

BY LAWS
OF THE
GEORGIA ASSOCIATION FOR PLAY THERAPY INC.
EFFECTIVE MARCH 11, 2005

ARTICLE I

NAME

SECTION 1 NAME. THE NAME OF THIS CORPORATION IS THE GEORGIA ASSOCIATION FOR PLAY THERAPY INC. (GAPT, INC.).

SECTION 2 AFFILIATION. GAPT, INC. IS A STATE BRANCH AFFILIATED WITH THE ASSOCIATION FOR PLAY THERAPY, INC. (APT). GAPT, INC. IS DEEMED TO BE A SEPARATE ENTITY FOR THE PURPOSE OF MAKING CONTRACTS, INCURRING LIABILITY, ACQUIRING RIGHTS, AND OF SUING AND BEING SUED IN ANY STATE OR FEDERAL COURT.

SECTION 3 GAPT, INC. IS A NON-PROFIT CORPORATION AND SHALL CONDUCT ITS AFFAIRS IN CONFORMANCE WITH ALL LOCAL, STATE, AND FEDERAL LAWS THAT APPLY TO AN ORGANIZATION WITH TAX EXEMPT STATUS GRANTED BY THE INTERNAL REVENUE SERVICE. IT SHALL USE ITS FUNDS AND OTHER ASSETS ONLY TO SATISFY THE PURPOSE OF GAPT, INC. NO FUNDS OR ASSETS MAY BE DISTRIBUTED TO OFFICERS OR DIRECTORS EXCEPT FOR REIMBURSEMENT OF EXPENSES INCURRED. THE BOARD MAY INSTITUTE REDUCED RATES FOR GAPT EVENTS FOR THEMSELVES AND IT SHALL BE CONSIDERED A NORMAL AND ACCEPTABLE BUSINESS PRACTICE.

ARTICLE II

PURPOSES AND OBJECTIVES

SECTION 1 PURPOSE. THE PURPOSE OF GAPT, INC. IS TO ORGANIZE EDUCATIONAL ACTIVITIES REGARDING PLAY AND PLAY THERAPY FOR MENTAL HEALTH PROFESSIONALS AND THE GENERAL PUBLIC.

SECTION 2 OBJECTIVES. THE OBJECTIVES OF THIS ASSOCIATION SHALL BE TO:

A CREATE AWARENESS AND UNDERSTANDING OF THE VALUE OF PLAY AND PLAY THERAPY AS A THERAPEUTIC PROCESS.

B ESTABLISH POSITIVE RAPPORT BETWEEN THE PUBLIC AND THE PROFESSIONAL PLAY THERAPY COMMUNITIES.

C ESTABLISH CONTACTS WITH VARIOUS OTHER PROFESSIONAL MENTAL HEALTH ORGANIZATIONS FOR COLLEGIAL SUPPORT AND EDUCATIONAL PURSUITS.

D ENCOURAGE PROFESSIONAL AND ETHICAL STANDARDS IN PLAY THERAPY.

ARTICLE III

MEMBERSHIP

SECTION 1 MEMBERSHIP SHALL BE FIVE TYPES: PROFESSIONAL, AFFILIATE, STUDENT, HONORARY, AND LIFETIME.

SECTION 2 NO ONE MAY BE DENIED MEMBERSHIP IN GAPT, INC. ON THE BASIS OF RACE, COLOR, CREED, RELIGION, ETHNIC ORIGIN, GENDER, SEXUAL ORIENTATION, LIFESTYLE, OR AGE.

SECTION 3 THERE IS NO RESIDENCY REQUIREMENT FOR MEMBERSHIP IN GAPT, INC.

SECTION 4 MEMBERSHIP ELIGIBILITY

A ANY PERSON WHO IS A MENTAL HEALTH PROFESSIONAL WILL BE CONSIDERED A PROFESSIONAL MEMBER OF GAPT, INC. PROVIDED HE/SHE HAS A MASTER'S DEGREE OR HIGHER IN A FIELD RELATED TO MENTAL HEALTH.

B ANY OTHER PERSON INTERESTED IN PLAY THERAPY SHALL BE CONSIDERED AN AFFILIATE MEMBERSHIP UNLESS HE/SHE IS A STUDENT, HONORARY, OR LIFETIME MEMBER.

C TO BE A STUDENT MEMBER A PERSON MUST BE ENROLLED AS A FULL TIME STUDENT IN AN ACCREDITED EDUCATIONAL PROGRAM OF STUDY. THE PROGRAM MUST BE IN A MENTAL HEALTH FIELD AND MUST LEAD TO A TERMINAL CERTIFICATE OR DEGREE.

