



## Bylaws

of the Florida Group Psychotherapy Society, Inc.



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## **Article I – NAME, AFFILIATION, GEOGRAPHICAL BOUNDARIES, & OFFICE**

**Section 1. Name.** The name of the society shall be the Florida Group Psychotherapy Society, hereafter referred to as “FGPS” in the Bylaws.

**Section 2. Affiliation.** FGPS is a Regional Affiliate of the American Group Psychotherapy Association. As such, FGPS will hold at least two formal meetings annually, and the Secretary of FGPS will send notices and reports of each meeting or other activity to the Secretary of AGPA and to the Chairperson of the Affiliate Assembly. FGPS will not hold a FGPS sponsored event two weeks before, during and two weeks after an Annual Meeting of AGPA.

**Section 3. Geographic Boundaries.** FGPS’s geographical area shall include the entire State of Florida. Qualified professionals living outside of this geographic area will not be excluded from membership in FGPS, but FGPS does not purport to be a representative of other geographic areas aside from Florida.

**Section 4. Office.** FGPS may have a physical office location as determined from time to time by the Board of Directors, or may choose to function without a physical office location. The initial mailing address of FGPS is: 13520 Northumberland Circle, Wellington, FL 33414.

## **Article II – PURPOSES**

**Section 1. Purpose.** The purpose of FGPS includes the following:

1. To provide a forum for exchange of information and educational experiences in group therapy. This forum encompasses online listservs, discussion forums, other email exchanges, and periodic in-person or video-conference gatherings.
2. To promote group psychotherapy in members’ respective communities.
3. To promote and support training and high standards in the qualifications and practices of group psychotherapy.
4. To encourage and support research in group psychotherapy.
5. To promote social interaction, communication, and collegiality among group psychotherapists.
6. To promote and support the furtherance of the interests of group psychotherapy.

## **Article III – MEMBERSHIP**

**Section 1. Classes of Membership.** There shall be four (4) classes of membership in FGPS:

A. *Associate Members*

a. *Qualifications.* Mental health professionals who are Fellows or Members in good standing with AGPA (i.e., have paid AGPA membership dues).

i. *Includes any of the following membership categories:*

1. *Clinical Member*
2. *Academic Member*
3. *Associate Clinical Member*
4. *Research Professional*

5. *Adjunct Member*
  6. *New Professional*
  7. *Student Member*
- b. *Rights and Privileges.* Associate Members in good standing may participate fully in the affairs of FGPS by such activities as voting, serving on Committees (including in the capacity of Committee Chair), and holding any elected office.
- B. *Affiliate Members*
- a. *Qualifications.* Mental health professionals who are interested in group psychotherapy but are not members of AGPA.
  - b. *Rights and Privileges.* Affiliate Members in good standing may participate in the affairs of FGPS by such activities as voting, serving on Committees (including in the capacity of Committee Chair), and holding elected office with the exception of the offices of President Elect, President, and Past President.
- C. *Student Members*
- a. *Qualifications.* Students who have not completed a degree in the field of mental health but are currently enrolled in such a program of study and who are interested in group psychotherapy.
  - b. *Rights and Privileges.* Student Members in good standing may participate in most affairs of the FGPS, including voting and serving on Committees. Student Members may only hold a position of Student Board Member.
- D. *Honorary Members*
- a. *Qualifications.* Mental Health professionals who have contributed significantly to the field of group psychotherapy and have been nominated and approved as Honorary Members.
  - b. *Rights and Privileges.* Honorary Members, once approved, shall hold such title and membership for their lifetime without having to pay dues. Honorary Members may participate in affairs and activities of FGPS but may not serve on Committees or hold elected office.

## **Section 2. Methods of Application and Election; Transfer of Membership**

- A. *Members.* Applicants shall become members upon full payment of dues.
- B. *Honorary Members.* Any individual who is a member of FGPS may recommend to the Nominating Committee nominations for Honorary Members. The recommendations of the Membership Committee shall be submitted to the Board. A two-thirds vote of those Board Members present and voting shall be required for approval.
- C. *Transfer of Membership.* Applications for transfer from one membership category to another may be made as qualifications are updated.

