

**BYLAWS OF THE  
ASSOCIATION OF EDUCATIONAL THERAPISTS**  
A California Non-Profit Organization

**ARTICLE I  
NAME**

The name of this corporation shall be ASSOCIATION OF EDUCATIONAL THERAPISTS (herein called the "Association"). It may do business under the name of CALIFORNIA ASSOCIATION OF EDUCATIONAL THERAPISTS.

**ARTICLE II  
OFFICES**

Section 1. PRINCIPAL EXECUTIVE OFFICE

The corporation's principal executive office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal executive office from one (1) location to another.

Section 2. OTHER OFFICES

The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE III  
DEFINITION OF EDUCATIONAL THERAPIST, OBJECTIVES AND  
PURPOSES**

Section 1. DEFINITION OF EDUCATIONAL THERAPIST

An educational therapist is a professional who works in the educational domain with children, adolescents, and adults who have been diagnosed with or exhibit learning disabilities and/or learning differences. An educational therapist is skilled in: 1) administering and/or interpreting formal and informal educational assessments; 2) synthesizing information from parents, teachers, and allied professionals; 3) developing and implementing appropriate interventions to remediate school or work related learning and/or behavior problems; 4) teaching strategies for resolving social and emotional aspects of learning issues; 5) providing interventions necessary for improving metacognition, organization, study skills, attention and executive functioning skills; 6) facilitating communication between the individual, the family, the school or workplace, and any allied professionals involved in the individual's educational development; and 7) acting as an advocate on behalf of the individual.

## Section 2. OBJECTIVES AND PURPOSES

The objectives and purposes of this organization shall be to:

- A. Establish professional standards and criteria in defining the proper role and ethics of the educational therapist.
- B. Develop criteria for board certification and licensing of educational therapists.
- C. Engage in ongoing discussions of new ideas, techniques, philosophies and problems related to the practice of educational therapy.
- D. Keep membership apprised of current research in educational therapy, and of ongoing changes, philosophically, politically, administratively, and technologically in special education and other related fields.
- E. Address questions raised by the membership and seek answers, either by discussion among the membership itself or through others with expertise in those areas under investigation.
- F. Represent and define the role of educational therapists to local community and professional groups.
- G. Encourage further cooperation and communication between educational therapists and related social service professionals.
- H. Receive, hold and disburse gifts, bequests, devices and other funds for these purposes.
- I. Own and maintain and/or to lease suitable real estate and buildings and any other personal property which is deemed necessary for its purposes. Enter into, make, and perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.
- J. To do, establish and perform such other acts as may be required or convenient in furtherance of the purpose of this organization

## **ARTICLE IV NONPARTISAN ACTIVITIES**

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. This corporation has elected to come under the 1976 Lobby Law (PL 94-445) pursuant to 501(h).

The corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives and purposes of the Association.

## **ARTICLE V DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to the nonprofit, nonpolitical purposes and objectives set forth in Article III hereof. No parts of the net earnings, properties, gains, profits, dividends, or assets of this corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the objectives and purposes consistent with this corporation's philosophy, provided that the corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c) (3).

## **ARTICLE VI MEMBERSHIP**

### Section 1. CLASSES OF MEMBERSHIP AND QUALIFICATIONS\_

- A. The corporation shall have the following classes of membership:
- (1) Board Certified Educational Therapist (BCET). Board Certified membership shall be open to educational therapists who have been professional members in good standing for a specified period determined by the Board, and who have met additional requirements as determined by the Board.
  - (2) Educational Therapist/Professional (ET/P). Professional membership shall be open to educational therapists engaged in educational therapy in private practice, in schools, private clinics, hospitals, or public agencies, who have met additional requirements as determined by the Board.
  - (3) Associate Educational Therapist. Associate membership shall be open to any individual who has met the academic training requirements for Professional membership, who is completing the required supervised and direct service hours, and any other requirements as determined by the Board to qualify for Professional membership.
  - (4) Allied Professional. Allied professional membership shall be open to licensed professionals who work with individuals with learning disabilities or other learning challenges (e.g., psychologist, physician, speech and language therapist, etc.) and who interface with educational therapists. A copy of a current valid license is required.
  - (5) Institutional Member. Institutional membership shall be open to schools and other institutions that serve individuals with learning disabilities or prepare professionals to work with individuals with learning disabilities.
  - (6) Student Member. Student membership shall be open to students carrying a minimum of units as determined by the board and in a program leading to qualification for Associate Educational Therapist membership.

