Division shall consist of ten percent of those members present, in-person, electronically, or telephonically, and eligible for voting (Not including officers and Directors). No proxies shall be permitted.

Section 5. All meetings shall be conducted according to the Robert's Rules of Order, Revised.

ARTICLE V

Officers

Section 1. Officers of the Division, which together comprise the Executive Committee, shall be the President, the President-Elect, the Past-President, Secretary and Treasurer elected by the voting membership of the Division. The Executive Committee shall act on behalf of the Board of Directors in specific matters as delegated by the Board. The officers must be Clinical Fellows of AAMFT.

Section 2. Duties and powers of the Officers shall be as follows:

- a) The President serves a term of two (2) years. The President shall be the Chief Officer of the Division and of the Board and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President also shall serve as a member ex officio with right to vote on all committees except the Elections Committee. The President shall preside over all business meetings of the Division, the Board of Directors and the Executive Committee; shall recommend to the Board of Directors all Chairpersons and may appoint members -except the Elections Committee; shall consult the Executive Committee on major matters of policy between meetings of the Board; and shall submit annual reports of the Division activities AAMFT as requested.

- b) The President-Elect serves a term of two (2) years, succeeding to the office of President upon completion of that term. The President-Elect shall serve as Presiding Officer of the Division and Board during the absence of the President; shall carry out such duties as assigned by the President; and shall serve as Co-Chairperson of the Conference Committee.
- c) The Secretary serves a term of two (2) years. The Secretary shall take minutes of board meetings and present these on the IAMFT website to the voting membership; take minutes of Executive Committee meetings of the Board of Directors and circulate these to the Board members (Note: The membership list and mailing list is now under the care of the association manager, so it was omitted from the description); shall be the custodian of the current Bylaws; shall file the annual report with the Secretary of State; and shall maintain a corporate book, articles of incorporation, corporate seal, and all other appropriate documents and records, and shall be responsible for all official correspondence of the Division.
- d) The Treasurer serves a term of two (2) years. The Treasurer shall be Chairperson of the Finance Committee. The Treasurer shall oversee collection and disbursement of all funds; shall present the Treasurer's report and annual budget for approval to the Board of Directors and subsequent approval by the membership at the Annual Meeting; and shall be responsible for corporate tax filings; and shall be responsible to submit reports to AAMFT upon request. The fiscal year of the Division shall begin on January 1.
- e) The Past President serves a term of two (2) years immediately following completion of a term of office as President.
- f) Divisional Officers shall be assumed to have resigned from office at such time as they move outside the Divisional geographic boundaries. If any Officer ceases to be in good standing by reason of nonpayment of dues, the Board shall declare his/her office to be vacant.
- g) If any office other than President or President-Elect becomes vacant, the Board may appoint a successor to fill the office. In the event that the President is unable to complete the current term of office, the President-Elect shall assume the presidential duties and office, and a special election shall be called to elect a new President-Elect through a ballot by the voting membership. In the event that the President-Elect is unable to complete the current term of office, a special election shall be called to elect a successor through a ballot by the voting membership. In any event, the term of the presidency shall not be for less than two (2) years nor more than three (3) years.

ARTICLE VI

Board of Directors

Section 1. The Board of Directors shall consist of the Officers (President, President-Elect, Past President, Treasurer, and Secretary), the four (4) Regional Representatives, One (1) student Member Representative, one (1) Associate Member Representative and two (2) members at large elected to the Board by the membership. All Directors must be members of the AAMFT in good standing. The directors serve two (2) year terms, staggered so at least one (1) director shall be elected each year. The Student-Associate Representative shall serve a two (2) year term.

At no time may more than two (2) Pre-Clinical Fellows or Members serve as Directors at Large on the Board. In order for a Member to be eligible for Board service, the member must have been a Member of the AAMFT for five years, excepting the student and associate member representatives.

Section 2. The Board shall exercise all powers of the Division, except as specifically prohibited by these bylaws and the AAMFT bylaws. The Board shall be authorized to adopt and publish such policies, procedures, and rules as may be necessary and consistent with these bylaws and AAMFT bylaws and to exercise authority over all Divisional business and funds. The Board of Directors may from time to time delegate such functions and powers as it shall see fit to any appropriate committee or committees. Such delegations of power or function may be revoked at any time by the Board. Chairpersons of standing committees may attend any regular meetings of the Board of Directors, but without a vote.

ARTICLE VII

Committees

Section 1. The standing committees of the Divisions shall include the following: Ethics, Finance, Membership, and Elections, and such other standing committees as shall be authorized by the Board. The Committees are responsible to the Board.

Section 2. All standing committees shall be appointed by the President with the approval of the Board, except the Elections Committee. Terms of office ordinarily shall be three (3) years, with at least one (1) member being appointed and one (1) member retiring from the committee each year. The term of office shall begin on January 1 of the year following appointment, except when an appointment is made to fill a vacancy. The majority of each committee shall be composed of Clinical Fellows. Representatives of the public may be appointed as needed. Committee

members may be removed by the President with the approval of the Board for malfeasance or non-performance of duties.

Section 3. The members of the Elections Committee shall be elected by ballot by the voting membership of the Division and shall serve a term of three (3) years, staggered so that one (1) member shall be replaced each year.

Section 4. The President with the approval of the Board shall appoint a chairperson for each standing committee, except as otherwise provided by these bylaws. The Chairperson shall be a Clinical Fellow. Following the annual membership meeting, the President shall authorize a continuing member of the Elections Committee to convene the Committee, the Chairperson being elected by the Committee.

