

BYLAWS of SANDPLAY THERAPISTS OF AMERICA, INC.

**Affiliated with the International Society for Sandplay Therapy
(Dora M. Kalf, Founder)**

As amended April 1998

ARTICLE I - NAME AND LOCATION

- I. NAME. The name of the Corporation shall be the Sandplay Therapists of America, Inc.: Affiliated with the International Society for Sandplay Therapy (Founder Dora M. Kalf).
- II. REGISTERED OFFICE. The registered office shall be established and maintained, unless otherwise changed pursuant to the terms hereof, at c/o Estelle Weinrib, 15 West 84th Street, New York, New York 10024.
- III. OTHER OFFICES. The Corporation may have other offices at such other places as the Board of Trustees may, from time to time, appoint or the business of the Corporation may require.

ARTICLE II - AFFILIATION

- I. The Corporation is affiliated with the International Society for Sandplay Therapy (Founder Dora M. Kalf) ("ISST") and as such, the Members of the Corporation upon payment of dues to ISST become members of ISST.

ARTICLE III - OBJECTIVES

- I. The objectives of this Corporation shall be to train and support professional development in Sandplay in the tradition of Dora Kalf as based on the theories of C.G. Jung.

ARTICLE IV - MEMBERSHIP

- I. CATEGORIES OF MEMBERSHIP
 - A. There shall be three (3) categories of membership in this corporation: Founding Member, Member, and Teaching Member.
- II. QUALIFICATIONS FOR MEMBERSHIP
 - A. FOUNDING MEMBERS
 1. The founding members are those that originally established this Corporation. The founding members are Kate Amatruda, Linda Bath, Kay Bradway, Lucia Chambers, Lauren Cunningham,

Harriet Friedman, Chonita Larsen, Susan Macnofsky, Mary Jane Markell, Estelle Weinrib, and Barbara Weller.

B. MEMBERS

1. Members of this Corporation shall meet the following minimum qualifications:
2. A post-graduate degree from an accredited university in medicine, psychology, theology, clinical social work, or marriage and family counseling;
3. Knowledge of psychopathology, psychodiagnosis and psychology obtained by formal study and applied clinical experience;
4. Evidence of having achieved in-depth inner development and insight as the result of personal analysis or psychotherapy;
5. A license to practice psychotherapy in states or regions where licensure is required; and
6. Completion of a personal psychotherapeutic sandplay process with an ISST member.

C. TEACHING MEMBER

1. Teaching Members of this Corporation shall meet the qualifications for members plus additional requirements as established.

III. EXCEPTIONS

- A. Exceptions shall be made only in exceptional circumstances. Exceptions shall not be made regarding completing a sandplay process with an ISST member nor fulfilling the required hours of consultation with an STA/ISST Teaching Member.

IV. APPLICATION FOR MEMBERSHIP:

- A. Applications for membership in the Corporation shall be addressed to the designated address on the Guidelines for Application and shall be in accordance with the instructions on the Application Form.

V. LIABILITY INSURANCE:

- A. All members shall carry liability insurance in the amount of at least \$1,000,000 when teaching and conducting psychotherapy in the United States.

VI. MEMBERSHIP RESIGNATION POLICY

- A. Any member may resign at any time. Such resignations shall be made in writing to the Membership Chair. Resignation shall take effect at the time specified therein, and if no time be specified, at the time of it's receipt by the Membership Chair. The Membership Chair will inform the Board of the resignation. No dues will be returned.

VII. TERMINATION OF MEMBERSHIP, LAPSED MEMBERSHIP/NON-PAYMENT OF DUES:

- A. Membership shall be terminated for non-payment of dues for one year.
- B. Through action of the STA Ethics and Grievance Committee, membership in this corporation may be revoked.
- C. On a yearly basis, Treasurer will notify the Membership Chair of members who have not paid their dues. The Membership Chair will write and call, inquiring about the member(s)' intention. If there is no response, a second letter of inquiry will be sent, also noting a late fee. If after 6 months there is no response, the Membership Chair should make other efforts to find out what the problem is. If it is a financial hardship

or personal crisis the Membership Chair should use judgment and consider creative means to help the person work out a plan. In this type of situation no deadlines should be rigidly enforced. In unusual circumstances the Membership Chair might confer with the STA Board or Chairperson. If the person is unresponsive or has no intention of paying dues for one year, STA/ISST membership is lost.

