

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.

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 and practices in the field of Solution-Focused Brief Therapy.
 - b. To provide research awards, scholarships, and/or fellowships to further the development of the field 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 the SFBTA.
2. Everyone in attendance at the annual SFBTA conference will be considered a member of SFBTA until the next annual conference. Individuals may be members even if they do not wish to receive SFBTA-related emails.
3. Members receive no benefits other than voting for board members at the annual conference and the privilege of saying that they are members.
4. 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. No refunds will be issued, and no one attending the conference will receive a discount if they do not wish to be listed as a member.
5. A Membership Coordinator, appointed by the President and approved by the Board will track the membership each year. The Membership Coordinator is a non-paid volunteer and will make membership information available to all members who wish to be listed.

SFBTA Bylaws February 2023
ARTICLE FOUR – BOARD OF DIRECTORS

The Board of Directors consists of the following:

A President

A Vice-president

A Secretary

A Treasurer

Maximum of 6 Members-at-large

1. Members of the Board of Directors serve 3-year terms or until otherwise no longer able or willing to serve.
2. Board members may be reelected to one additional term but may serve no more than two consecutive terms.
3. Board members may be elected to additional terms after leaving the Board for at least 3 years.
4. Vacancies will be filled by plurality vote of the members of SFBTA attending the annual election meeting.
5. To begin this process, the two most senior members of the board will rotate off by the end of the calendar year of the first election and two new members will be added. Two new members will be added with one or two senior members going off each year until all board positions are filled with elected members. The board will develop a transition plan.
6. A Board member may be removed by 2/3 vote of the current Board for sufficient cause. Members may petition the Board for removal of a member.
7. 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.
8. Elections
 - a. 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 made 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.
 - b. 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 Vice-President. The purpose of the meeting would be to elect directors to fill the vacant positions, following the same procedures outlined in these bylaws.
 - c. 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.
 - d. 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.
 - e. Members may vote for as many positions as they wish, one vote for each vacant position.

- f. Voting will be conducted electronically.
 - g. Elections Committee members will count the ballots. Nominees receiving a plurality of votes will be elected to the Board.
- c. The Board of Directors controls and manages the affairs and business of the organization.
 - d. Board business may be conducted in person, through email, by phone, or through technologically assisted means.
 - a. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.
 - b. The President or, in his or her absence, the Vice-President shall preside at all meetings of the Board. The President shall appoint all temporary or permanent or ad hoc committees.

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. He or she shall perform all duties incident to his or her 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. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she 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.

- c. The Vice-President shall preside at meetings in the absence of the President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President 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. The Vice-President 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.
- d. The Secretary shall keep the minutes and records of the organization.

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.

The Secretary also is responsible for reporting official correspondence to the President and the members of the Board. The Secretary shall keep a copy of these bylaws as amended or otherwise altered to date. The Secretary shall keep a book of minutes of all meetings.

The Secretary shall be the custodian of the records and of 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.

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.

- e. The Treasurer shall care for the money accounts of the organization and is authorized to sign checks for the organization.

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.

The Treasurer shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. 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.

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.

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.

The Treasurer shall render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall report the status of the accounts to the Board annually.

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.

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.

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.

7. Meetings

- a. The Board shall meet at least annually at the time of the annual conference.
- 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 five Directors 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. An Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer or Secretary/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. The Board shall elect, or the President shall appoint committees as decided upon by the Board. Committees may be standing or ad-hoc.
3. The Board shall elect a Conference Committee Chair for the organization's annual conference. The corporation's Conference Policies shall be used for the direction of the conference. The Conference Committee Chair is accountable to the Board for the conference and is authorized to sign contracts for the Board after consulting with the Board.
4. The Board shall elect a Scholarship Committee. The purpose of the Committee is to develop criteria for scholarships, research awards, and/or fellowships; develop policy for soliciting awards; and make recommendations to the Board for awarding monetary scholarships, research awards, and/or fellowships.
5. Standing committees include Research, Archive, Awards, Finance, and IT.
6. 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.

SFBTA Bylaws February 2023

6

3. Any spending over \$500USD 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, bequest, or devise for the nonprofit purposes of this corporation.
6. Donations. Donated funds will be prioritized for research awards and conference scholarships. Other uses may be voted on by the Board. Donated funds are not to be used for administrative costs of the association.
7. 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 and correct books and records of account;
- 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

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

- a. 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.
- b. 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.
- c. 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.

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.

Marcella Stark, President

DocuSigned by:
Marcella Stark
11F9B99E375C4CB...

Carol Buchholz Holland, Vice-President

DocuSigned by:
Carol Buchholz Holland
77B802DFE46E4FC...

Johnny Kim, Secretary

DocuSigned by:
Johnny Kim
30D94DDAD1554E1...

Dawn Crosswhite, Treasurer

DocuSigned by:
Dawn Crosswhite
BC064EEE10624FF...

Shaema Imam, Member

DocuSigned by:
Shaema Imam
0C3B25C257FD47B...

Shirley Shani Ben Zvi, Member

DocuSigned by:
Shirley Shani Ben-Zvi
A80C7B33E6BF4DD...

Kyle Sobey, Member

DocuSigned by:
Kyle Sobey, M.Sh, R.Sh
29F22C9614394E3...

Mo Yee Lee, Member

DocuSigned by:
Mo Yee Lee
7BC318DC745E4EE...