D THE BOARD OF DIRECTORS MAY APPOINT HONORARY AND LIFETIME MEMBERS.

THE BOARD SHALL GRANT HONORARY MEMBERSHIP TO THOSE IT DEEMS ESPECIALLY WORTHY AND DESERVING AS A RESULT OF THEIR SERVICE TO PLAY THERAPY. SUCH A MEMBER SHALL PAY NO DUES.

A LIFETIME MEMBER IS ONE WHO, THE BOARD SHALL DECIDE WILL BE A MEMBER FOR LIFE WITHOUT THE USUAL REQUIREMENT OF PAYING DUES. IT SHALL BE ONE WHO HAS SERVED GAPT OVER AN EXTENDED PERIOD OF TIME AND IS ESPECIALLY DESERVING.

SECTION 5

MEMBERSHIP PRIVILEGES. A PERSON WHO HAS MET THE QUALIFICATIONS FOR MEMBERSHIP AS SET FORTH IN SECTION 4 ABOVE, HAS PAID THE PRESCRIBED DUES, AND IS A MEMBER IN GOOD STANDING ON FEBRUARY FIRST EACH YEAR, SHALL BE ELIGIBLE TO ATTEND THE ANNUAL MEMBERSHIP MEETING AND ANY SPECIAL MEETINGS AS A MEMBER AND VOTE ON ISSUES THAT ARE PRESENTED TO THE MEMBERSHIP BY THE BOARD.

IN ORDER TO BE ELIGIBLE TO VOTE FOR OFFICER/DIRECTORS OF THE CORPORATION, A MEMBER MUST BE A MEMBER IN GOOD STANDING ON DECEMBER 1 OF THE YEAR PRIOR TO THE ELECTION AND MUST MAINTAIN CONTINUOUS MEMBERSHIP THROUGH FEBRUARY 1 OF THE ELECTION YEAR.

UNLESS OTHERWISE SPECIFIED BY THE BOARD OR UPON A VOTE OF THE MEMBERSHIP PRESENT, NON-MEMBERS ARE ALLOWED TO ATTEND MEMBERSHIP MEETINGS BUT MAY NOT VOTE.

MEMBERSHIP IS NOT TRANSFERABLE.

SECTION 6 TERMINATION OF MEMBERSHIP.

A A MEMBER MAY BE DROPPED FROM MEMBERSHIP FOR NON-PAYMENT OF APT/GAPT DUES. APT IS RESPONSIBLE FOR KEEPING MEMBERSHIP RECORDS AND SUCH RECORDS WILL BE USED FOR THIS PURPOSE.

B A MEMBER WILL BE DROPPED FROM MEMBERSHIP IN GAPT, INC. IF THEIR MEMBERSHIP IN APT IS TERMINATED.

C MEMBERS MAY BE DROPPED FROM MEMBERSHIP IF A STATE LICENSING BOARD TERMINATES THEIR LICENSE TO PRACTICE. A MEMBER MAY ALSO BE DROPPED FROM MEMBERSHIP IF A RECOGNIZED CERTIFICATION ORGANIZATION WITHDRAWS THE MEMBER'S RIGHT TO CERTIFICATION.

ARTICLE IV

OFFICERS

SECTION 1 OFFICERS AND TERMS OF OFFICE

A THERE SHALL BE FOUR OFFICERS OF GAPT, INC.: THE PRESIDENT, THE VICE PRESIDENT, THE SECRETARY, AND THE TREASURER. THEY SHALL BE ELECTED FROM AND BY THE MEMBERSHIP AT LARGE.

B ALL OFFICERS WILL BE MEMBERS OF THE BOARD OF DIRECTORS. THEIR TERM SHALL COMMENCE ON MAY FIRST, AFTER THEY ARE ELECTED AND SHALL END ON APRIL 30 FOUR (4) YEARS LATER. THIS PARAGRAPH BECOMES EFFECTIVE WITH THE NEXT ELECTION TO BE HELD IN THE SPRING OF 2006 FOR THEIR TERMS BEGINNING MAY 1, 2006.

THE CURRENT OFFICER/DIRECTORS BEING DULY ELECTED UNDER THE PREDECESSOR BY-LAWS SHALL CONTINUE THEIR TERMS IN OFFICE UNTIL EXPIRATION ON APRIL 30, 2006

C UPON THE DEATH OR RESIGNATION OF ANY OFFICER/BOARD MEMBER, A SUCCESSOR MAY BE APPOINTED BY THE BOARD OF DIRECTORS.