VIII. REINSTATEMENT OF MEMBERSHIP

- A. Reinstatement of an STA member who has resigned in good standing or has lost membership due to non-payment of dues should be handled by the Membership Committee which shall process the request. The person requesting reinstatement should draft a letter to the Membership Chair requesting reinstatement. If there are ambiguities or special concerns the Membership Chair should make a recommendation and confer with the Board. If someone lost membership due to non-payment of dues and did not formally resign, they cannot then rejoin without payment of back dues.

ARTICLE V - MEETING OF MEMBERS

I. ANNUAL MEETINGS

- A. The annual meeting of the membership for such business as may be stated in the notice of the meeting and following such other business as may be deemed necessary or proper by any Members shall be held at a place, time and date determined by the Board of Trustees. In the event the Board of Trustees fails to determine the time, date and place as aforesaid, the annual meeting of Members shall be held at the registered office of the Corporation at 10:00 A.M. on the first Friday in March of each calendar year.

II. SPECIAL MEETINGS

- A. Special meetings of the membership, unless otherwise prescribed by statute or by the charter, shall be called by Chair or Vice Chair of the Board at the request in writing of a majority of the Members or a majority of the Board of Trustees.

III. ACTION BY VOTING

- A. Each Member shall be entitled to one vote, by such Member or by written proxy, except as otherwise provided by law, or by the charter or by these bylaws. All questions shall be decided by a majority of the votes cast by Members at a meeting of the Members entitled to vote thereon except as otherwise provided by the charter or by the laws of Delaware State, provided, however, the Board of Trustees shall be elected in accordance with Article VI hereto; and provided further, that to amend the procedures for application for membership in the Corporation and of the Code of Ethics for Members of the Corporation shall require a vote of at least two-thirds (2/3) of the Members entitled to vote. Upon demand of any Member, any vote may be taken by closed ballot.

IV. QUORUM

- A. Except as otherwise required by law, the charter or these bylaws, the presence in person or by proxy of a majority of the Members entitled to vote at all meetings of the Members, shall constitute a quorum. In case a quorum shall not be present at any meeting, a majority of the

membership entitled to vote then present or by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of Members entitled to vote shall be represented. At such adjourned meeting at which the requisite number of Members entitled to vote shall be represented, any business may be transacted at the meeting as originally noticed; but only those Members entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

V. NOTICE OF MEETING

A. Written notice, stating the place, date and time of the annual meeting and of any special meeting, and the general nature of the business to be considered, shall be given to each Member entitled to vote thereat, at such Member's address as it appears on the records of the Corporation, not less than ten (10) days nor more than ninety (90) days before the date of the meeting.

VI. ACTION WITHOUT MEETING

A. Except as otherwise provided by the charter, whenever the vote of Members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions or the statutes or the charter or of these bylaws, the meeting and vote of the Members may be dispensed with, if all the Members who would have been entitled to vote upon action if such meeting were held, shall consent in writing to such corporate action being taken.

VII. PROXIES

A. Members may vote either in person or by written proxy, which proxies shall be filed with the Member responsible for recording the proceedings of the meeting. A proxy shall be valid for a period not to exceed six (6) months.