Section 5. The Ethics Committee shall be responsible for educating the membership and the public regarding the AAMFT Code of Ethics. The committee shall not conduct investigations or consider allegations of violations of ethical principles made against members, nor shall it issue or render advisory opinions on ethical matters but shall refer such matters to the AAMFT Ethics Committee. The committee shall function in accordance with the Procedures for Handling Ethical Matters.

Section 6. The Finance Committee shall assist the Treasurer in preparing the annual budget for approval by the Board and the membership and shall be responsible for making recommendations to the Board and membership in matters pertaining to the finances of the Division.

Section 7. The Membership Committee shall be responsible for dispensing information on AAMFT membership requirements and application procedures to potential members and otherwise encouraging appropriate inquiry and application to the AAMFT.

Section 8. The Elections Committee shall prepare a slate of nominees for all elected positions and shall oversee the elections of such positions as provided in these bylaws and in rules and procedures adopted by the Board for elections.

ARTICLE VIII

Local Chapters

Local chapters of the Division may be formed at the discretion of the Board, providing that such chapters conform to AAMFT and Divisional bylaws and policies with regard to membership, voting, holding office, serving on committees, and related matters.

ARTICLE IX
Nominations, Elections and Vacancies

Section 1. The nomination and election of all elected positions shall be conducted annually. All voting members of the Division shall have the right to vote in the election which shall be conducted by ballot. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age or sexual orientation is forbidden. Candidates who are elected shall assume office on the first day of January following their election and hold office for the tenure of their office or until their successors have been elected and qualified.

Section 2. The Elections Committee shall prepare a slate containing at least two nominees for each position and shall determine the eligibility and willingness of each nominee to stand for election. Write-in voting shall be allowed, provided the write-in candidates are eligible for election and have agreed to serve if elected. The candidate who receives the majority of votes for each office shall be elected. Ballots shall be counted by the Board or by tellers designated by the Board.

Section 3. Elections shall be by mail ballot or electronic ballot which must be provided to the membership no less than thirty (30) days prior to December 15 of each year.

- a) In even-numbered years the ballot shall contain nominees for the two (2) year term of President-Elect, two (2) year term of secretary, two (2) members of the Board of Directors (Region 2 and Region 3), one (1) Member at Large, and at least two (2) members of the Elections Committee, and one (1) Student Member Representative. Term of service will begin the following uneven year.
- b) In odd-numbered years, the ballot shall contain nominees for the two (2) year term of Treasurer, two (2) members of the Board of Directors (Region 1 and Region 4), two (2) Members at Large, and at least (3) members of the Elections Committee. two (2) year term of Associate Member Representative, and at least three(3) members of the Elections Committee. Term of Service will begin the following even year.

Section 4. Terms of office shall begin on January 1, following the election.

Section 5. If the President is unable to complete the president's term of office or is removed by a two-thirds (2/3) vote of the entire Board, the President-Elect shall become President for the remainder of the unexpired term prior to assuming the president-elect's own term of office. If

any office holder of the Board ceases to be in good standing, that person's position as officeholder shall automatically become vacant. When Officers move and their official addresses of record with the AAMFT are outside of Indiana, their positions should be declared vacant by the Board.

Section 6. Failure to attend two (2) consecutive meetings without valid reason or to carry out the duties of office shall make the officeholder subject to termination of office by the Board.

Section 7. If a position becomes vacant, the Board may appoint a successor to fill the unexpired term. In the case of a vacancy in the office of the President-Elect the Board may call a special election to select a successor through mail ballot or electronic ballot.

ARTICLE X

Violation of AAMFT Code of Ethics

Section 1: All board members are required to comply with the AAMFT Code of Ethics. The board can vote to remove those holding elected or appointed office for ethical concerns but may not discipline board members.

Section 2: If complaints for alleged violations of the AAMFT Code of Ethics are made to the Division, the complainant shall be given information regarding complaint procedures with the AAMFT and the Indiana Professional Licensing Agency. No division board member will render any opinions regarding the complaint to the complainant.

ARTICLE XI

Amendments

Section 1: These bylaws may be amended or repealed by a two-thirds vote of the voting members voting by ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

Section 2: Amendments may be proposed by the Board on its own initiative or upon petition by twenty (20) percent of the voting members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.

ARTICLE XII

Dues

Section 1. Dues for the Division shall be established by majority vote of the Division's Board of Directors, under policies and procedures established by the AAMFT Board of Directors, except in such instances where the proposed increase is greater than ten (10) percent of the previous year's dues. In that event, dues shall be set by a majority of votes cast by the voting members within the Division, voting by ballot under the procedures established by the AAMFT Board of Directors.

Section 2. All dues billings, dues collections and dues disbursements shall be performed by AAMFT.

ARTICLE XIII. Dissolution and Termination

Section 1. Dissolution of the Division is authorized if:

- (A) Approved by the Board;
- (B) Approved by two-thirds vote of the voting members voting by ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot; and
- (C) Approved in writing by the AAMFT.

Section 2. The Division may terminate its relationship as a division of the AAMFT if:

- (A) Approved by the Board;
- (B) Approved by two-thirds vote of the voting members voting by ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot; and
- (C) Approved in writing by the AAMFT after the Division complies with all AAMFT policies and procedures concerning termination of a relationship as a division of the AAMFT.

Section 3. If the Division dissolves, terminates its relationship with AAMFT as a division of the AAMFT, or is terminated by the AAMFT as a division of the AAMFT, all assets of the Division remaining after the payment of all debts must be transferred to the AAMFT or to a successor corporation to the Division as determined by the AAMFT.