

Bylaws of

APTA, Inc.
d/b/a
The American Polarity Therapy Association

Amended and Restated as of

05/29/2018

ARTICLE I
PURPOSE AND DEFINITION

Section 1. Statement of Purpose

APTA, Inc. d/b/a The American Polarity Therapy Association (“**APTA**”) is a North Carolina nonprofit corporation, the purpose of which is:

1. To provide an organization for persons engaged in the teaching, study and practice of Polarity Therapy as described by Dr. Randolph Stone and to establish policies and procedures for membership.
2. To establish and uphold standards for education and practice and to confer recognized status upon Polarity Therapy practitioners and instructors.
 - To establish educational and training standards including required:
 - Content and competencies
 - Number of hours of training and practice
 - Continuing education
 - To prescribe and uphold a code of ethics and standards of practice.
3. To approve classes, courses, training programs, and schools in Polarity Therapy.
4. To address public safety, grant practitioner certification and establish APTA as a recognized, accredited certifying agency.
5. To promote communication among Polarity Therapy practitioners, instructors, students, and any persons having an interest in Polarity Therapy.
6. To develop professional, ethical, and responsible relations with other health professionals and the general public.
7. To act as an information center, encouraging the availability of publications, media exchange, training, workshops, conference announcements, and a directory of APTA members.
8. To function as a vehicle for research in the field of Polarity Therapy.
9. To interface with similar non-profit Polarity Therapy Associations formed outside of the United States of America, for the purpose of insuring world-wide communication about the common theories and practices for standards for Polarity Therapy.
10. To have and exercise all rights and powers conferred on non-profit corporations

under the laws of the State of North Carolina, including the power to contract, rent, buy, and sell personal or real property for the promotion of the projects of APTA.

11. To promote employment opportunities for Board Certified Polarity Practitioners.

Section 2. Definition of Polarity Therapy

APTA defines Polarity Therapy as: only those practices and teachings based on the theories and principles contained in Dr. Randolph Stone's writings.

ARTICLE II

LOCATION

Section 1. Principal Office

The principal office of APTA, at which the general business of APTA will be transacted and where the records of APTA will be kept, will be such place as determined by the Board (defined in Article IV, Section 1) by vote or written consent.

Section 2. Change of Address

The Board may change the location of the principal office by unanimous vote or written consent. Such changes shall be reported in the minutes of the proceedings of the Board and filed in APTA's annual report.

Section 3. Other Offices

APTA may also have offices at other places within or without the State of North Carolina, where it is qualified to do business, as its business may require and as the Board may designate.

ARTICLE III

MEMBERSHIP

Section 1: General Eligibility

APTA may grant membership to any individual who agrees to abide by these Bylaws, Code of Ethics, and other policies, rules and regulations that the Board may adopt.

APTA may grant membership to any individual who shares interest in and supports the purposes of APTA.

APTA may also grant approval for training programs through a process determined by the Board.

Membership is achieved by acceptance according to procedures developed by the Board.

Section 2: Types of Members

Typical members are those individuals or legal entities who may or may not practice Polarity Therapy but are supportive and interested in the work of APTA. Members may

be members of the general public as well as students, practitioners or educators of Polarity Therapy.

Section 3. Rights of Members

Members shall not have any property interest in the assets or affairs of APTA. Practitioner members shall have voting rights to elect the Board as provided for in Section 1 of Article IV and to change the size of the Board as provided for in Subsection B of Section 1 of Article IX.

Section 4. Fees, Dues, and Assessments

The annual fees for membership shall be established by the Board. Members must be current in the payment of all fees, dues, assessments, and any other liabilities to APTA to be a member in good standing and to vote.

Section 5. Certificates of Membership

The Board may provide for issuance of certificates evidencing membership.

Section 6. Member Practitioner and Educator Registrations

APTA shall register individuals from among its membership who have met practitioner and educator requirements as set by the Board and who are current members in good standing.

Section 7. Number of Members

There is no limit to the number of members.