## **Section 3. Members Subject to Bylaws and Ethics**

- A. *Bylaws.* All members, by accepting such status, shall for all purposes be deemed to have accepted and to have agreed to be bound by the Bylaws of FGPS as the same may then exist or as the same may, from time to time, be altered or amended.

- B. *Ethics*. Each member shall adhere to the ethics of his or her respective professional organization. Clear evidence of violation of ethical guidelines will be cause for review by the FGPS Board for possible dismissal from FGPS as noted in Article III, Section 5.B.a. below.

#### **Section 4. Dues**

- A. *Membership Year*. The membership year of FGPS shall be from January 1 each year through December 31 of that year.
- B. *Amount of Dues*. The amount of dues for each membership category shall be established by a majority vote of the Board and shall be reviewed annually, except that there will be no dues for Honorary Members.

### **Article IV – BOARD OF DIRECTORS (“THE BOARD”)**

**Section 1. Powers.** There shall be a Board of Directors (i.e., the Board) of FGPS, which shall manage, supervise, and control the business, property, and affairs of FGPS, except as otherwise expressly provided by law, the Articles of Incorporation of FGPS, or these Bylaws. The Board shall be vested with the powers possessed by FGPS itself, including the powers to determine the policies of FGPS and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of FGPS, to disburse the funds of FGPS, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

#### **Section 2. Number and Qualifications**

- A. *Number*
  - a. *Initial Number*. The members of the initial Board of FGPS shall be those individuals named in FGPS’s Application for Affiliation with AGPA and shall serve until their successors are elected and qualified.
  - b. Thereafter, the Board of FGPS shall be composed of the Officers and not less than five or more than twenty elected officials. The Board shall determine the number of Officers and Board Members.
  - c. In the event that the FGPS Board falls below the required 5 members, FGPS Members may be appointed to Board of Director positions without consideration or vote of the larger membership, requiring only affirmation by the remaining Officers and Board Members.
- B. *Qualifications*
  - a. Associate members may hold any elected office. Affiliate members may hold elected positions with the exception of President, President Elect, and Past President. Student members may hold only Student Board Member positions. Honorary members may not hold any elected positions.

**Section 3. Officers of FGPS.** Also known as The Executive Committee, Officers shall have powers and perform the duties customarily belonging to their respective offices, including powers and duties listed below:

- A. *President.* The President shall preside at meetings, be the executive officer of the FGPS of the Board, provide leadership and perform all duties usually pertaining to the office. President shall be responsible for internal operations of the society, including the following committees (when active): Executive and ad hoc committees as designated by the Board.
- B. *Past President.* The Past President shall aid in the transition of power between administrations and serve as a member of the Board and Nominating Committee.
- C. *President-Elect.* The President-Elect shall be involved in the transition of power between administrations by taking a voting role between the time of election and the start of the upcoming term, which will be one year in length.
- D. *Vice President.* The Vice President shall fulfill duties of the President in the absence of the President and shall be responsible for all education and training functions of the Society. The Vice President shall be responsible for chairing the Nominating Committee.
- E. *Treasurer.* The Treasurer shall have custody of all funds of FGPS and shall maintain a bank account in the Society's name. The name of the Treasurer and the name of the President shall be maintained on the account. The Treasurer is responsible for the oversight of, or shall keep records of finances, make financial reports to the membership and is the fiscal officer of the Society. The Treasurer shall fulfill the duties of the office of the President in the absence of the President and Vice President.
- F. *Secretary.* The Secretary shall keep records of the FGPS including minutes of meetings, correspondence, records of meeting and reports to the membership, and shall be responsible for the dissemination of information to members. The Secretary or designee shall take charge of the FGPS mailbox and dispense incoming mail.