D OFFICER/DIRECTORS SHALL BE PROFESSIONAL, LIFETIME, OR AFFILIATE MEMBERS. HONORARY AND STUDENT MEMBERS ARE NOT ELIGIBLE TO BE OFFICER/BOARD MEMBERS. LIKEWISE THEY ARE NOT ELIGIBLE TO VOTE IN ELECTIONS FOR OFFICER/DIRECTORS.

SECTION 2

DUTIES OF THE OFFICERS

A PRESIDENT

- 1 SHALL PRESIDE AT THE GENERAL MEETING OF GAPT, INC. AND SHALL BE CHAIRPERSON OF AND PRESIDE AT THE MEETINGS OF THE BOARD OF DIRECTORS.
- 2 SHALL, SUBJECT TO CONFIRMATION BY THE BOARD OF DIRECTORS, APPOINT THE CHAIRPERSONS OF ANY COMMITTEES THAT THE BOARD ESTABLISHES.
- 3 MAY APPOINT A PARLIAMENTARIAN AS DEEMED NECESSARY.
- 4 SHALL BE THE CHIEF EXECUTIVE OFFICER OF GAPT, INC. AND ITS POLICY LEADER.
- 5 SHALL REPRESENT GAPT, INC. AS SPOKESPERSON ON MATTERS OF POLICY OR MAY ASSIGN SUCH REPRESENTATION.
- 6 SHALL SUPERVISE ALL PLANS FOR THE EFFECTIVE WORK OF GAPT, INC.
- 7 SHALL PREPARE THE AGENDA FOR THE BOARD OF DIRECTOR MEETINGS AND FOR THE ANNUAL MEMBERSHIP MEETINGS.
- 8 SHALL REVIEW GAPT, INC. POLICIES AND RECOMMEND PRIORITIES TO BE CONSIDERED BY THE BOARD OF DIRECTORS.
- 9 SHALL HAVE THE POWER TO DESIGNATE AWARDS TO MEMBERS FOR SERVICES TO THE ASSOCIATION.

B VICE PRESIDENT

- 1 SHALL ASSUME ALL DUTIES OF THE PRESIDENT IN THE ABSENCE OF THE PRESIDENT.
- 2 SHALL CARRY OUT ALL SUCH DUTIES AS ASSIGNED BY THE PRESIDENT.
- 3 SHALL BECOME PRESIDENT OF GAPT, INC. UPON THE DEATH OR RESIGNATION OF THE PRESIDENT. IN SUCH CASE, THE VICE PRESIDENT SHALL SERVE THE REMAINING TERM OF THE PRESIDENT WHO DIED OR RESIGNED.

C SECRETARY

- 1 SHALL BE RESPONSIBLE FOR PREPARING RECORDS AND MINUTES OF ALL OFFICIAL GAPT, INC. BOARD OF DIRECTOR AND MEMBERSHIP MEETINGS AND FOR DISTRIBUTING THE MINUTES AND OTHER MATERIALS OF SUCH MEETINGS. THE BOOK OF MINUTES SHALL CONTAIN ALL MEETING MINUTES, PROCEEDINGS AND ACTIONS OF THE BOARD OF DIRECTORS. THE MINUTES SHALL INCLUDE THE TIME, PLACE, TYPE OF MEETING, NAMES OF PERSONS ATTENDING, AND A COPY OF THE NOTICE OF THE MEETING.
- 2 SHALL BE RESPONSIBLE FOR HAVING A COPY OF THE MINUTES AND BYLAWS ON HAND AT BOARD MEETINGS.
- 3 SHALL HANDLE ROUTINE CORRESPONDENCE AS DESIGNATED BY THE PRESIDENT.

D TREASURER

- 1 SHALL BE THE CUSTODIAN OF ALL THE FUNDS BELONGING TO GAPT, INC. AND SHALL DEPOSIT SUCH FUNDS IN THE NAME OF GAPT, INC. IN FDIC INSURED FINANCIAL INSTITUTIONS AUTHORIZED TO DO BUSINESS IN GEORGIA.
- 2 SHALL MAINTAIN ESSENTIAL AND CORRECT BOOKS AND RECORDS OF GAPT, INC.
- 3 SHALL DISPENSE FUNDS IN A TIMELY FASHION AND WITH APPROPRIATE DOCUMENTATION.