Section 8. Data Base

APTA shall keep a database of the membership and the BCPP holders including the name, address, and status of membership, along with a similar list of those terminating or not continuing their memberships or certifications. This database and resulting mailing lists shall remain the property of APTA and be maintained in the national office.

Section 9. Non-liability of Members

No members shall be personally liable for the debts, liabilities, or obligations of APTA.

Section 10. Non-transferability of Membership

Membership is non-transferable and non-assignable.

Section 11. Termination of Membership

The membership of any member shall automatically terminate upon (1) his or her request, such termination occurring on the date of delivery of the request by mail or in person; (2) his or her death; (3) his or her failure to pay required dues or fees; or, (4) removal of the member through disciplinary procedures prescribed by the Board.

Section 12. Rights on Termination of Membership

All rights of a member shall cease upon membership termination.

Section 13. Suspension and Expulsion from Membership

The Board shall establish a Code of Professional Ethics and Rules and Procedures for Proceedings Concerning Professional Ethics and Conduct (hereinafter “**Rules**”) to investigate and hear complaints and to impose disciplinary action. Discipline of members for violations of APTA Code of Professional Ethics may result in suspension or expulsion as provided for by the Rules.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Qualifications

The Corporation shall have a Board of Directors (hereafter, the “**Board**”) as contemplated by Section 55A-1-40(2) of the North Carolina Nonprofit Corporation Act (the “**Act**”). There shall be no less than five, and no more than nine, Directors on the Board. The Directors must be members in good standing in APTA and have e-mail access. Preferably, candidates to serve on the Board will also have: (1) significant organizational experience, (2) skills relevant to a board position, and (3) prior service on APTA committees and/or projects. Directors are elected annually, as needed, by popular vote of members qualified to vote or by acclamation in accordance with procedures established by the Board.

Section 2. Powers and Duties

The Board is responsible to the membership of APTA to carry out the stated mission and goals of APTA. In addition, there are certain responsibilities of governance for a Board of Directors for a non-profit 501(c) (6) organization that are specified by law. The Board is empowered by the membership to act on their behalf. In establishing policies and procedures, and all actions of the Board are considered actions of the whole board, so that APTA has one guiding voice. The Board shall direct the business of the Corporation, control its assets, conduct its affairs, and exercise its powers, except as otherwise provided in APTA’s Articles of Incorporation, these Bylaws or the Act. The Board shall appoint and remove officers, supervise, and designate the method for constituting committees; supervise activities; conduct meetings; and perform all activities required by these Bylaws or by the Act. The Board shall determine the staffing needs of the Corporation including, but not limited to, the Executive Director, Director of Education, and finance personnel; negotiate and enter into contracts or letters of agreement with employees or independent contractors; evaluate performance of these individuals; terminate employees or independent contractors in accordance with the contracts or letters of agreement; and, abide by employment laws.

Section 3. Compensation

Directors shall serve without compensation. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties according to policy established by the Board.

Section 4. Term of Office, Election of Directors

Directors shall hold office for a term of three years. Each Director may serve three consecutive terms. Any director serving as an officer (as set forth in Section 5 of Article IV of the Bylaws), shall remain eligible to be reelected to the Board for one additional one year term. A one-year sabbatical from the Board is required after the completion of the above stated Director/Officer terms. The installation of the new Board will take place July 1.

Section 5. Officers

The Board shall, in accordance with the Act, select such officers as it deems necessary to conduct corporate business and to carry out policies established by the Board. The defining duties, appointment and termination, and supervision of such officers are the responsibility of the Board. Election of officers will occur yearly upon the seating of new Directors to the Board.

Section 6. Meetings of the Board of Directors

In-person meetings of the Board will be held at the discretion of the Board. Conference call meetings will be considered official meetings of the Board. Voting by e-mail and fax are also allowed, according to procedures set by the Board. Meetings will be presided over by the President or Vice-President. A majority of the current Directors constitutes a quorum for the conduct of business. All decisions of the Board are made by a simple majority vote, except as otherwise provided in these Bylaws. The Board meetings will be conducted according to Robert's Rules of Order.

