



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

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ARTICLE I NAME

The name of this corporation shall be ASSOCIATION OF EDUCATIONAL THERAPISTS (herein called the "Association").

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 OBJECTIVES AND PURPOSES

The objectives and purposes of the Association shall be to:

- A. Establish criteria and ethical standards for the professional practice of educational therapy.
- B. Define and enforce requirements for each membership category.
- C. Collaborate with and support educational therapy training programs.
- D. Provide professional development opportunities to members.
- E. Offer information and learning opportunities to the public.
- F. Advance the field of educational therapy.

ARTICLE IV NONPARTISAN ACTIVITIES AND NONDISCRIMINATION POLICY

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.

AET shall not discriminate on the basis of race, ethnicity, national origin, religious belief, sexual orientation, gender identity or expression, age, disability, medical condition, marital status, military status, political belief, family structure and/or social circumstance, or any other basis prohibited by applicable law in any of its activities or operation.

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 insure 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, or to any organization so determined by the Board, 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. Categories of Membership and Qualifications

A. Categories of membership:

1. Board Certified Educational Therapist (BCET®).
2. Educational Therapist/Professional (ET/P®).
3. Associate Educational Therapist.
4. Allied Professional.
5. Student Member.
6. General Member.
7. Retired BCET®.
8. Retired ET/P®.

B. Additional Categories of Membership. The Board of Directors may establish other categories of membership.

C. Qualifications for Membership. The qualifications for each category of Membership shall be established by the Board of Directors.

Section 2. Dues and Fees

Members shall pay annual dues and any additional fees as established by the Board of Directors.

Section 3. Voting

- A. Eligibility to Vote. Members in good standing in the following categories are eligible to vote: Board Certified Educational Therapists (BCET®), Educational Therapist/Professionals (ET/P®), Retired BCET® and ET/P® members, and Associate Educational Therapists who meet requirements as specified by the Board.
- B. Manner of Casting Votes. Voting for Directors must be by ballot (paper or electronic). Other voting may be by ballot or voice, as determined by the Board.
- C. Approval Requirement. A simple majority of the eligible members voting is required for approval.

Section 4. Termination of Membership

A membership may terminate upon occurrence of any of the following events:

- A. Resignation of the member.
- B. Expiration of the period of membership unless the membership is renewed.
- C. The member's failure to pay annual dues.
- D. The member's failure to meet Continuing Education requirements.
- E. Expulsion by the Board for failing to adhere to the *Code of Ethics and Standards for the Professional Practice of Educational Therapy* or acting in a manner deemed detrimental to the field of educational therapy or the Association.
 - 1. Determination of expulsion shall be made by a two-thirds vote of the Board.
 - 2. A notice of expulsion shall be sent by certified or registered mail to the most recent address of the member as shown in the Association's records, stating the reason(s) for the expulsion and the effective date. Such notice shall be sent at least fifteen days before the effective date of the expulsion.
 - 3. The member may appeal the determination of expulsion, either orally or in writing, not fewer than five days before the effective date of the expulsion. The President shall appoint a Member Expulsion Committee composed of not fewer than five BCET and/or Professional members to review the appeal. The member shall have the opportunity to appear before the Member Expulsion Committee.
 - 4. Upon consideration of the member's appeal, the Member Expulsion Committee shall decide by a simple majority vote whether to proceed with the expulsion.
 - 5. The recommendation of the Member Expulsion Committee shall be submitted to the Board for review. A two-thirds vote of the Board is required to adopt the recommendation of the Member Expulsion Committee. The President shall then notify the member in writing of the Board's decision.
 - 6. Any person expelled from the Association shall not receive a refund of dues.

Section 5. Restriction on Representation by Members

No member shall use the name of the Association to speak on behalf of, hold themselves out as a spokesperson of, or otherwise act or purport to be a representative of the Association without explicit Board authorization.

