



Association for Applied and Therapeutic Humor Bylaws *Updated August 2015*

Article I Name and Location

Section 1. The name of this organization shall be the Association for Applied and Therapeutic Humor.

Section 2. Offices of the Association shall be located in such locality as may be determined by the Board of Directors.

Article II Objectives

Section 1. The objectives of this Association shall be to:

1. Develop a community of people interested in humor and/or laughter;
2. Function as an interdisciplinary network for its members;
3. Educate professionals and audiences about the applied and therapeutic uses of humor and laughter;
4. Disseminate relevant information through conferences, publications, websites and networking opportunities;
5. Serve as a resource for information relevant to our mission;
6. Develop, promote, conduct, and identify the need for research that further investigates the applied and therapeutic roles humor and laughter play in well-being;
7. Encourage, support, and report on innovative programs that incorporate the applied and therapeutic uses of humor and laughter.

Article III Membership

Section 1. Qualifications. Membership in this Association shall be open to:

- professionals who incorporate humor and/or laughter into their lives and work;
- people committed to humor, and/or laughter;
- scholars and researchers who study humor and/or laughter; and
- people who feel they would benefit from this organization.

Section 2. Membership categories, voting criteria, and membership conditions shall be determined by the Board of Directors and shall reflect consideration for encouraging a wide range of member demographics and disciplines.

Section 3. Resignation. Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid to the Association.

Section 4. Expulsion. Any member who violates these Bylaws may be expelled from the Association, after the Board of Directors receives written complaint of such violation, and after hearing with fair opportunity for the member to be heard before the Board of Directors. Expulsion may only occur if, after such a hearing, the Board of Directors votes for expulsion, with a four-fifths (4/5) majority or more. The matter is then terminated, and the member is expelled for a minimum of one (1) year, after which time the member may request membership in writing to the Board of Directors. A majority of four-fifths (4/5) of the Board of Directors shall be required to reinstate an expelled member.



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Article IV Organizational Structure

Section 1. Organization. To achieve the objectives of the AATH, the President, Executive Committee, and/or Board of Directors may, at its discretion, establish organizational units, such as boards, councils, or divisions, to serve special interests and meet the needs of the Association's members.

Each member of a section may have a vote in the affairs of that section subject to the overall Board of Directors' control. The Board of Directors shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualification for membership, unless these are otherwise stated by these Bylaws.

Section 2. Allied Organizations. For the mutual benefit of all, for the advancement of understanding of the values of applied and therapeutic humor in our lives, and in order to further the objectives of AATH, the Board of Directors may establish relationships with other not-for-profit groups (as designated by IRS 501(c)(3) tax status) that address similar interests. The Board of Directors may establish terms and conditions considered mutually beneficial for relating to recognized organizations, and that are fully compatible with applicable laws.

Article V Dues

Section 1. Establishment of Dues. Dues for membership shall be established by the Board of Directors.

Section 2. Delinquency and Cancellation. The Board of Directors shall determine the point at which unpaid membership renewals shall result in removal from the membership roster and cessation of membership benefits.

Section 3. Refunds. No dues shall be refunded to any member whose membership terminates for any reason.

Article VI Meetings of Members and Voting

Section 1. Annual Business Meeting. The Annual Business Meeting of the Association shall be held at such place and on such a date as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by twelve and one-half percent (12 1/2%) of the membership, within thirty (30) days after filing of such request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time. The Board of Directors has the responsibility to determine the time and place of such meeting and the method for voting called.

Section 3. Regional Meetings. Regional meetings of the Association may be held at such place and time as shall be approved by the Board of Directors.

Section 4. Notice of Meetings. Advance notice of the Annual Business Meeting will be given. Notice of any special meeting of the Association at which official Association business is to be transacted shall be mailed to the last known address of each member not less than ten (10) nor more than forty (40) working days before the date of the meeting.



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Section 5. Voting in Person. At all business meetings of the Association, each member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

Section 6. Voting. Proposals to be offered to the members shall first be approved by the Board of Directors unless the proposal is endorsed by twelve and one-half percent (12 1/2%) of the members.

Section 7. Cancellation of Meetings. The Board of Directors may cancel any Annual Business Meeting for cause.

Article VII Board of Directors

Section 1. Authority and Responsibilities. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, its committees, and publications; shall determine its policies or changes therein; shall actively work toward its objectives; and shall supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Board Members. The officers of AATH shall be a President, President-elect, Treasurer, and Secretary. The immediate Past President shall remain as a Board Member with full voting rights for two years following his/her term as President. Additional board positions may be created by the Board of Directors as deemed necessary and prudent.