- (7) General Member. General membership shall be open to anyone interested in the field of educational therapy.
  - (8) Retired Member. Retired membership shall be open to any BCET, Professional, or Allied Professional member who has been a member in good standing for a period of time as determined by the Board. This person may retain a limited number of private practice hours as determined by the Board. All the privileges of Professional or BCET membership shall be retained.
  - (10) Fellow (FAET). Fellow designation may be awarded to BCET or Professional members who have received recognition from the Association for exceptional work performed on behalf of educational therapy. Nominations may be submitted by any BCET or Professional member and shall be voted on by the Board.
- B. Professional Directory. The Board shall determine the categories of membership included in the Professional Directory.

### Section 2. FEES, DUES, AND ASSESSMENTS

Individuals meeting the foregoing qualifications and dedicated to the purposes of the Association shall be eligible for membership upon approval of their application and payment of such dues and initiation fees as fixed by the Board. Each ongoing member in good standing must pay, within the time and on the conditions set by the Board, amounts to be fixed by the Board.

### Section 3. TERMINATION OF MEMBERSHIP

- A. Causes of Termination. The membership of any member shall terminate upon occurrence of either of the following events: the resignation of the member or the failure of a member to pay annual dues within the times set by the Board.
- B. Expulsion. The membership of any member shall terminate upon a determination by a two-thirds (2/3) vote of the Board or a committee designated by the Board to make such determination that the member has failed to substantially comply with and/or observe the rules of conduct governing membership and has acted in a manner deemed detrimental to the field of educational therapy or to the Association. Following any such determination that a member should be expelled under this Paragraph, the following procedures shall be implemented:
- (1) A notice shall be sent by certified or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  - (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member Expulsion Committee composed of not fewer than five (5) BCET and/or Professional members appointed by the President. The notice to the member of this proposed expulsion shall state the date, time, and place of the hearing on his/her proposed expulsion.

- (3) Following the hearing, the expulsion committee shall decide by a majority whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be submitted to the Board for review. A two-thirds (2/3) vote of the Board will be required to adopt the decision of the Expulsion Committee as the decision of the Association.
  - (4) Any person expelled from the Association shall not receive a refund of dues.
- C. Appeal. There shall be an appeal mechanism as determined by the Board.

#### Section 4. TRANSFER OF MEMBERSHIP

No member may transfer a membership or any right arising from it. All rights of membership shall cease on the member's death.

#### Section 5. RESTRICTION ON MEMBERS

No member of any class shall use the name of this Association to endorse or oppose any policy without the express prior written approval of the Association expressed through its Board.

### **ARTICLE VII MEETINGS OF MEMBERS**

#### Section 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within or outside the State of California as designated by the Board.

#### Section 2. ANNUAL MEETING

- A. There shall be an annual meeting of the Association for the transaction of such business as may properly come before the meeting, for receiving annual financial reports, for receiving reports from the President and others as to the activities and plans of the Association, and for taking such action as the Association shall deem appropriate to further and advance the purposes and objectives of the Association.
- B. The members present and attending the annual meeting shall constitute a quorum for such meeting.
- C. Notice of the time and place of the annual meeting shall be provided to all members of the Association in good standing at least fifteen (15) days prior to the scheduled date by first class mail, electronic communication, or other written communication.

#### Section 3. SPECIAL MEETING

- A. Persons Authorized To Call a Meeting. A special meeting of the members may be called at any time by any of the following: The Board, the President, or five percent (5%) or more of the total membership.

- B. Calling Meetings by Members. If a special meeting is called by members other than the President, the request shall be submitted by such members in writing, signed by each of the members joining the request for the special meeting, and specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered or certified mail to the President. The President, upon receiving the request and determining its authenticity, shall cause notice to be promptly given to the members entitled to vote in accordance with the provisions of Sections 4 and 5 of this Article VII that a meeting will be held and the date for such meeting, which date shall not be less than thirty-five (35) days nor more than ninety (90) days following the receipt of the request. If the notice is not given within the twenty (20) days after receipt of the request, the members requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board.