ARTICLE VII MEETINGS OF MEMBERS

Meetings of the membership shall be held at any place within or outside the State of California, as designated by the Board, and may be conducted in person or by electronic transmission or other means of remote communication. Meetings of the membership held remotely shall include a live audiovisual feed for the duration of the meeting. A minimal disruption of an audio or audiovisual feed does not require the Association to end a meeting or render the Association out of compliance.

Section 1. Annual Meeting

There shall be an annual meeting of the Association membership 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.

- A. Notice of the time and place of the annual meeting shall be provided to all members of the Association at least fifteen days prior to the scheduled date by direct electronic communication or other written notification.
- B. The notice shall specify those matters which the Board, at the time of giving such notice, intends to present for action by the eligible voting members.
- C. The eligible voting members in attendance at the annual meeting shall constitute a quorum for such meeting.

Section 2. Special Meetings

A special meeting of the members may be called at any time by any of the following: a majority of the Board, the President, or five percent (5%) or more of the total membership.

- A. Members may request a special meeting by submitting a written petition to the President stating the general nature of the request and signed by at least five percent (5%) of the total membership. The request shall be addressed to the President and sent by registered or certified mail. The President, upon receiving the request and determining its authenticity, shall cause notice to be given to all voting members stating that a meeting will be held at a specified time and date fixed by the Board. However, the special meeting must be held not less than thirty-five (35) days nor more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice.
- B. 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.

- C. All notices of special meetings shall be sent 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. The notice shall be given not less than fifteen (15) days nor more than ninety (90) days before the date of the meeting. Notice shall be deemed to have been given at the time when deposited in the mail or sent by other means of written communication.
- D. The notice shall specify the date, time, location or video link for the meeting. The notice shall further state the general nature of the business to be transacted including whether action is proposed to be taken requiring approval of any of the following items: removing a director without cause, mending the Articles of Incorporation, and/or voluntarily dissolving the corporation. No business, other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Board

- A. Composition. The Board shall consist of the elected Officers and ten Directors who are BCET® or ET/P ® members of the Association. Five (5) Directors shall be elected in odd-numbered years and five (5) shall be elected in even-numbered years.
- B. Terms. Elected members of the Board shall hold such office for a term of two years. Officers shall serve a maximum of two consecutive two-year terms in the same office. A term limit exception can be made with approval by a two-thirds ($\frac{2}{3}$) majority vote of the Board. The President shall **not** serve consecutive two-year terms. Such terms of office shall commence on October 1 of the election year.

Any Director 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 by a two-thirds ($\frac{2}{3}$) majority vote of the Board.

- C. Powers. The business, affairs, and property of the Association shall be managed, and all corporate powers shall be exercised by or under the direction of the Board, subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws. For the purpose of conducting the business of the Association, the Board may:
 - 1. Own, maintain, and/or lease suitable real estate and buildings and any other personal property which is deemed necessary for its purposes.
 - 2. Enter into and execute contracts solely for the purpose of carrying out the business of the Association.
 - 3. Perform such other acts in furtherance of the purpose of the Association.
- D. Compensation. Officers and Directors shall serve without compensation. In specific cases, and where deemed appropriate, the Board may authorize reimbursement of expenses in accordance with the Association's policies.

Section 2. Officers

- A. The Officers of the Association shall be President, President-Elect, Secretary, Treasurer, Immediate Past President, and such other officers as the Board shall determine, all of whom shall be qualified BCET® or ET/P® Professional members in good standing.
- B. The President-Elect and the Treasurer shall be elected in even-numbered years; the Secretary shall be elected in odd-numbered years.
- C. The duties of the officers shall be as follows:
1. President. The President shall chair the Board and preside at Board meetings, Executive Committee Meetings, and Meetings of the Members. The President shall be an ex-officio member of any Board committee, have the general powers and duties of management usually vested in the office of President, provide leadership to the members of the Association, and have such other powers and duties as may be prescribed by the Board or the Bylaws.
 2. President-Elect. 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 assist the President in any way called upon in the performance of their duties as President. In the absence and/or disability of the President, the President-Elect shall carry out the duties of the President. The President-Elect shall automatically become President of the Association for the succeeding term.