ARTICLE VI - BOARD OF TRUSTEES

I. NUMBER

A. The affairs of the Corporation shall be managed by, and all corporate functions, powers, rights, duties and privileges, unless otherwise prescribed by statute, the charter or by these bylaws, shall be exercised by, a Board of Trustees. The Board of Trustees shall consist of such number of Trustees as shall be fixed by the membership of the Corporation from time to time, but in no event less than nine (9) nor more than twelve (12)

II. DESIGNATION, TERM, CLASSES AND ELECTION OF TRUSTEES

A. The founding Members of the Corporation shall constitute the initial Board of Trustees. The Trustees shall be divided into three (3) classes, as nearly equal in size as possible, with each class consisting of at least three (3) Trustees. The term of one (1) class of Trustees shall expire each year. At each annual meeting of Members, the successors to the class of Trustees whose term shall expire that year shall be elected to hold office for a term of three (3) years. Trustees shall be elected in accordance with the following procedures:

1. Qualifications for membership on the Board of Trustees: STA member for two years; has presented nationally; is willing to commit oneself to attending a majority of Board Meetings after having been elected to the Board; has demonstrated an active interest in STA. Whenever possible, attention will be paid to geographical or regional representation.
2. A Nominating Committee appointed by the Board of Trustees shall prepare a slate of members to be elected to vacant seats on the Board of Trustees and shall notify the membership in writing and mailed first class mail at least two (2) weeks prior to the election. Nominations may be reopened at the time of the election by a two-thirds (2/3) vote of the Members.
3. Nominees for the Board of Trustees shall be elected by a majority of the votes cast at the annual meeting by the Members.

III. EX-OFFICIO MEMBERS

- A. American members of the ISST Board of Directors serve as ex-officio members of the Board of Trustees with all rights and privileges afforded thereto.

IV. EMERITUS MEMBERS

- A. From time to time, the Trustees may nominate individuals to be Trustees Emeritus.
- B. Upon election by the membership, Trustee Emeritus serve with all the rights and privileges afforded thereto.
- C. Trustees Emeritus serve without a specified term and are not to be counted in the number of Trustees comprising the Board as stipulated by the by-laws.
- D. Trustees Emeritus may not vote by proxy.

V. RESIGNATIONS

- A. Any Trustee may resign at any time. Such resignations shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair.

VI. VACANCIES

- A. Unless a Board vacancy reduces the total number of Board Members to fewer than nine (9), filling the vacancy will be postponed until the next regular election. If a vacancy reduces the number of Board members to fewer than nine (9), the remaining trustees of the Board shall appoint any qualified person to fill such vacancy, who shall hold office until a successor shall be duly elected.

VII. REMOVAL WITH CAUSE

- A. Any Trustee may be removed with cause at any time by a two-thirds (2/3) vote of the Board of Trustees or by a majority vote of the Members.

VIII. INCREASE OF NUMBER

- A. The number of Trustees may be increased by the majority vote of the Members of the Corporation.

IX. REGULAR MEETINGS AND QUORUM

- A. The Board of Trustees shall meet no less than one (1) time per year. Two-thirds (2/3) of the Board shall constitute a quorum. An annual meeting of the Board shall be held at a place, time and date determined by the Board of Trustees. In the event the Board of Trustees fails to determine the time, date and place of meeting, the annual meeting of the

Board shall be held at the registered office of the Corporation at 10:00 A.M. on the first Saturday in March of each year.

X. SPECIAL MEETINGS

A. Special meetings of the Board of Trustees shall be called by the Chair or by a majority of the Board. Board of Trustees shall be given at least two (2) weeks' notice of a special meeting and such notice shall specify the purpose of the meeting.

XI. VOTING

A. Each member of the Board of Trustees shall have one (1) vote.

XII. ADJOURNMENT

A. A majority of the Board of Trustees present, whether or not a quorum is present, may adjourn either a regular or a special meeting to another time or place.

ARTICLE VII - OFFICERS

I. OFFICERS

A. The Officers of the Corporation shall consist of Chair, Vice-Chair, Second Vice-Chair, and Treasurer, and shall be chosen from among the Board of Trustees by the members of the Board.