- 4 SHALL PREPARE FINANCIAL REPORTS AS REQUIRED BY THE BOARD OF DIRECTORS, AND COMPLETE ALL FEDERAL AND STATE TAX FORMS AS REQUIRED BY LAW.
- 5 SHALL BE BONDED IF REQUIRED BY THE BOARD OF DIRECTORS.

ARTICLE V

MEETINGS

SECTION 1 THERE SHALL BE AN ANNUAL MEETING OF THE MEMBERSHIP OF GAPT, INC. HELD ON A DATE TO BE DETERMINED BY THE BOARD OF DIRECTORS.

SECTION 2 WRITTEN NOTICE OF THE ANNUAL MEETING SHALL BE GIVEN TO THE MEMBERS AT LEAST TEN (10) DAYS BEFORE THE DATE OF THE MEETING.

SECTION 3 SPECIAL MEETINGS OF GAPT, INC. MAY BE CALLED AT ANY TIME BY A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS. WRITTEN NOTICE OF THE SPECIAL MEETING SHALL BE GIVEN TO THE MEMBERS AT LEAST TEN (10) DAYS BEFORE THE MEETING.

SECTION 4 QUORUM

A THE QUORUM AT ALL MEMBERSHIP MEETINGS SHALL BE A MAJORITY OF THE VOTING MEMBERS PRESENT. THE QUORUM FOR ALL BOARD MEETINGS SHALL BE THREE (3). A BOARD MEMBER MAY GIVE HIS PROXY IN ADVANCE IF IT IS KNOWN THAT THE BOARD MEMBER WILL BE ABSENT FROM A GIVEN MEETING.

B IF AGREED TO BY A MAJORITY OF VOTING MEMBERS PRESENT AT A MEMBERSHIP MEETING, ABSENT VOTING MEMBERS MAY BE POLLED FOR THEIR VOTES ON ISSUES VOTED UPON AT THE MEETING. LIKEWISE IF A QUORUM IS NOT PRESENT AT A BOARD MEETING, ABSENT BOARD MEMBERS MAY BE POLLED FOR THEIR VOTE ON ISSUES VOTED UPON AT THE MEETING.

ARTICLE VI

GOVERNANCE

SECTION 1 GAPT, INC. SHALL BE GOVERNED BY A BOARD OF DIRECTORS SUBJECT TO THE PROVISIONS OF GEORGIA LAW. THE BOARD MAY DELEGATE THE MANAGEMENT OF ITS BUSINESS AFFAIRS AND OTHER ACTIVITIES PROVIDED THAT THE BOARD RETAINS ITS ULTIMATE POWERS AND RESPONSIBILITIES.

SECTION 2 COMPOSITION

A THE BOARD OF DIRECTORS SHALL NUMBER FOUR AND SHALL CONSIST OF THE FOUR OFFICERS.

B ALL DIRECTORS SHALL BE ELECTED BY AND FROM THE MEMBERSHIP AT THE SAME TIME AS THE OFFICERS FOR TERMS OF FOUR (4) YEARS THAT COINCIDE WITH THE TERMS OF THE OFFICERS.

C THE TERM OF OFFICE OF EACH MEMBER OF THE BOARD OF DIRECTORS SHALL BE FOUR (4) YEARS AND SHALL BEGIN ON MAY FIRST FOLLOWING ELECTION.

D THE OFFICER/DIRECTORS SHALL SERVE AS THE NOMINATING COMMITTEE FOR THE PURPOSE OF CONDUCTING THE ELECTION.

E UPON THE DEATH OR RESIGNATION OF BOARD MEMBERS, THE BOARD OF DIRECTORS SHALL HAVE THE AUTHORITY TO APPOINT A MEMBER TO FILL THE REMAINING TERM.

F ALL OFFICER/DIRECTORS SHALL BE MEMBERS OF GAPT AND APT.

G THE BOARD OF DIRECTORS MAY REMOVE AN OFFICER/DIRECTOR FOR CAUSE. SUCH REMOVAL WILL REQUIRE THE UNANIMOUS VOTE OF THE REMAINING BOARD.

SECTION 3 THE POWERS AND DUTIES OF THE BOARD OF DIRECTORS SHALL BE:

A TO FORMULATE GAPT, INC. POLICIES AND RECOMMEND SUCH POLICIES TO THE MEMBERSHIP

WHEN IT IS DEEMED THAT MEMBERSHIP INVOLVEMENT IS WARRANTED; AND

B TO CONDUCT THE BUSINESS OF GAPT, INC. AND MAKE RECOMMENDATIONS TO THE MEMBERSHIP.