#### Section 4. NOTICE OF MEMBERS' MEETINGS

- A. General Notice Contents. All notices of meetings of members shall be sent or otherwise given not less than fifteen (15) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (2) in the case of the annual meeting, those matters which the Board, at the time of giving such notice, intends to present for action by the members.
- B. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):
- (1) Removing a director without cause
  - (2) Filling vacancies on the Board by the members
  - (3) Amending the Articles of Incorporation
  - (4) Voluntarily dissolving the corporation
- C. Manner of Giving Notice. Notice of any meeting of members shall be given either by first class mail, electronic communication, or other written communication, addressed to each member at the address of the member appearing on the books of the corporation. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

#### Section 5. VOTING

- A. Eligibility to Vote. BCET and Professional members in good standing are entitled to vote. Each BCET and Professional member shall be entitled to one vote.

- B. Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.
- C. Only Majority of Voting Members Represented at Meeting Required, Unless Otherwise Specified. The affirmative vote of the majority of the voting members represented at the meeting shall be the act of members unless otherwise specified.

Section 6. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS  
FOR MEETING HELD WITHOUT DUE NOTICE

Written Waiver or Consent. The transaction of business at any meeting of members, either annual or special, shall be as valid as though taken at a meeting duly held if, either before or after the meeting, each person entitled to vote, who was not present in person signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**ARTICLE VIII  
BOARD OF DIRECTORS**

Section 1. BOARD

- A. Composition. The Board shall consist of the elected officers, the Immediate Past-President of the Association, and ten (10) Directors who are BCET or Professional members of the Association elected by the voting membership, five (5) in the spring of odd numbered years and five (5) in the spring of even numbered years.
- B. Terms. Elected Members of the Board shall hold such office for a term of two (2) years. The President shall hold office for a two-year term and may not serve consecutive two year terms. The remaining officers may serve a maximum of two (2) consecutive two-year terms in the same office. Such terms of office shall commence on October 1 of the election year.  
Any vacancy on the Board shall be filled for the remainder of the term by appointment of the President with the approval of the Board.  
Any member of the Board who fails to fulfill the duties and responsibilities of such office may be removed from the Board by the vote of two-thirds (2/3) of the remaining members of the Board.
- D. Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised by or under the direction of the Board. The Board shall conduct, manage, and control the affairs and activities of the Association and make such rules and regulations therefore and for its own procedures not inconsistent with the law, the Articles, or these bylaws, as they, in the exercise of their judgment and discretion, may deem best.

## Section 2. OFFICERS

- A. The officers of the Association shall be President, President-Elect, Secretary, Treasurer, and such other officers as the Board or the Association shall determine, all of whom shall be qualified BCET or Professional members in good standing.
- C. The President-Elect and the Treasurer shall be elected in the spring of the even-numbered years; the Secretary shall be elected in the spring of the odd-numbered years.
- D. The duties of the officers shall be as follows:
- (1) President. The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Association. The President shall be a member of the Board and its Chair and shall preside at all meetings of the members of the Association and the Board. Except as otherwise provided herein, the President shall chair the Executive Committee, shall be an ex-officio member of any Board committee, shall have the general powers and duties of management usually vested in the office of President, shall provide leadership to the Association, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.
  - (2) President-Elect. The President-Elect shall be a member of the Board, shall assist the President in any way called upon in the performance of his/her duties as President, and, in the absence and/or disability of the President, shall serve as the presiding officer at meetings of the Association or Board. The President-Elect shall have the powers and duties usually vested in the office of Vice-President and have such other powers and duties as may be prescribed by the Board or the bylaws. The President-Elect shall automatically become President of the Association for the succeeding term.
  - (3) Treasurer. The Treasurer shall be a member of the Board and shall be responsible for oversight of the Association's financial affairs and fiscal policy. The Treasurer shall keep the Board currently informed on the financial status of the Association and shall render to the President and the Board, when duly requested, an account of the financial condition of the Association. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.  
  
Bond. If required by the Board, the Treasurer or any other financial officer of the Association shall give the Association a bond at the cost and expense of the Association in the amount and with the surety specified by the Board for faithful performance of the duties of his/her office and for restoration to the Association of all its books, papers, voucher, money and other property of any kind in his/her possession or under his/her control on his/her death, resignation, retirement, removal from office or the expiration of his/her term of office.
  - (4) Secretary. The Secretary shall be a member of the Board and shall ensure that accurate records of Board actions and corporate records are maintained. The Secretary shall oversee the correspondence of the Association as directed by the President and the Board.