1. CHAIR: The Chair shall serve as the chief executive officer of the Corporation having general supervision over the business of the corporation and over its several officers subject, however, to the control of the Board of Trustees. The Chair shall have the responsibility for the Agenda for meetings, preside at all meetings of the Board of Trustees and of the Membership. The Chair shall have the power on behalf of the Corporation to execute all deeds, agreements and instruments on behalf of the Corporation.
2. VICE-CHAIR: The Vice-Chair shall discharge such functions as may be assigned by the Chair or the Board of Trustees. In the absence or disability of the Chair, the Vice-Chair shall preside at meetings of the Board of Trustees, and, in the absence or disability of both, the Board of Trustees shall appoint another Trustee to discharge such functions of the Chair as shall be specified by the Board of Trustees. The Vice-Chair shall act as the liaison with the standing and ad hoc committees.
3. SECOND VICE-CHAIR/SECRETARY: The Second Vice-Chair shall give, or cause to be given, notice of all meetings of Members and Trustees, and all other notices required by law or by these Bylaws, and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chair, or by the Trustees, or Members, upon whose requisition the meeting is called as provided by these Bylaws. He/she shall cause to be recorded all the proceedings of the meetings of the Corporation and of the Board of Trustees in books to be kept for that purpose.
4. TREASURER: The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, or the Chair, taking proper vouchers for such disbursements. He/she

shall render to the Chair and Board of Trustees, at the regular meeting of the Board of Trustees, or whenever they request it, an account of all his/her transactions as Treasurer of the Financial condition of the Corporation. If required by the Board of Trustees, he/she shall give the Corporation a bond for the faithful discharge of his/her duties in such amount and with such surety as the Board of Trustees shall prescribe.

II. TERM OF OFFICE

A. Officers shall be selected by the Board of Trustees for a two (2) year term. Any position of an Officer not filled at the Annual Meeting of the Board and any vacancy of Officers may be filled by the Board at any meeting. The Board may also elect such other agents and employees that it may deem advisable. All Officers, agents and employees shall serve at the pleasure of the Board of Trustees. The Board of Trustees may by resolution, not inconsistent with these Bylaws, define the duties and powers of the Officers of the Corporation.

III. RESIGNATIONS

A. Any Officer may resign at any time. Such resignation should be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by another Officer. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VIII - COMMITTEES

I. BYLAWS COMMITTEE

A. The Bylaws Committee shall review and make recommendations to the Board of Trustees regarding changes to the Bylaws. The Bylaws Committee shall be composed of three (3) members, appointed by the Board of Trustees for a rotating three (3) year term. The position of Chair of the Bylaws Committee shall rotate annually among the members.

II. ETHICS AND GRIEVANCE COMMITTEE

A. The Board of Trustees shall create an Ethics & Grievance Committee. The Ethics & Grievance Committee shall be concerned with ethical issues pertinent to the Corporation and its Members; shall explore various ethical considerations and shall report to the Board of Trustees and the Members; and shall review the Code of Ethics and make recommendations to the Board of Trustees regarding changes, as needed. The Ethics & Grievance Committee shall receive and review any grievance filed against any Member in accordance with a code of ethics and procedures established by the Ethics & Grievance Committee and approved by the Members. The Ethics & Grievance Committee shall establish procedures to discipline Members who are found to be in violation of the code of ethics established for the Corporation, including, without limitation, revocation of a Member's membership in the Corporation.

B. The Ethics and Grievance Committee shall be composed of three (3) current or former Trustees, nominated by the Nominating Committee and elected for a rotating five (5) year term by a majority of the Members at the regular annual meeting. The nomination shall be made in writing

and mailed by first class mail to the Members which shall include the name(s) of candidate(s) for election. Nomination may be reopened at the annual meeting by a two-third (2/3) vote of the Members.

