

SOLUTION FOCUSED BRIEF THERAPY ASSOCIATION BYLAWS

ARTICLE ONE- ORGANIZATION

1. The name of the corporation is the Solution Focused Brief Therapy Association.
2. The Board of Directors may change the name of the Association.
3. The organization is incorporated in Colorado, with an address of:
The University of Denver, Graduate School of Social Work
c/o Dawn Crosswhite (SFBTA)
2148 S. High St. Denver, CO 80208
4. The Board of Directors may change the address of the corporation without approval from the membership if the Treasurer's address changes.

ARTICLE TWO- PURPOSES AND NATURE OF THE ORGANIZATION

1. The corporation is organized exclusively for purposes as specified under Section 501(c)(3) of the Internal Revenue Code.
2. The specific purposes of the organization are:
 - a. To foster the exchange of ideas, resources, research, instruction, and practices in the field of Solution-Focused Brief Therapy.
 - b. To provide research awards, scholarships, and/ or fellowships to further the development of practice, scholarship, and research of solution-focused brief therapy.
 - c. To hold an annual conference

ARTICLE THREE- MEMBERSHIP

1. Everyone seated on the Board of Directors is considered a member of SFBTA.
2. Everyone in attendance at the annual SFBTA conference will be-offered free membership in SFBTA until the next annual conference.
3. If someone would like to be considered a member of SFBTA but is unable to attend the conference, they may pay a \$25 fee to be listed as a member until the next annual conference.
4. Individuals may be members even if they do not wish to receive SFBTA-related emails.
5. Members receive no benefits other than voting for board members at the annual conference and the privilege of saying that they are members.

6. A Membership Coordinator, appointed by the President and approved by the Board will track the membership each year.
7. The Membership shall meet at least twice per year, once in conjunction with the annual conference and one additional meeting virtually at a time to be determined by the Board.
8. Members are asked to adhere to the Association's Diversity & Inclusivity Statement:
In our mission to expand and further develop solution-focused brief therapy, we realize the importance of both diversity and inclusivity. As an Association, we recognize that our success is dependent upon the engagement, inclusion, and valuing of the rich diversity of all individuals. We acknowledge diversity as it relates to race, ethnicity, gender identity, sexual orientation, veteran status, religious and spiritual beliefs, nationality, political affiliation, and/or physical, mental, and neurological abilities. We are committed to treating all individuals and groups with dignity, respect, and a sense of belonging.
9. If a member believes that another member of the Association is not adhering to the previously-mentioned Diversity & Inclusivity Statement, they may pursue one or more of the following options: a) try to resolve the issue with the person directly; and b) if requested, members of the EDI committee may provide non-binding consultation to the involved parties. As a membership association, SFBTA has no powers of investigation and cannot revoke any license, restrict an individual from practice, or require that any member do what is desired.

ARTICLE FOUR- BOARD OF DIRECTORS]

The Board of Directors consists of the following:

- A President
- A President- Elect
- A Secretary
- A Treasurer
- Maximum of 6 Members-at-large

1. Officers/ Duties of Office

The officers of the corporation shall be a President, a President-Elect, a Secretary, and a Treasurer.

a. The President

- 1) The President shall preside at all meetings of the Board. In the event they are unable to attend a meeting, the President will communicate with and delegate this task to the President-Elect.
- 2) The President shall appoint all permanent or ad hoc committees.
- 3) The President shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and the activities of the officers.
- 4) The President shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- 5) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

b. The President- Elect

- 1) The President-Elect shall preside at meetings in the absence of the President.
- 2) In the absence of the President, or in the event of their inability or refusal to act, the President- Elect shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- 3) The President- Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
- 4) The President- Elect is a two-year commitment to the Board, as they are expected to serve in the role of President the following year, to provide continuity.

c. The Secretary

- 1) The Secretary shall take and store the minutes and records of the organization.