**Section 4. Elections and Terms of Office**

- A. *Slate of Nominees.* The Nominating Committee shall form a slate of nominees for each office for presentation to the membership. A slate consists of no more than two nominations for each vacant Officer and Board position. Nominations shall be received from the membership, outgoing officers, or Board members. Voting shall be completed by post or electronic mail.
- B. *Election.* Elections shall be held in the second quarter of each year. The membership must be notified of meetings where Officers and Board Members are to be elected at least 30 days in advance. When an election is held by post or electronic mail ballot, it shall be conducted by the Nominating Committee. The Nominating Committee shall solicit nominations from the membership by electronic mail to be included on the post or electronic mail ballot.
- C. *Length of Term.* Elected officials shall take office immediately following their election, on July 1 of the year they are elected. Elected officers shall hold office for a period of two years. There are three exceptions to this rule, as follows: the President-elect and Past President's term will be one year, the Student Board member could serve two consecutive one-year terms. All Officers and Board Members can hold any given position for two consecutive terms, with the option to run for the same office again after one cycle of being out of that office.

- D. *Staggered Terms.* At no point will more than two-thirds (66%) of the Board of Directors be up for reelection in a given cycle. All terms will be staggered.
- E. *Votes Needed.* Officers and Board Members shall be elected by a plurality vote of electronic mail ballots or post. In the event of a tie, there shall be a run-off election between the two leading candidates.
- F. *Resignation.* Any member serving on the Board of Directors may resign at any time by giving written notice to the President of FGPS (or, in the case of the President resigning, written notice given to the entire Board). Such resignation shall take effect at the time specified therein, or, if no such time is specified, at the time of acceptance thereof as determined by the President of FGPS.
- G. *Removal.* Any member serving on the Board of Directors may be removed from such office by a majority vote of the Executive Committee at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of FGPS. Although the Board has the authority to define conduct prejudicial to the best interests of FGPS, members are expected to adhere to standards of practice as outlined by the Florida Board of Psychology and/or designated national professional organizations in the case of members who are not licensed for clinical practice.
  - a. Such removal may occur only if the member involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of FGPS.
  - b. In the event of the revocation, suspension or voluntary relinquishment of a clinical license to practice or membership/certification in the designated national professional organization, membership in FGPS will be revoked. In the event an individual referred to the governmental agencies or courts of law is found guilty, his or her FGPS membership will be revoked. It is the responsibility of the individual to inform FGPS of any revocation, suspension or voluntary relinquishment of licensure or membership/certification.
- H. *Vacancies.* The Board shall cover unexpired terms of office in FGPS until the next Board meeting when a duly elected officer, upon a majority vote of members present and voting, shall fill the office. Whenever the office of President is vacant, the Vice President shall immediately assume office. If this occurs leaving the office for Vice President potentially vacant for over one year, a special election will be held as early as practical by electronic mail ballot in accord with this section. In the event of a defunct board – totaling fewer than five board members – the remaining Officers and Board Members may elect individuals from the member body to serve without a membership election.
- I. *Compensation.* No Board Member shall receive any compensation for services rendered in such capacity, except that the Board may vote to provide for the reimbursement of actual travel and

lodging expenses incurred in the performance of the duties of FGPS to the extent provided by such vote.

## **Article V – MEETINGS, MEETING RULES, & VOTING**

### **Section 1. Meetings**

- A. *Annual Meeting.* FGPS will hold at least one Annual Meeting for the transaction of business as may properly come before the members (as determined by the members). The Annual Meeting shall include reports from the Officers of the Board and from Chairs or designated representatives of all other committees.
- B. *Special Meetings.* Special meetings may be called by the President or Board of Directors. Special meetings may also be convened by the Membership Body by casting a one-twentieth vote.

### **Section 2. Meeting Rules**

- C. *Place and Time of Meetings.* Meetings of members may be held at any suitable space within the geographic boundaries of FGPS. Meetings may also be held online via web conference.
- D. *Notice.* Notice of meetings, including the place, date, time, and in the case of a special meeting the purpose or purposes of the meeting, shall be posted or delivered no less than ten (10) or more than sixty (60) days before the date of the meeting. Notices will be given via email and/or posted on FGPS's online platforms.
- E. *Quorum.* A quorum for the transaction of business at any meeting of the Board is established when a majority of the Board is present at a meeting. If less than a quorum of Officers is present at such meeting, the Officers in attendance may adjourn the meeting and reschedule it for a time when more members are present.
- F. *Presiding Officer.* The President of FGPS shall preside at any meeting of the members. In the absence of the President, the Vice President shall preside, with the President Elect, Treasurer and Secretary following in that order. If none of these officers is present at the meeting, the members present shall appoint a presiding officer for the meeting, who will in turn appoint an attendee to act as secretary of the meeting.