Section 7. Waiver of Notice and Consent to Hold Meetings

The transactions of a meeting, however called, are as valid as the transactions of a meeting properly called, if signed waivers of notice, consent to the holding of the meeting, attendance by a sufficient number of Directors to constitute a quorum, and approval of the minutes of the meeting are filed with the National office. Such written waiver, consent, and approval of documents shall be part of the minutes of said meeting.

Section 8. Action by Unanimous Written Consent without a Meeting

Any action, which could be taken at a meeting of Directors, may be taken without a meeting provided such action is authorized by a writing signed by all Directors. Such writing shall become part of the corporate record.

Section 9. Majority Action as Board Action

Every decision done or made by a majority of the Directors, present at a meeting duly held, is the act of the Board.

Section 10. Vacancies

Vacancies on the Board shall exist (1) on the death or resignation of a Director; (2) upon the completion of a term of a Director; or (3) upon the increase of the number of Directors. By vote of the Board, Board vacancies may be filled according to one of the following options (1) by selecting from among candidates from the most recent election,

going down the list according to number of votes, until a replacement is found; (2) from nominations provided by members of the Board by elective vote of the Board; or (3) by a special election of the membership. The Board is responsible to maintain at least five Directors on the Board at all times. If a vacancy occurs in an office of the Board, the Board may fill the office from among the remaining Board members.

Section 11. Resignation

Each Board member shall have the right to resign at any time upon 30 days written notice to the President of the Board. Unless otherwise specified, the resignation shall take effect 30 days from receipt of notice.

Section 12. Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a simple majority of then-serving Board members.

Section 13. Indemnification of Directors

Each person who is or was a trustee, officer or member of any committee of the corporation and each person who is or was serving at the request of the corporation as a director, trustee, officer, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by APTA to the fullest extent of which APTA has the power to indemnify such persons pursuant to the corporation laws of North Carolina as they may be in effect from time to time; provided however, no such person may be indemnified for acts or omissions that involve intentional misconduct or a knowing violation of law, or for any transaction from which such person will receive a benefit in money, property, or services to which such person is not legally entitled. The corporation may purchase and maintain insurance on behalf of any such persons in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the laws of the State of North Carolina.

Section 14. Non-Liability of Directors

Directors are not personally liable for the debts or obligations of the Corporation.

**ARTICLE V
COMMITTEES**

Section 1. Committees

The Board shall create an Executive Committee and may create such other standing or *ad-hoc* committees as it, in its discretion, deems necessary or proper for the prudent governance of APTA and/or to further APTA's purposes. Any committee of the Board shall have only those powers and responsibilities conferred upon it by the Board resolution creating the committee and/or by a committee charter duly authorized by the Board. Consistent with Section 55A-8-25 of the Act, in no event shall any committee have any powers which, under the Act, may not be conferred upon a committee of the board of directors of a North Carolina nonprofit corporation.

Section 2. Executive Committee of the Board of Directors

The Executive Committee shall be comprised of the Board President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have any of the powers and authority of the Board in the management of the business and affairs of the Corporation as delegated by the Board, except the power to adopt, amend or repeal Bylaws. The Executive Committee shall not operate to relieve the Board of any responsibility imposed on the Board or an individual Director serving on the Board by law, APTA's Articles of Incorporation, or these Bylaws. By a majority vote of the Directors, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Committee. The Executive Committee shall establish rules and regulations for its meetings, and meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the Executive Committee shall be given to its members, and no act of the Executive Committee shall be valid unless approved by a vote or written consent of a majority of its members. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require. The Executive Committee will also serve as the governing authority for the American Polarity Therapy Foundation and abide by the bylaws and policies established.