- 2) The Secretary is responsible in consultation with the Treasurer for reporting to the state of Colorado, and to the federal government for purposes of maintaining the status of the organization as a 501(c)(3) non-profit organization.
 - 3) The Secretary also is responsible for reporting official correspondence to the President and the members of the Board.
 - 4) The Secretary shall keep a copy of these bylaws as amended or otherwise altered to date.
 - 5) The Secretary shall be the custodian of the records and the seal of the organization and affix the seal as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
 - 6) The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to this person from time to time by the Board of Directors.
 - 7) Upon leaving office, the Secretary shall provide instruction and transfer of electronic documents, to assure smooth transfer of all documents to the new Secretary.
- d. The Treasurer
- 1) The Treasurer shall oversee the money accounts of the organization and is authorized to sign checks for the organization.
 - 2) The Treasurer will ensure that the President serve as a second authorized bank account holder so that there are always at least two officers on bank account.
 - 3) The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation and in such banks, trust companies, or other depositories and shall be selected by the Board of Directors.
 - 4) The Treasurer shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
 - 5) The Treasurer shall disperse, or cause to be dispersed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- 6) The Treasurer shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
 - 7) The Treasurer shall exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request.
 - 8) The Treasurer shall report the status of the accounts to the Board annually.
 - 9) The Treasurer shall render to the President and Directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the corporation.
 - 10) The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - 11) The Treasurer is responsible for providing required documents to the Secretary for reporting to the state of Colorado, or the federal government for purposes of maintaining the status of the organization as a 501(c)(3) non-profit organization.
 - 12) The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to this person from time to time by the Board of Directors.
 - 13) Upon leaving office, the Treasurer shall provide instruction and will take steps to transition bank account to the new President and/or the new Treasurer to assure smooth transfer of duties.
 - 14) For a period of six months after leaving office, the Treasurer will serve in the role of a Past- Treasurer to provide support and mentorship to the new Treasurer.
2. Board of Directors
 - a. The Board of Directors controls and manages the affairs and business of the organization.
 - b. Board business may be conducted in person, through email, by phone, or through technologically- assisted means.
 3. Board Terms
 - a. Members of the Board of Directors serve 3-year terms or until otherwise no longer able or willing to serve the remainder of their 3-year terms.

- b. In the event that a member is elected to serve as President- Elect in their third year of term, the term may be extended into a fourth year.
 - c. Board members may be reelected to one additional term but may serve no more than two consecutive terms.
 - d. After serving two terms, Board members may be elected to additional terms if they have been off the Board for at least 3 years.
4. Election of Board of Directors and Officers
- a. Election of Board of Directors - Vacancies will be filled by majority vote of the members of SFBTA attending the annual election meeting.
 - 1) Each year, Board vacancies will be posted on the SFBTA website at least one month prior to the annual conference. In addition to nominations made from the floor at the members meeting, nominations may be made by submitting a brief bio and/or statement of interest to the SFBTA President. The information will additionally be posted on the SFBTA website up to five business days prior to the conference.
 - 2) A business meeting of the Association will be scheduled during the annual conference. In the event that the Board falls to fewer than seven directors (due to resignation or other departure) more than 60 days prior to annual members meeting, a special members meeting may be called by the Association President or President-Elect. The purpose of the meeting would be to elect directors to fill the vacant positions, following the same procedures outlined in these bylaws.
 - 3) The Elections committee will entertain nominations via Robert's Rules of Order from the floor sufficient for each vacant Board position. Nominees must be current members of the Association.
 - 4) Names of nominees who agree to be nominated will be written in such a way to be apparent to all members attending the meeting (e.g., projected) and repeated aloud before members vote.
 - 5) Members may vote for as many positions as they wish, one vote for each vacant position. Voting will be conducted electronically.
 - 6) Elections Committee members will count the ballots. Nominees receiving a majority of votes will be elected to the Board. In the event of a tie, there will be a run-off vote between the tied nominees.

- b. Election of Officers- Officers are determined by the current SFBTA Board each year at the first meeting after the elections. No single person may serve in more than one Office concurrently.
5. Removal of Board Members and Officers
- a. A Board member may be removed by 2/3 vote of the current Board for sufficient cause.
 - b. Members may petition the Board for removal of a member.
 - c. An officer may be removed from their role by 2/3 vote of the current Board for sufficient cause.
6. Meetings of the Board of Directors
- a. The Board shall meet at least quarterly.
 - b. Votes may be taken in person, through phone, through email, or through other technology-assisted means.
 - c. Any Director may request a conference call meeting of the Board.
 - d. At least 50% of the Directors, including the President or the President-Elect, shall constitute a quorum of any meeting. Decisions shall be made by majority vote.
 - e. No notice need be given of any regular meeting of the Board of Directors.
 - f. The Secretary of the corporation shall give at least one-week prior notice to all Directors of any special meeting of the board.
 - g. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of the state of Colorado, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

ARTICLE FIVE- COMMITTEES

1. Executive Committee- An Executive Committee shall consist of the President, President-Elect, Secretary, and Treasurer. The Executive Committee shall have the powers and authority of the Board in the management of the business and affairs of the corporation whenever a full meeting of the Board is not possible or practical. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report them to the Board from time to time as the Board may require.