### **Section 3. Votes.**

- G. *Votes.* Election of Officers and Board Members shall be held in the second quarter of each year and shall be completed by post or electronic mail. The membership must be notified of meetings where there will be elections at least 30 days in advance. When an election is held by post or electronic mail ballot it shall be conducted by the Nominating Committee. The Nominating Committee shall solicit nominations from the membership by mail to be included on the post or electronic mail ballot.



## **Article VI – COMMITTEES**

**Section 1. Authority.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more FGPS members, such committees to have the power and duties designated by the Board; provided that no such committee, which has members who are not officers, shall have and exercise the authority of the Board in the management of FGPS. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual officer, of any responsibility imposed upon the Board or the officer by law. The chairpersons of such committees shall be appointed by the President and confirmed by majority vote of the Board. Appointment of committee members may be delegated to chairpersons; however, these appointments must be approved by the President. Committee chairs, upon consultation with and approval by the Executive Committee, can appoint a committee co-chair when necessary.

### **Section 2. Standing Committees**

- A. *Executive Committee.* The Executive Committee shall be composed of the President, Vice-President, Treasurer, and Secretary of FGPS. The tasks of the Executive Committee are as follows:
- a. To review and assess the affairs of FGPS.
  - b. To guide, oversee, and coordinate the activities of the Board and Committees of FGPS.
  - c. To propose issues and items for the agenda of the meetings of the Board.
  - d. To exercise the powers of the Board in the intervals between meetings.
  - e. To assist and advise the Treasurer in preparing and recommending to the Board, the budget for the following year.
  - f. To assist and advise the Treasurer on managing the expenditure and income of FGPS.
  - g. To plan and carry out campaigns and other procedures, with the approval of the Board, to raise money for the conduct of FGPS's business.
- B. *Nominating Committee.* The Nominating Committee is charged with keeping a fresh slate of nominees to promote turnover and growth. The Nominating Committee shall consist of three members, one of whom shall be the immediate Past President of FGPS, one of whom shall be currently serving on the Board of Directors and one of whom shall be from the general membership. The Nominating Committee shall serve concurrently with the tenure of the President. The Nominating Committee shall prepare a slate of candidates for new Members of the Board in accordance with Article IV, Section 4, A. The Nominating Committee is to present its slate to the Board for approval; a majority vote will be required to veto a slate or any portion thereof. Should the Nominating Committee fail to act, the Board shall fulfill such a function.
- C. *Membership Committee.* The Membership Committee shall be tasked with managing collection of dues and following up with members who have not renewed their membership. The Membership Committee shall encourage applications from qualified persons.
- D. *Event Planning Committee.* The Event Committee shall be responsible for the planning, marketing and execution of workshops and programs related to the purposes of FGPS. The Committee shall present its plans to the Board for approval.

**Section 3. Ad Hoc Committees.** The President may from time to time appoint an Ad Hoc Committee. The President will appoint Ad Hoc Committee chairpersons and each chairperson will appoint his/her own committee members with the advice and consent of the President.

**Section 4. Term of Office.** Each member of a committee shall serve concurrently with the tenure of the President, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 5. Vacancies.** Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **Article VII – DISSOLUTION**

**Section 1. Procedure of Dissolution.** On dissolution or final liquidation, the Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of FGPS, distribute all the assets of FGPS to the American Group Psychotherapy Association Inc., which is a Section 501 (c) (3) organization.

## **Article VIII – AMENDMENTS**

**Section 1. Amendment by Quorum.** The Bylaws may be amended by a majority of the members voting.

**Section 2. Amendment by Ballot or Notice.** Amendments of the Bylaws by either mail ballot or in a business meeting shall require that notice of proposed amendment be provided to the Board Members at least thirty (30) days but not more than sixty (60) days prior to the final amendment(s).

## **Article IX – INDEMNIFICATION**

Any director or officer in litigation by reason of his/her position as a director or officer of this organization shall be indemnified and held harmless to the fullest extent authorized by Chapter 617, Florida law.