In the event the President-Elect is unable to assume their responsibilities, a special meeting of the Board shall be called in accordance with Article VIII, Section 4, B, for the purpose of appointing an interim President-Elect. The appointee shall be chosen from the Board and shall serve until a special election by members can be called. The Governance Committee shall identify a qualified nominee for President-Elect to present to the Board for approval. The special election by the members to approve the candidate shall take place no later than 90 days following the appointment of the interim President-Elect by electronic ballot.

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 informed on the financial status of the Association and shall render to the President and the Board 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. The Treasurer or any other financial officer of the Association shall, by majority vote of the Board, provide to the Association a bond at the cost and expense of the Association. The bond shall be in the amount and with the surety specified by the Board for faithful performance of the duties of their office and for restoration to the Association of all its books, papers, voucher, money and other property of any kind in their possession or under their control on their death, resignation, retirement, removal from office or the expiration of their 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. This includes maintaining a record of any actions taken by the Executive Committee between Board meetings to be included in the Executive Committee Board report. The Secretary shall oversee the correspondence of the Association as directed by the President and the Board.
5. Immediate Past President. The Immediate Past President shall advise the President and serve on the Executive Committee.

Section 3. Election of Officers and Directors

- A. Election Period. The election of Officers and Directors shall occur over a four-day period.
- B. Nominations.
 1. By Committee. At least sixty (60) days before the election period, the Governance Committee shall convene to prepare a slate of qualified candidates. The slate shall be presented for approval by the Board no later than thirty (30) days before the election period. If the vote is conducted electronically and a unanimous result is not achieved, a Special Meeting must be convened in accordance with Article VIII, Section 4, B.
 2. By Members: Any eligible voting member may nominate a qualified candidate for a Director position by submitting a petition signed by at least five (5%) percent of the eligible voting membership to the Secretary at least forty (40) days prior to the election period. Upon timely receipt of a petition signed by the required number of members, the Secretary shall obtain the required documentation from the candidate prior to placing the candidate on the ballot along with the approved Board slate named by the Governance Committee.
- C. Voting Process. The approved ballot and all candidate information shall be distributed electronically by the Association to all eligible voting members at the start of the election period.

Section 4. Meetings of Board of Directors

- A. Regular Meetings. There shall be a minimum of three scheduled Board meetings per year. Notice including date, time, and location of the meetings shall be given to Board members by electronic communication not less than thirty (30) days prior to scheduled meetings. The date, time, and location for each meeting shall be posted on the Association's website.
- B. Special Meetings. Special meetings of the Board may be called for any purpose and at any time by the President, President-Elect, or any two (2) Officers and/or Elected Directors. Notice of the date, time, and location shall be provided by electronic communication to Board members at least four (4) days prior to the meeting. The Board must provide unanimous written consent to waive this requirement of notice if the aforementioned timeline is not met.
- C. Meeting Format. Meetings of the Board shall be held at any place within or outside the State of California, as designated by the Board, and may be conducted in person or by electronic transmission or other means of remote communication. Board meetings held remotely shall include a live audiovisual feed for the duration of the meeting. A minimal disruption of an audio or audiovisual feed does not require the Association to end a meeting or render the Association out of compliance.

- D. Quorum. A majority of the members of the Board of Directors shall constitute a quorum. If a quorum of the Board is present either through physical or virtual participation, a majority vote of those present shall prevail as an act of the Board of Directors, unless otherwise specified in these Bylaws. Voting by proxy is not permitted.
- E. Actions of the Board. Any action taken at a meeting of the Board is valid, regardless of how the meeting was called, noticed, or held, as long as a quorum is present.
- F. Waiver of Notice. If for any reason a Director does not receive notice, said notice is deemed waived if the Director attends the meeting without protest, waives notice in writing, or approves 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. Consent for Action Without Meeting. Any action to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to that action. If unanimous consent is not achieved, the action must be deferred to the next Board meeting. The consent results shall be included with the minutes of the proceedings of the Board.