2. Appointment of Committees- The Board shall elect, or the President shall appoint committees as decided upon by the Board. Committees may be standing or ad-hoc (e.g., Archives, Awards, Bylaws). Each committee will have a Director who will serve as its liaison to the Board.
3. Standing Committees: Standing committees include Conference; Research; Finance; Equity, Diversity, & Inclusion (EDI); and IT. Each committee will be composed of a Chair, chosen by the committee and approved by the President, and additional members chosen by the Committee Chair and approved by the Board. With the exception of the Conference Committee, the term of the Chair for standing committees will be two years, and another two-year term may be added by the President. The terms of the committee members will be open.
 - a. Conference Committee: The charge of the Conference Committee is to organize the annual conference.
 - 1) The corporation's Conference Policies shall be used for the direction of the conference.
 - 2) The Conference Committee Chair is accountable to the Board for the conference and is authorized to sign contracts for the Board after receiving permission from the Board.
 - b. Research Committee: The charge of the Research Committee is to:
 - 1) Serve as the official research arm of SFBTA
 - 2) Encourage research in SFBT
 - 3) Help SFBTA serve as a clearinghouse for research in SFBT via its website
 - 4) Provide research materials and consultation to those interested in pursuing research in SFBT
 - 5) Maintain a state-of-the-art Treatment Manual, fidelity instrument, and other appropriate instruments and measures to be used by SFBT researchers
 - 6) Develop guidelines and make recommendations to the board for research awards
 - 7) Coordinate research presentations (e.g., Research Day) to take place in conjunction with the annual conference.
 - c. Finance Committee: The charge of the Finance Committee is to:

- 1) Monitor and report income and monthly expenditures, including budgetary implications.
 - 2) Prepare a basic annual financial report addressing the past as well as the upcoming budget for the board to review, approve and implement.
- d. Equity, Diversity, & Inclusion (EDI) Committee: The charge of the Committee is to:
- 1) Review Association's existing and future initiatives regarding equity, diversity, and inclusion, and provide recommendations to the Board that support the Association's efforts toward ensuring equitable access to opportunities, benefits, and resources for all of its members.
 - 2) Provide general guidance on respectful and just conflict resolution with respect to member concerns related to equity, diversity, and inclusion.
- e. IT Committee: The charge of the IT Committee is to:
- 1) Improve the Association's Internet presence so that it may better engage with its members and the wider world
 - 2) Responsibilities include overseeing content for the Association's website and social media presence (e.g., Facebook, LinkedIn, Twitter)
4. The Association shall not be responsible for decisions or business conducted by any committee that is not appointed, approved, or sanctioned by the Board.

ARTICLE SIX- EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or pledge its credit, or to render it liable monetarily for any purpose or in any amount.
2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or the President.

3. Spending Approval. Any spending over \$500 USD requires approval of two board members (one can be the Treasurer).
4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or the depositories as the Board of Directors may select.
5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, or bequest for the nonprofit purposes of this corporation. Donated funds will be prioritized according to the wishes of the contributor unless otherwise decided by the board.
6. Restrictions. The association does not pay for any alcohol, drugs, or otherwise illegal substances or materials.

ARTICLE SEVEN- NONLIABILITY OF DIRECTORS

1. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
2. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Colorado.

ARTICLE EIGHT- CORPORATE RECORDS AND REPORTS

The corporation shall keep:

- a. Minutes of all meetings;
- b. Adequate records of account; correct books
- c. A record of members of the Association;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Board of Directors and members of the Association.

ARTICLE NINE- IRC 501(c)(3) TAX EXEMPTION PROVISIONS

1. Limitations on Activities
 - a. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by section 501(h) of the Internal Revenue Code], and this corporation shall

- not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- b. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

2. Prohibition Against Private Inurement

- a. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

3. Distribution of Assets

- a. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose such distribution shall be made in accordance with all applicable provisions of the laws of the State of Colorado.

4. Private Foundation Requirements and Restrictions

- a. In any taxable year in which this corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, the corporation
- 1) shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code;
 - 2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code;
 - 3) shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue

Code; 4) shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE TEN- AMENDMENTS

1. These bylaws may be altered by an affirmative vote by two-thirds of the voting members in attendance at a regularly called annual meeting.

ARTICLE ELEVEN- CONSTRUCTION AND TERMS

1. If there is a conflict between the provision of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
2. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
3. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter go in the document, or other founding document of this corporation filed within office of the State of Colorado and used to establish the legal existence of this corporation.

Adopted October 20, 2023

ADOPTION OF BYLAWS

We, the undersigned, are the directors of this corporation, and we consent to and hereby do, adopt the foregoing Bylaws, consisting of this and the preceding pages, as the Bylaws of this corporation.

Carol Buchholz Holland, President

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Carol Buchholz Holland
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Shaema Imam, President-Elect

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Shaema Imam
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Johnny Kim, Secretary

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Johnny Kim
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Dawn Crosswhite, Treasurer

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Dawn Crosswhite
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Vicky Essebag, Member-at-Large

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Vicky Essebag
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Nathan Guyton, Member-at-Large

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Nathan Guyton
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Mo Yee Lee, Member-at-Large

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Mo Yee Lee
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Shirley Shani Ben Zvi, Member-at-Large

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Shirley Shani Ben-Zvi, MFT
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Marcella Stark, Member-at-Large

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Marcella Stark
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Marsha Wichmann, Member-at-Large

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Marsha Wichmann
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