

AMENDED AND RESTATED BYLAWS
OF
CATHOLIC PSYCHOTHERAPY ASSOCIATION, INC.

(A Georgia nonprofit corporation)

ARTICLE I – MISSION

1.1 The mission of the Catholic Psychotherapy Association, Inc. (the “Association”) shall be to support mental health practitioners by promoting the development of psychological theory and mental health practice which encompasses a full understanding of the human person, family, and society as taught by the Catholic Church.

ARTICLE II- OFFICES

2.1 Principal Office. The principal office of the Association shall be located in the State of Georgia.

2.2 Other Offices. The Association may have other offices at such other places, within or outside of Georgia as the Board of Directors may from time to time determine or as the business of the Association may require.

ARTICLE III – MEMBERS

3.1 Criteria for Membership. The criteria for membership in the Association shall include:

- (a) Demonstration of on-going support of and fidelity in both one’s personal and professional life to the teaching of the Magisterium of the Catholic Church, especially her social and ethical teachings, and teachings on marriage and family life;
- (b) Support of the mission of the Association; and

(c) Successful completion of the application process established by the Board of Directors.

3.2 Classes of Members. There shall be four (4) classes of members: Clinical, Academic, Student, and Affiliate.

3.3 Clinical Members. Clinical Members shall be Catholic, U.S. citizens who possess a graduate degree in a mental health field and are licensed or certified by their state to practice a mental health profession.

3.4 Academic Members. Academic Members shall be Catholic, U.S. citizens who possess a graduate degree in a mental health field, social sciences, philosophy, or theology.

3.5 Student Members. Student Members shall be Catholic, U.S. citizens who are enrolled in an undergraduate or graduate degree program in the mental health field, social sciences, philosophy, or theology.

3.6 Affiliate Members. Affiliate Members will be persons who do not meet the criteria for Clinical, Academic, or Student membership, but who otherwise meet the general criteria for membership. Affiliate Members shall include, but are not limited to: clergy, consecrated, citizens of other countries, and non-Catholics who are in accord with the teachings of the Catholic Church.

3.7 Rights and Privileges of Members. Clinical Members and Academic Members shall have the right to vote on the election of directors but shall not have the right to vote on any other matter. Clinical Members and Academic Members shall be eligible to serve on the Board of Directors. Student Members and Affiliate Members shall not have the right to vote on any matter and shall not be eligible to serve on the

Board of Directors. All other rights and privileges of the Association shall be shared in equally by all four classes of membership.

3.8 Application to Membership. Membership applications shall be reviewed and either approved or denied by the Membership Committee. Appeals from decisions made by the Membership Committee may be made to the Board of Directors whose decisions will be final.

3.9 Termination of Membership.

(a) Membership in the Association may be terminated for reasons including, but not limited to:

- (i) Death;
- (ii) Non-payment of dues in a given year in accordance with the policies and procedures established by the Board of Directors;
- (iii) Acceptance by the Membership Committee of a resignation of a member;
- (iv) Failure to adhere to the requirement of fidelity to the teaching of the Catholic Church's Magisterium;
- (v) Scandalous moral conduct;
- (vi) Persistent disruption of Association programs and activities, or otherwise persistently refusing in their actions to uphold standards of civil discourse within the Association (as opposed to engaging in legitimate disagreement in a charitable manner); and
- (vii) Outrightly calumnious and unjustified public attacks upon the Association, its leadership, or its membership.

(b) Membership termination requires a four-fifths (4/5ths) affirmative vote of the Membership Committee. A dismissed member may appeal within fourteen (14) calendar days to the Board of Directors by written notice to the Chairperson of the Board of Directors. The dismissal will stand if agreed to by a majority of the directors then serving on the Board of Directors.

3.10 Resignation of Member. Resignations shall be submitted in writing to the Secretary and shall be effective as of the date received.

3.11 Dues. The Board of Directors may determine the amount of initiation fee, if any, and the annual dues payable to the Association by members. The Board of Directors shall also have the right to impose general or special assessments.