III. EXCEPTIONS COMMITTEE

- A. The Exceptions Committee shall consider requests for exceptions regarding established STA policies and procedures.
- B. The Exceptions Committee shall be composed of nine (9) members, nominated by the Nominating Committee and elected for a rotating three (3) year term by a majority of the Members at the regular annual meeting. The nomination shall be made in writing and mailed by first class mail to the Members which shall include the name(s) of candidate(s) for election. Nomination may be reopened at the annual meeting by a two-third (2/3) vote of the Members.
- C. The position of Chair of the Exceptions Committee shall be appointed by the Board of Trustees from the elected members.

IV. MEMBERSHIP/ADVISORY COMMITTEE

- A. The Membership/Advisory Committee shall review the applications for membership in accordance with Article IV hereto. The Committee shall meet with applicants to STA (after the applicant has completed the training requirements as specified in Part 3 of the "Guidelines for Training to Become a Sandplay Therapist") to assist applicants in determining their personal readiness to proceed with completing the requirements for membership in STA.
- B. The Membership/Advisory Committee shall be composed of four members. Three members comprising the Advisory Committee shall be nominated by the Nominating Committee and elected for a rotating three (3) year term by a majority of the Members at a regular annual meeting. The nomination shall be made in writing and mailed by first class mail to the Members which shall include the name(s) of candidate(s) for election. Nomination may be reopened at the annual meeting by a two-thirds (2/3) vote of the Members. A fourth member of the Membership/Advisory Committee shall be appointed by the Board of Trustees from current or former Trustees and act as chair of the Committee for a renewable three (3) year term. The chair shall serve as a member on the Board of Trustees during the term and shall review applications, interface with applicants and advisors, and process new members. If the chair, at appointment by the Trustees, is not a current Trustee, the individual holding the chair will stand for election at the next membership meeting.

V. NOMINATING COMMITTEE

- A. The Nominating Committee shall prepare the slate of members to be elected to vacant seats on the Board of Trustees, ISST Board, Membership/Advisory Committee, Ethics and Grievance Committee, and Exceptions Committee, and shall notify the membership of the nominations two (2) weeks or more prior to the election. The Nominating Committee shall be composed of two (2) current or past trustees and one member-at-large appointed by the Board of Trustees for a rotating three (3) year term. The position of Chair of the Nominating Committee shall rotate annually among the members of the Committee.

VI. PUBLIC RELATIONS COMMITTEE

A. The Public Relations Committee shall work to advance the public's knowledge of sandplay and STA; shall develop promotional material to publicize, advertise and promote STA enterprises; and shall publish a newsletter for STA Members. The Public Relations Committee shall be composed of three (3) members, appointed by the Board of Trustees for a rotating three (3) year term.

VII. ASSOCIATE COMMITTEE

A. The Associate Committee shall handle the business and promotion of the Associates. The Associate Committee shall consist of three (3) members appointed by the Board of Trustees for a rotating three (3) year term.

ARTICLE IX - ISST BOARD OF DIRECTORS

I. DESCRIPTION

A. Two (2) representatives from STA shall serve on the ISST Board if Directors for a term of four (4) years.

II. QUALIFICATIONS

A. Qualifications for membership on the ISST Board of Directors

1. Has been an ISST/STA member for a minimum of three years,
2. Has presented a case at an ISST meeting, has demonstrated an active interest in the affairs of ISST, and
3. Has attended a majority of ISST meetings since becoming an ISST/STA member.

III. NOMINATION

A. Nomination shall be made by the STA Nominating Committee two (2) weeks or more prior to the annual meeting of the members at which the election of the proposed STA representatives to the ISST Board is to be held. Such nominations shall be made in writing and mailed first class mail to the Members which shall include the Name(s) of the candidate(s) for election. Nominations may be reopened at the Annual meeting by a two-thirds (2/3) vote of the Members. The names of the two (2) nominees receiving the majority of the votes at the annual meeting by the Members shall be sent to the ISST Board of Directors for inclusion in the ISST ballot.