ARTICLE IX COMMITTEES

- A. Standing Committees. There shall be the following standing committees chaired by members of the Board of Directors: Executive, Finance, Governance, and Membership. Other standing committees may be created as the Board shall determine necessary and appropriate. The Chairs of such committees shall be Directors.
 - 1. 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.
 - 2. Finance Committee. The Finance Committee shall be composed of the Treasurer as Chair and at least two other Board members. The Finance Committee shall be responsible for oversight of the Association's financial affairs and fiscal policy.
 - 3. 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. The Governance Committee is responsible for identifying and proposing a qualified slate of candidates for nomination to the Board, developing and recommending governance guidelines to the Board, ensuring compliance with the Association's Bylaws, and other duties as defined by the Board.
 - 4. Membership Committee. The Membership Committee reviews and confirms applicants' eligibility according to membership level criteria.

5. 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.
- B. Committee Meetings. The committees of the Association shall hold such meetings as required by the Committee Charter and/or the Chair deems appropriate for the proper performance of the duties and purposes of such a committee. If necessary, the Board may propose a resolution to convene a special meeting of any committee. Minutes shall be kept of each committee meeting and shall be summarized in the committee's Board report. All committee activity will be conducted in accordance with policies as established by the Board.

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

Section 1. Indemnification

The Association shall indemnify any agent of the Association, as defined in Sections 317 and 5238 of the California Corporations Code, 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 must have had no cause to believe that their conduct was unlawful to qualify for indemnification.

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 of the Board 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 Officer or Director 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 Officer or Director

There shall be no personal liability to a third party for monetary damages on the part of a volunteer Officer or Director of the organization caused by their negligent act or omission in the performance of that person's duties as an Officer or Director, 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 To Review Members' Personal Information. Any member in good standing may submit a written request to the Board to inspect and copy the records of members' names and addresses. The request must be submitted with at least five (5) business days' notice, and must include a purpose that is reasonably related to the person's interest as a member for which such inspection is requested. The Board can, within ten (10) business days after receiving such a request, offer an alternative method of achieving the purpose identified in said request. The granting of such a request shall be at the discretion of the Board, and there shall be no appeal.
- B. Maintenance and Inspection of Other Corporate Records by Members. Any member may inspect the accounting books, records, and minutes of Member, Board, and committee meetings, upon the written demand to the Board at such time and place mutually agreed upon, providing the inspection is 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

- A. Proposal of Amendments or Revisions. Amendments to or revision of these Bylaws may be proposed by the Board of Directors or by written petition of the eligible voting members.
- B. Amendments or Revisions from the Board. Once proposed amendments to or revisions of the Bylaws are approved by a simple majority vote of the Board, a ballot shall be submitted to the eligible voting membership for adoption.

C. Amendments or Revisions by Petition from Members. Amendments to or revisions of these Bylaws may be proposed by submission of a written petition that contains the names and signatures of at least five (5) percent of the eligible voting membership to the Secretary. Upon validation, the amendment(s) or revision(s) proposed in this manner shall then be submitted to the eligible voting membership.

D. Adoption of Amendments to and Revisions of Bylaws.

1. A simple majority of the eligible members voting is required for approval of amendments or revisions to the Bylaws proposed by the Board.
2. A two-thirds ($\frac{2}{3}$) vote of the eligible members voting is required for approval of amendments or revisions to the Bylaws proposed by petition of members.
3. A period of fourteen (14) days shall be allowed from the time of sending such ballots to the members for return of the marked ballots.

ARTICLE XIII DISSOLUTION AND DISTRIBUTION OF ASSETS

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, Section 501(c)(3), as selected by the Board.

I certify that the bylaw revision of the Association of Educational Therapists was adopted by the Board of Directors on March, 25, 2026, in accordance with the AET governing documents.



Kara Scanlon, MEd, BCET®
AET Secretary
Date: *March 25, 2026*

Approved 1981, Revised 1990 - 1992, 2002 - 2004, 2008, 12.6.2017