ARTICLE IV – MEETINGS OF MEMBERS

4.1 Annual and Additional Meetings. The annual meeting shall consist of one or more business meetings as determined by the Board of Directors. Interim meetings may be held at appropriate intervals between annual meetings as determined by the Board of Directors.

4.2 Special Meetings. Special meetings of the members may be called by the President or the Board of Directors or by not less than one tenth (1/10) of the members having voting rights.

4.3 Place of Meeting. The Board of Directors may designate any location for an annual meeting or a special meeting. The annual meeting of the members of the Association shall be at a time and place designated by the Board of Directors.

4.4 Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, or

electronic mail to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, at the direction of the President, the Secretary, or the Board of Directors. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or by facsimile or electronic mail, when transmitted to the member at his or her number or e-mail address as it appears on the records of the Association.

4.5 Informal Action by Members. Any action required to be taken at an annual meeting of the members or any action which may be taken at an annual meeting of the members may be taken without a meeting, if a ballot in writing or by electronic mail, setting forth the action to be taken, indicating the quorum and approval requirements, and specifying the time by which a ballot must be received by the Corporation to be counted, shall be delivered to every member entitled to vote on the matter and the number of affirmative votes cast by such ballot equals or exceeds the number of votes that would be required to approve the action at a members' meeting.

4.6 Quorum. Members holding one quarter (1/4) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice.

4.7 Open Meetings. The educational meetings of this Association are open to all members and other persons. Any member or other person upon proper application and payment of fees may attend any educational meeting. Members of the Association

shall have preference if the meeting site imposes restrictions on attendance.

ARTICLE V - DIRECTORS

5.1 Board of Directors. The general governance of this Association shall be vested in its Board of Directors who shall manage in accordance with the purposes, principles, Code of Ethics, and other requirements of these Bylaws and the Articles of Incorporation.

5.2 Number and Qualifications. The number of directors of the Association shall be as set forth in the Articles of Incorporation and may be increased or decreased from time to time by the Board of Directors within the parameters set by the Articles of Incorporation.

5.3 Election and Term. At the first annual meeting of the members, the number of the Directors shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Directors in the first group shall expire at the first annual meeting of the members after their appointment, the terms of the Directors in the second group shall expire at the second annual meeting of the members after their appointment, and the terms of the Directors in the third group shall expire at the third annual meeting of the members after their appointment. Thereafter, at each annual meeting of the members, the Nominating Committee shall present no fewer than three (3) and no more than six (6) candidates to the Board of Directors for ratification. Upon ratification of the slate of candidates, the Nominating Committee shall present the slate to the Members having voting rights, and one group of Directors shall be elected by the Members having voting rights for a term of three years, to succeed those whose terms expire. In the case of a tie, the deciding

vote shall be cast by the Board of Directors. Notwithstanding the foregoing, the term of a director who is currently serving as President or President-Elect shall be extended for such period as is necessary to permit such director to complete his or her service as Past-President or President and Past-President, respectively, of the Association. Directors may serve unlimited successive terms. No individual shall be elected as a director without his or her prior consent.

5.4 Removal; Vacancies. The Board of Directors may remove any director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a majority of the remaining directors. A vacancy on the Board of Directors, including a vacancy resulting from the removal of an elected director or an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

5.5 Meetings. The Board of Directors may hold regular or special meetings at such place, either within or without the State of Georgia, as may be provided in the notice of the meeting and approved by the President. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Association.

5.6 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director not less than twenty-four (24) hours before the meeting, by

delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, electronic mail, messenger, telecopier, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

5.7 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5.8 Quorum; Voting. A majority of the number of directors fixed in these Bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

5.9 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

5.10 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

5.11 Compensation and Expenses. No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Association or in connection with the transaction of the Association's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

ARTICLE VI – COMMITTEES

6.1 Membership Committee. The President of the Association shall appoint the Chairperson of the Membership Committee. At least two additional members shall

serve on the Committee at the pleasure of the Board of Directors. The Membership Committee shall review membership applications and make decisions about the admission of new members and the termination of membership of current members.