IV. RESPONSIBILITIES

A. The responsibilities of the STA representatives to the ISST Board shall be to:

1. Attend annual ISST Board meetings and prepare written reports on the development of sandplay in the United States which will be submitted at the ISST Board meetings.

V. EXPENSES

A. STA allocates funds annually for the Representatives of the ISST Board of Directors to attend the ISST Board meetings as follows:

1. Transportation, three (3) nights lodging, and per diem for meals.

ARTICLE X - FINANCE

- I. FISCAL YEAR
 - A. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.
- II. DUES
 - A. Dues for Members and Associates shall be established by the Board of Trustees and approved by the Members. The annual dues for STA and ISST are to be paid by January of the respective year to the Treasurer (i.e., STA Financial Officer).
 - B. A dues increase shall be established by a majority vote of the Board of Trustees and approved by a majority vote of the members present at the annual membership meeting, or if the membership vote is taken by ballot, a majority of the ballots voting on the issue.
 - C. Notification of any changes in the annual dues shall be made to all members affected as soon after the vote as is practicable and reasonable, but at least thirty (30) days prior to the effective date of any such increase.
- III. CHECKS
 - A. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Treasurer Member(s), agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Trustees.
- IV. DEPOSITORY
 - A. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees shall select.
- V. LOANS
 - A. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authorization may be general or confined to specific instances.
- VI. BUDGET
 - A. The proposed budget shall be presented each year to the Board of Trustees by the Treasurer, and shall be approved by a majority vote of the Board of Trustees. The Board of Trustees is empowered to make any changes in the budget necessitated by circumstances and consistent with the priorities of the association.

ARTICLE XI - MISCELLANEOUS

- I. CORPORATE SEAL
 - A. The seal of the Corporation shall be in such form as may be determined by the Board of Trustees.
- II. NOTICES
 - A. Whenever any notice is required to be given under the provisions of applicable law or of these bylaws, such notice need not be given to any

person who submits a signed waiver of such notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her.

III. ACTION BY THE BOARD OF TRUSTEES OR ANY COMMITTEE

- A. Any one or more members of the Board of Trustees or any committee of the Corporation may participate in a meeting of the Board of Trustees or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting. Minutes shall be kept of any meeting held by such means and entered with the records of the proceedings of the Board of Trustees or such committee.
- B. Whenever action is permitted to be taken under the provisions of applicable law or of these bylaws by the Board of Trustees or by any committee of the Corporation, such action may be taken without a meeting if a written consent authorizing such action is signed by all the members of the Board of Trustees or such committee and such consent is then entered with the records of the proceedings of the Board of Trustees or such committee.

IV. INDEMNIFICATION

- A. The Corporation shall indemnify, to the extent permitted and upon the conditions prescribed by applicable law, any Trustee, or officer of the Corporation or any past Trustee or officer of the Corporation.

V. CAPTIONS

- A. The captions preceding the Articles and Sections in these bylaws are inserted as a matter of convenience and reference only and in no way define, limit or describe the meaning or intent of these bylaws or any provision hereof.

VI. USE OF NAME

- A. No member shall speak in the name of the Corporation without written authorization from the Chair of the Board of Trustees and that member shall speak in accordance with the Bylaws and ethical standards of the Corporation.

ARTICLE IX - AMENDMENTS

I. INITIATION OF AMENDMENTS

- A. Bylaw amendments may be initiated in one of two ways:
 - 1. The Board of Trustees on recommendation of the Bylaws Committee may initiate a bylaw amendment or
 - 2. Ten (10) members of STA may by a written petition to the Board of Trustees initiate an amendment.

II. ADOPTION OF AMENDMENTS

Proposed amendments that have received a two-thirds (2/3) vote of the Board of Trustees shall be recommended to the membership for ratification. Subject to the provisions of applicable law, these bylaws may be added to, amended, or repealed by the Members at any meeting by a vote of two-thirds (2/3) of the Members entitled to vote, provided that notice of the proposed addition, amendment or repeal shall have been given to each member in the notice of the meeting.