### Section 3. ELECTION OF OFFICERS

- A. Nomination by Committee. Sixty (60) days prior to the date established by the Board for an election, the Governance Committee shall convene to prepare and report to the Board of Directors a slate of qualified candidates for election as officers and Directors of the Association. The Governance Committee shall present said slate for Board approval at least thirty (30) days before the date established by the Board for the election. Following approval of the slate by the Board, the Secretary shall cause such slate to be produced and forwarded to each voting member of the Association.
- B. Nomination by Members. Members representing at least ten percent (10%) of the voting membership may petition to nominate candidates for office at any time before the fortieth (40th) day preceding such election. Upon timely receipt of a petition signed by the required number of members, the Secretary shall cause the named candidates to be placed on the ballot along with those candidates named by the Governance Committee.
- C. Procedures. All material relating to the election of officers shall emanate only from the Association. Neither the candidates nor their supporters shall send any such election material directly to the membership. Candidates for office receiving the highest number of votes shall be elected as officers. The term of office of such officers shall commence on October 1st of the election year.

### Section 4. MEETINGS OF BOARD OF DIRECTORS

- A. Annual Meetings. Following each annual meeting of the membership of the Association, the Board shall hold a regular meeting.
- B. Regular Meetings. In addition to the Annual Meeting there shall be a minimum of two scheduled Board meetings per year.
- C. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President, the President-Elect, or any two (2) Officers and/or Elected Directors. Notice of the time and place shall be given to the members of the Board either in writing or by telephone or in any other manner reasonably calculated to give notice at least four (4) days before the time set for the meeting.
- D. Meeting Format. Any meeting other than the annual membership meetings may be held via any means deemed appropriate by the person calling the meeting, included but not limited to electronic or telephone conference, so long as all persons participating in the meeting can hear one another.
- E. Quorum. A majority of the authorized number of elected Board members shall constitute a quorum for the transaction of the business.
- F. Waiver of Notice. The actions taken at any meeting of the Board however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting each of the elected Board members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.
- G. Adjournment. A majority of the elected Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

- H. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the elected Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- I. Fees and Compensation of Directors. Directors and members of committees shall generally serve as such without compensation. In specific cases, where deemed appropriate, the Board may authorize such compensation for their services, and such reimbursement of expenses, as may be determined by the Board to be just and reasonable.

## **ARTICLE IX COMMITTEES**

- A. Standing Committees. There shall be the following standing committees chaired by members of the Board of Directors: Executive, Finance, Governance, Membership, and Program Services. Other standing committees may be created as the Board shall determine necessary and appropriate. The Chairs of such committees shall be Directors appointed by the President.
- B. Executive Committee: The Executive Committee shall be chaired by the President and shall include the officers of the Association and other Board members as appointed by the President. It shall be subject to the direction and control of the Board and shall exercise the authority of the Board between Board meetings, subject to ratification by the full Board. The Executive Committee shall not have the power to amend the Articles of Incorporation and Bylaws or provisions otherwise expressly stated herein.
- C. Finance Committee. The Finance Committee shall be composed of the Treasurer as chair and at least two other Board members and shall be responsible for oversight of the Association's financial affairs and fiscal policy.
- D. Governance Committee. The Governance Committee shall be composed of the Immediate Past President and a minimum of four additional BCET or Professional members in good standing appointed by the President. The Governance Committee is responsible for identifying individuals qualified to become members of the Board, proposing candidates to be nominated for the Board, developing and recommending governance guidelines to the Board, ensuring compliance with the bylaws, and other duties as defined by the Board.
- E. Membership Committee. The Membership Committee is responsible for recruitment and retention of members.
- F. Program Services Committee. The Program Services Committee is responsible for providing professional development.
- G. Other Committees. Committee or subcommittees, standing or ad hoc, may be created as deemed necessary by the President, the Board, or the Chair of any existing committee for the effective conduct of the business and affairs of the Association. Committee or subcommittee members may be selected from the membership-at-large.

- H. Committee Meetings. The various committees of the Association shall hold such meetings as the respective Chairs deem appropriate for the proper performance of the duties and purposes of such committee. Special meetings of committees may also be called by resolution of the Board. Minutes shall be kept of each committee meeting and shall be filed with the Secretary. Committee activity will be conducted in accordance with policies as established by the Board.

**ARTICLE X**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS,**  
**EMPLOYEES, AND OTHER AGENTS AND THIRD PARTY LIABILITY**

Section 1. INDEMNIFICATION

The Association shall indemnify any agent, as defined in sections 317 and 5238 of the California Corporations Code, of the Association including directors, officers, staff and volunteers who was or is a party, or is threatened to be made a party to any proceeding, (other than an action by or in the right of the corporation to procure a judgment in its favor) administrative or investigative, as such a person was or is an authorized representative of the Association. This indemnification against expenses, judgments, fines, and amounts paid in settlements actually or reasonably incurred by such a representative of the Association shall be to the fullest extent not prohibited by the California Corporations Code and shall be contingent upon the determination that such person acted in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the Association. With respect to any criminal proceeding, indemnified persons shall have had no cause to believe that their conduct was unlawful.