6.2 Nominating Committee. The President of the Association shall appoint the Chairperson of the Nominating Committee. At least two additional members shall serve on the Committee at the pleasure of the Board of Directors. The Nominating Committee shall annually select a double slate of candidates for vacant positions on the Board of Directors, shall present these to the Board of Directors for ratification, and shall present the ratified slate to the Members who have voting rights at the annual meeting.

6.3 Advisory Committee. The President, with the consent of the Board of Directors, shall, from time to time, appoint prominent Catholic scholars or practitioners and others involved in the field of psychology or related disciplines to an Advisory Committee to provide advice and assistance in the direction of the Association.

6.4 Committees. The Board of Directors may create one or more additional committees and appoint members to serve on them. Each committee shall have three or more members who serve at the pleasure of the Board of Directors. The creation of a committee and the authority granted to the committee shall be approved by a majority of directors in office when the action is taken. A committee member shall serve for a term of three (3) years, or until his or her successor is appointed, unless the committee shall be sooner terminated, or the member is removed from the committee, or the member ceases to qualify as a member of the Association. Appointments shall take place at a regular meeting of the Board of Directors and shall be staggered.

6.5 Operations. The Board of Directors has fiscal responsibility for the

operation of each Committee. All proposed expenditures or significant use of any the Association's resources shall be submitted for review and approval by the Board of Directors. Each Committee may be granted an annual operating budget, following the due process of review and approval given above. All budgets must be renewed annually, prior to the annual meeting of members, or at another time if so directed by the Board.

6.6 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees as well.

ARTICLE VII – OFFICERS

7.1 Officers. The officers of the Association shall be a President-Elect, President, Past-President, Secretary, Treasurer, and at the discretion of the Board of Directors, other officers as may be deemed necessary or advisable to carry on the business of the Association. Any two or more offices may be held by the same person, except for the President-Elect, President, and Past-President.

7.2 Election and Term of Office. Officers shall be directors and, except for the President and Past-President, shall be elected by the Board of Directors. Except with regard to filling vacancies, election of officers shall take place at the regular annual meeting of the Board of Directors, or as soon thereafter as practicable. Each officer shall hold office according to the tenure for that office, or until disqualified by the expiration of his or her term as a director or until his or her successor shall have been duly elected and qualified. Notwithstanding the foregoing, the term of a director who is

currently serving as President-Elect shall be extended for such period as is necessary to permit such director to complete his or her service as President and Past-President of the Association, and the term of a director who is currently serving as President shall be extended for such period as is necessary to permit such director to complete his or her service as Past-President of the Association. The term of office of those elected, unless specified otherwise in these Bylaws, shall begin with the last day of the annual meeting of the Board of Directors in the year of election.

7.3 Removal. An officer may be removed by a two-thirds (2/3rds) vote of the Board of Directors.

7.4 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

7.5 President-Elect. The President-Elect shall hold office for a term of one (1) or two (2) years, as determined in the discretion of the Board of Directors from time to time. The President-Elect shall handle the executive functions of the Association in the President's absence and shall perform all other functions assigned by the President and/or these Bylaws. After completing a term of service as President-Elect, a director shall serve as President for one term and thereafter as Past-President for one term.

7.6 President. The President shall hold office for the term of twelve (12) to twenty-four (24) months, as determined in the discretion of the Board of Directors from time to time and subject to the scheduling of the annual meeting. The President shall preside at all meetings of the members, shall serve as the Chief Executive Officer and Chairperson of the Board, and shall carry out all the executive functions of the

Association. The President shall appoint the chairpersons of all committees. The President shall convey the office of Presidency to the President-Elect at the end of the President's term, prior to closure of the last business session of the annual meeting, and thereafter the President shall serve as the Past-President. The initial President shall be elected by the Board of Directors.