ARTICLE VI

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of APTA to enter into any contract or execute and deliver any instrument in the name of or on behalf of APTA, 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 APTA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of the indebtedness of APTA shall be signed according to policies and procedures established by the Board, except as otherwise specifically required by law.

Section 3. Deposits

All funds of APTA shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories according to policies and procedures established by the Board.

Section 4. Gifts

The Board may accept on behalf of APTA any contribution, gift, bequest, or device for the general purposes or for any special purpose of APTA. Directors serving on the Board may not accept gifts individually.

**ARTICLE VII
CORPORATE RECORDS, SEALS, AND REPORTS**

Section 1. Minutes of Meetings

APTA shall keep at its principal office, or at such other place as the Board may order, a book of minutes of all meetings of the Board, committees and of all meetings of members, if any, with the time and place of holding, whether regular or special, how called, the notice given, the names of those present, and the proceedings there from.

Section 2. Books of Accounts

APTA shall keep and maintain adequate accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 3. Inspection

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation.

Section 4. Corporate Seal

The Board may adopt, use, and at will alter, a Corporate seal. Such seal shall be affixed to all corporate instruments, but failure to fix it shall not affect the validity of any such instrument.

**ARTICLE VIII
FISCAL YEAR**

Section 1. Fiscal Year

The fiscal year of APTA shall begin on the first day of January and end on the last day of December each year.

**ARTICLE IX
BYLAWS**

Section 1. Amendment

Subject to any provision of law applicable to the amendment of Bylaws of a North Carolina nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- A. Subject to the power of members, if any, to change or repeal them, the Bylaws may be changed by a vote of the majority of Directors present at any regular or special meeting of Directors at which a quorum is present, provided that at least 30 days notice of such meeting and the intention to change the Bylaws thereat is given each Director, provided, however, that a Bylaw fixing or changing the number of Directors of APTA may not be adopted, amended, or repealed except

as provided in subsection B of this section 1.

- B. The Bylaw governing the number of Directors of APTA may be changed by the written consent of a majority of the members entitled to vote, if any, or by a majority of a quorum of members entitled to vote, if any, at a meeting of members called by the Secretary of APTA and given at least 30 days notice of as a special meeting for the purpose of changing the bylaws.

ARTICLE X AMENDMENT OF ARTICLES

Section 1. Amendment of Article

Amendment of the Articles of Incorporation may be adopted by resolution of the Board. Approval of the members is not necessary for the amending of the Articles of Incorporation.

ARTICLE XI PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition against Sharing Corporate Profits and Assets

No member, director, officer, employee, or other person connected with APTA, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of APTA; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for APTA in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of, APTA's assets on dissolution of APTA. All members, if any, shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of APTA, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed as required by APTA's Articles of Incorporation.

ARTICLE XII CONFLICTS OF INTEREST

Section 1. Definition

"Conflict of interest transaction" means any transaction in which a Director has a direct interest or an indirect interest. A Director has a direct interest in a transaction if the Director or a member of the Director's immediate family has either a material financial interest in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A Director has an indirect interest in a transaction if either (a) another entity in which the Director has a material financial interest or in which the Director is a general partner, is a party to the transaction, or (b) another entity of which the Director is also a director or is an officer or trustee is a party to the transaction and the transaction is of sufficient importance that it should be considered by the Board.

Section 2. Special Requirements

A conflict of interest transaction is not voidable by APTA solely because of a Director's interest in the transaction if (a) the material facts of the transaction and the Director's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved or ratified the transaction; or (b) the transaction was fair to APTA.

Section 3. Disclosure

A Director who has a direct or indirect interest in any transaction presented to the Board or any committee of the Board shall disclose his or her interest.

Section 4. Approval

A conflict of interest transaction must be authorized, approved or ratified by the affirmative vote of a majority of the Directors on the Board who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of any Director's interest in the transaction were disclosed or made known. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. A Director with a direct or indirect interest in the transaction must not participate in the discussion or vote. This does not affect the validity of any action taken in accordance with this paragraph.