SECTION 4 THE BOARD OF DIRECTORS SHALL MEET AS DEEMED NECESSARY. ONLY BOARD MEMBERS ARE ELIGIBLE TO ATTEND BOARD MEETINGS; HOWEVER THE BOARD MEMBERS MAY INVITE OTHERS, AS THEY DEEM APPROPRIATE.

SECTION 5 EACH OFFICER/DIRECTOR SHALL HAVE THE ABSOLUTE RIGHT AT ANY REASONABLE TIME TO INSPECT, WHETHER IN PERSON OR REPRESENTED BY AN AGENT, ALL BOOK, RECORDS, DOCUMENTS, AND FACILITIES OF GAPT, INC.

ARTICLE VII

COMMITTEES

SECTION 1 APPOINTMENT OF COMMITTEES. THE PRESIDENT, SUBJECT TO CONFIRMATION BY THE BOARD OF DIRECTORS, SHALL NAME SUCH STANDING AND SPECIAL COMMITTEES AS MAY BE NEEDED TO CONDUCT THE ACTIVITIES OF GAPT, INC. AND MAY APPOINT THEIR RESPECTIVE CHAIR PERSONS.

ARTICLE VIII

CHAPTERS

SECTION 1 THE BOARD OF GAPT INC. MAY ACCEPT CHAPTERS BASED UPON THE CRITERIA THEY DEEM APPROPRIATE.

ARTICLE IX

NOMINATION AND ELECTION OF OFFICER/BOARD MEMBERS

SECTION 1 THE PROCEDURE AND TIMETABLE FOR NOMINATION AND ELECTION OF OFFICER/BOARD MEMBERS OF GAPT INC., IS AS FOLLOWS...

A ELECTIONS SHALL BE HELD EVERY FOUR YEARS. THE FIRST ELECTION SHALL BE TO NOMINATE AND

ELECT OFFICER/DIRECTORS FOR THE FOUR YEAR TERM BEGINNING MAY 1, 2006.

B ON DECEMBER 1, 2005 AND EACH DECEMBER 1 BEFORE SUBSEQUENT ELECTIONS, THE BOARD SHALL CAUSE TO BE PREPARED, A LIST OF ALL MEMBERS IN GOOD STANDING. PROVIDED THESE MEMBERS MAINTAIN CONTINUOUS MEMBERSHIP THROUGH FEBRUARY 1 OF THE ELECTION YEAR, THEY SHALL BE DEEMED TO BE ELIGIBLE TO VOTE AND/OR RUN FOR OFFICE. THIS LIST SHALL BE COMPILED FROM THE WEBSITE OF APT OR IF SUCH LIST IS NOT AVAILABLE, FROM OTHER ACCEPTABLE RECORDS OF APT.

C ON OR BEFORE DECEMBER 10, THE BOARD SHALL CAUSE ALL MEMBERS ON THE LIST TO BE NOTIFIED THAT THE PERIOD TO NOMINATE CANDIDATES FOR ELECTION IS OPEN AND THAT NOMINATIONS WILL BE ACCEPTED. MEMBERS ARE TO BE NOTIFIED THAT THE NOMINATION PERIOD WILL END ON DECEMBER 31.

THE NOMINATION PROCESS MAY BE HANDLED VIA EMAIL, POSTAL SERVICE, OR OTHER APPROPRIATE DELIVERY METHOD. THE BOARD WILL PROVIDE APPROPRIATE INSTRUCTIONS INCLUDING EMAIL ADDRESSES AND POSTAL DELIVERY ADDRESSES THAT ARE ACCEPTABLE.

D AFTER THE NOMINATION PERIOD IS CLOSED, THE BOARD WILL REVIEW THE LIST OF THOSE NOMINATED. IF MORE THAN TWO (2) CANDIDATES ARE NOMINATED FOR ANY POSITION, THE BOARD SHALL THEN DETERMINE THROUGH CONSULTATION WITH THOSE NOMINATED, WHICH CANDIDATES SHALL BE ALLOWED TO RUN. NO MORE THAN TWO (2) CANDIDATES SHALL BE ALLOWED TO RUN FOR ANY POSITION.

ALL CANDIDATES NOMINATED MUST AGREE TO RESPONSIBLY SERVE IF ELECTED.