7.7 Past-President. The Past-President shall hold office for the term of one (1) or two (2) years, as determined in the discretion of the Board of Directors from time to time. The Past-President shall serve as a consultant to the new President as requested by the new President. The Past-President shall convey the office of Past-Presidency to the President at the end of the President's term, prior to closure of the last business session of the annual meeting.

7.8 Secretary. The Secretary may serve for a term of up to two (2) years. The Secretary shall, along with the President, handle the Association's correspondence and record keeping. The Secretary shall take minutes at all Association meetings, and receive and count ballots in any Association election or referenda provided for in these Bylaws or which is authorized by the Board of Directors.

7.9 Treasurer. The Treasurer may serve for a term of up to two (2) years. The Treasurer shall handle financial disbursements, keep financial records for the Association, and be in charge of regular dues collection from Association members.

7.10 Compensation. Officers shall not receive any compensation for their services; however, reasonable expenses associated with the discharge of the duties may be reimbursed provided that such expenses are submitted in advance and approved by the Chairperson of the Board.

ARTICLE VIII – CONFLICTS OF INTEREST

8.1 Duty of Directors, Officers, and Employees. The directors, officers, and employees of the Association shall exercise the utmost good faith in all transactions touching upon their duties to the Association and its property. In their dealings with and on behalf of the Association, they are held to a strict rule of honest and sincere dealing between themselves and the Association. They shall not use their positions, or knowledge gained therefrom, so that a conflict of interests might arise between the Association's interest and that of the director, officer, or employee.

8.2 Interest. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Association, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Association. Relationships and dealings of the Association with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Association shall not constitute interests under this Article.

8.3 Full Disclosure. Any director, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee thereof for consideration, authorization, approval, discussion, or ratification shall make a prompt, full, and frank disclosure of the director's interest to the Board of Directors at the first meeting of the Board in each year, or before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might

reasonably be construed to be adverse or potentially adverse to the Association's interest.

8.4 Standards and Procedures.

(a) The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist.

(b) The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.

(c) If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.

(d) If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use the director's or her personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Association.

(e) At any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

(f) In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the

interested director or directors, that:

(i) the proposed contract, transaction, or arrangement is in the Association's best interest and for its own benefit; and

(ii) the proposed contract, transaction, or arrangement is fair and reasonable to the Association.

(g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Association shall keep minutes of the discussions and deliberations as part of the minutes of the Association.

8.5 Corrective and Disciplinary Action. The violation of this conflicts of interest policy is a serious matter and may constitute "cause" for removal or termination of a director, officer, or employee.

ARTICLE IX – CODE OF ETHICS

9.1 The Board of Directors is the servant of the integrity of the mission.

9.2 The Association will speak with one voice: Only persons designated by the President or collectively by the Board of Directors may speak on behalf of the Board to the membership or the public in order to represent the Board's official positions. Once a decision is made, it is only up for discussion under outlined methodology.

9.3 All members will contribute and be prepared appropriately.

9.4 All members in good standing are expected to attend meetings on a regular basis. If extraordinary circumstances occur, members shall contact and inform the President.

9.5 All members shall contribute to an environment that reflects Catholic values of generosity, charity, respect, humility, and courtesy.

9.6 All members will follow the acceptable, orderly format as established by the Board of Directors.

9.7 All members will strive to live out their Catholic Faith professionally and privately.

9.8 All members will strive to keep a faithful prayer life, praying for clients, the Association, the Board of Directors, and members.

ARTICLE X– MISCELLANEOUS PROVISIONS

10.1 Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors, but in the absence of any determination, it shall be the calendar year.

10.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

10.3 Amendments to Bylaws. These Bylaws may be amended or repealed, and new Bylaws may be made by the affirmative vote of a majority of the number of directors then serving on the Board of Directors, at a meeting of the Board of Directors for which three (3) weeks notice is given of such intended action.

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Amended and Restated as of March 20, 2015.