Section 2. SATISFACTION OF INDEMNIFICATION

To satisfy indemnification obligations the Association may maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve trust, cash collateral, enter into indemnification agreements, or use any other arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions that the Board shall deem appropriate.

Section 3. DETERMINATION OF INDEMNIFICATION

This indemnification shall be determined by the Association's Board in accordance with section 5238 (e) of the California Corporations Code (1) pursuant to a majority vote of a quorum consisting of directors who are not parties to such action or proceeding, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of legal counsel that the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board, it may rely as to all questions of law, on the advice of independent legal counsel.

Section 4. EXPENSES OF INDEMNIFICATION

Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of such proceeding pursuant to the conditions set forth in section 5238(f) of the California Corporations Code.

Section 5. THIRD PARTY LIABILITY OF VOLUNTEER

There shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of the organization caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer providing all of the conditions of section 5239 of the California Corporations Code have

been met. “Volunteer” means the rendering of services without compensation. “Compensation” means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person’s status as a volunteer.

## **ARTICLE XI RECORDS AND REPORTS**

- A. Inspection Rights. Any member of the Association in good standing with voting rights may submit a request to the Board, with at least five (5) business days notice, that he/she be permitted to inspect and copy the records of members' names and addresses during usual business hours, stating the purpose for which such inspection is requested. The granting of such a request shall be within the absolute discretion of the Board and there shall be no appeal from the denial of such request.
- B. Maintenance and Inspection of Other Corporate Records. The accounting books and records and minutes of proceedings of the members and the Board and committees of the Board shall be open to inspection upon the written demand of the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.
- C. Maintenance and Inspection of Articles and Bylaws. The Association shall hold and keep available the original or a copy of the Articles of Incorporation and bylaws of the Association as amended to date, which shall be open to inspection by the members at all reasonable times.
- D. Inspection by Directors. Every elected Board member shall have the right at any reasonable time to inspect all books, records and documents of every kind of the Association.
- E. Annual Report to Members. The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board or the President from giving such annual or other periodic reports to the members of the Association, as they consider appropriate.

## **ARTICLE XII REVISION OR AMENDMENT OF BYLAWS**

Amendments to or revision of these bylaws may be proposed by the Board of Directors or by written petition of the Professional and/or BCET membership.

- A. Proposal by the Board. When amendments or revisions are proposed by the Board, after a majority of Board members vote in favor of the proposed amendment, a mail ballot or an electronic ballot shall be submitted to the eligible BCET and Professional membership. A majority vote of eligible BCET and Professional members who respond to a mail ballot or an electronic ballot shall be required for passage.

- B. Proposal by Petition. Amendments to or revision of these bylaws may also be proposed at an annual meeting of the Association by submission of a written petition that contains the names and signatures of at least 5% of the eligible BCET and Professional membership. Amendments proposed in this manner shall then be submitted to the entire BCET and Professional membership by mail ballot or electronic ballot. Two-thirds vote of eligible BCET and Professional members who respond to a mail ballot or electronic ballot shall be required for passage.
- C. Adoption of Bylaws. New Bylaws may be adopted or these bylaws may be amended, revised, or repealed by a 2/3 vote of the responding eligible BCET and Professional members of the Association provided that notice of the proposed revision or amendment shall have been given in writing or electronically to the members at least fourteen (14) days prior to a Board meeting. A period of one (1) month shall be allowed from the time of sending such ballots to the members for the return of their marked ballots with respect to such proposed revisions.

### **ARTICLE XIII DISSOLUTION AND DISTRIBUTION**


In the event of dissolution of the Association, all property and assets of the Association remaining after the payment and satisfaction of all debts and liabilities shall be donated and distributed to such charitable, educational, or scientific organizations which qualify under Internal Revenue Service Code of 1954, Section 501(c)(3), as selected by the Board.

### **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the present, elected and acting Secretary of the Association of Educational Therapists, a California nonprofit corporation, and the above bylaws are the bylaws of this corporation as adopted by the membership on July 25, 2008.

Dated: July 25, 2008

Executed at: Los Angeles, California

  
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Secretary