E ON OR BEFORE JANUARY 10, BALLOTS SHALL BE DELIVERED VIA EMAIL, POSTAL SERVICE, OR OTHER APPROPRIATE DELIVERY METHOD, TO ALL MEMBERS ELIGIBLE TO VOTE.

TO BE COUNTED AND VALID, BALLOTS MUST BE SIGNED BY THE MEMBER AND MUST BE RECEIVED BY THE BOARD BY FEBRUARY 1. BALLOTS MAY BE DELIVERED VIA POSTAL OR OTHER APPROPRIATE DELIVERY METHOD AT THE ADDRESS SPECIFIED BY THE BOARD. BALLOTS CAN ALSO BE DELIVERED VIA EMAIL PROVIDED THE VOTER'S EMAIL ADDRESS CAN BE DETERMINED TO BELONG TO A MEMBER QUALIFIED TO VOTE.

F AFTER THE BALLOTS ARE COLLECTED, THEY SHALL BE OPENED AND COUNTED WITH AT LEAST TWO OFFICER/BOARD MEMBERS PRESENT. AT LEAST ONE NON-BOARD MEMBER SHALL ALSO BE PRESENT WHEN THE BALLOTS ARE OPENED AND COUNTED.

G THE CANDIDATE RECEIVING THE HIGHER NUMBER OF VOTES FOR EACH OFFICE SHALL BE ELECTED.

I THE CANDIDATES SHALL BE INFORMED OF THE RESULTS OF THE ELECTION. THEIR TERM WILL BEGIN ON MAY 1 FOLLOWING THE ELECTION.

SECTION 4

ALL BALLOTS, ENVELOPES, AND OTHER PAPERWORK RELATED TO THE ELECTION SHALL BE SEALED AND FILED WITH THE SECRETARY. SUCH MATERIALS SHALL BE HELD SECURE FOR FIVE YEARS FROM THE DATE THE BALLOTS ARE COUNTED AND THE RESULTS DETERMINED.

ARTICLE X

FINANCES

SECTION 1

DUES. ANNUAL GAPT INC. MEMBER DUES SHALL BE DETERMINED BY THE BOARD AND SHALL BE COLLECTED FOR GAPT INC. BY APT. APT WILL THEN FORWARD THE FUNDS ON A QUARTERLY OR OTHER APPROPRIATE BASIS.

SECTION 2

FINANCIAL REPORTS FOR THE MEMBERSHIP. THE TREASURER SHALL PREPARE AN ANNUAL FINANCIAL STATEMENT FOR THE ANNUAL MEMBERSHIP MEETING. IT SHALL SHOW ASSETS AND LIABILITIES AS OF

DECEMBER 31 ALONG WITH CASH RECEIPTS AND DISBURSEMENTS FOR THE YEAR THEN ENDED. THOSE MEMBERS NOT IN ATTENDANCE MAY REQUEST A COPY AT A LATER TIME.

SECTION 3 BONDING. THE TREASURER SHALL BE BONDED AS THE BOARD OF DIRECTOR DEEMS NECESSARY.

SECTION 4 FISCAL YEAR. THE FISCAL YEAR OF GAPT INC. SHALL END ON DECEMBER 31 EACH YEAR.

ARTICLE XI

PARLIAMENTARY AUTHORITY

SECTION 1 ROBERT'S RULES OF ORDER, REVISED (BY HENRY MARTIN ROBERT) SHALL GOVERN PROCEEDINGS OF GAPT, INC. NOT OTHERWISE SPECIFIED IN THE BY-LAWS.

ARTICLE XII

AMENDMENTS

SECTION 1 A THREE-QUARTER VOTE OF THE BOARD SHALL BE REQUIRED TO AMEND OR REPEAL THESE BY-LAWS. PROPOSED AMENDMENT(S) MUST BE SUBMITTED TO THE DIRECTORS FOR ADVANCE REVIEW AND CONSIDERATION. ANY MEMBER IN GOOD STANDING MAY PROPOSE AMENDMENTS.

ARTICLE XIII

EFFECTIVE DATE

SECTION 1 THESE BY-LAWS SHALL SUPERCEDE ALL PRIOR BY-LAWS OF GAPT, INC. INCLUDING AMENDMENTS THERETO.

SECTION 2 THESE BY-LAWS SHALL TAKE EFFECT IMMEDIATELY UPON ADOPTION BY THE MEMBERSHIP.

THERE HAVE BEEN NO AMENDMENTS TO THESE BY-LAWS