Section 3. Advisory Board Members. The President may appoint individuals whose expertise and experience would be of value to the Board in an advisory capacity. **Advisory Board Members have no voting rights** on the Board. The term of office for an Advisory Board Member is up to the discretion of the appointing president.

Section 4. Qualifications for Board Members. Any member in good standing shall be eligible for nomination and election to any elective office of this Association.

Section 5. Nominations. The Nominating Committee, acting in accordance with Article IX, 2, shall present one or more nominees for each seat on the Board that is vacant or is about to expire. Any person so nominated shall have given prior consent to nomination.

Section 6. Term of Office. Each appointed Board Member shall take office immediately upon installation and shall serve for a term of three (3) years or until a successor is duly, appointed and qualified. Each elected officer shall serve for a term of two (2) years and shall serve concurrently as a member of the Board of Directors.

Section 7. Re-election. Upon completion of a full term, no member of the Board of Directors, with the exception of the Treasurer, may be eligible for reappointment or re-election to that seat until at least one (1) year shall have elapsed. Appointed members shall remain eligible for an elected position during or at the conclusion of their three-year term.

Section 8. Vacancies – Removal. Vacancies in any elective office may be filled by the Board of Directors for the balance of the term thereof. The Board of Directors, by a simple majority vote of its members, may remove any Board Member from the Board for cause at any regular or special meeting of the Board. Cause may



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include, but is not limited to, absence from **three** consecutive board meetings. Such absences need not be deemed as just cause for automatic removal, but shall be addressed on a case-by-case basis to determine the ability of the individual to serve as a contributing member of the Board of Directors.

Section 9. Meetings of the Board. A regular meeting of the Board of Directors shall be held no less than one (1) time each administrative year at such time and at such place as the Board may prescribe. Meetings may be held by conference telephone call due to geographical distance. Notice of all such meetings shall be given to the Board Members not less than five (5) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any two (2) Board Members, by notice mailed, delivered, telephoned, or emailed to each member of the Board of Directors not less than forty-eight (48) hours before the meeting is held.

Section 10. Quorum of the Board. At any meeting of the Board of Directors, a majority (fifty-one percent [51%]) of the voting members of the board shall constitute a quorum for the transaction of the business of the Association, unless otherwise specified in these Bylaws, and any such business thus transacted shall be valid.

Section 11. Voting. Voting rights of a Board Member shall not be delegated to another, but may be exercised by written proxy.

Section 12. Voting by mail/email/telephone. Action taken by members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board. In the case of email votes, records shall reflect the vote of each voting member, including date and time at which said vote was cast.

Article VIII Duties of Officers

Section 1. President. The President shall be the chief elected officer of the Association and shall serve as Chairman of the Board of Directors. At the Annual Business Meeting of the Association and at such other times deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The President shall perform such other duties as are necessary incident of the office of Chairman of the Board and President, as may be prescribed by the Board of Directors.

Section 2. President-elect. The President-Elect shall have such powers and perform such duties as the Board or the President may prescribe or as the President may delegate to him or her. At the request of the President or in case of his or her absence or inability to act, the President-Elect shall perform the duties of the President, and when so acting shall have all powers of, and be subject to all the restrictions upon, the President. The President-Elect shall also succeed to the Presidency after the completion of the President's two-year term or upon resignation, removal from office, or death.

Section 3. Treasurer. The Treasurer shall oversee the following: The Association's funds and financial record-keeping; and, further, shall report on the financial conditions of the Association at all meetings of the Board of Directors and at other times called upon by the Chairman of the Board.

Section 4. Secretary. The Secretary shall oversee the proper recording of proceedings of meetings of the Association and the Board of Directors.



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Section 5. Past President. The immediate Past President shall serve in an advisory capacity as a member of the Board of Directors.

Section 6. Annual Reports. An annual report of all activities shall be submitted by each Officer of the Board at the annual meeting of the Board of Directors.

Section 7. Absence. Any Officer who has been absent from **two (2)** consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an Officer as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 8. Compensation. Board Members shall not receive any compensation for their services as Board Members. Reimbursement for expenses for the sole purpose of conducting Association business does not constitute compensation. Any expenses submitted for reimbursement must have been included in the annual budget prior to incurring the expense, and approval to receive reimbursements shall be agreed upon with the Executive Secretary and the Board of Directors prior to incurring the expense.

Section 9. Indemnification. Every Board Member, employee of the Association and such others as specified from time to time by the Board of Directors, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them, in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Board Member or employee of the Association at the time such expenses are incurred, except in such cases wherein willful misfeasance or malfeasance in the performance of duties occurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Article IX Special and Standing Committees

Section 1. Standing Committees. The Board, by resolution and adopted by the majority of the full board, may designate from among its members one or more committees, each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise the authority given them by the Board. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, nor any member thereof, of any responsibility imposed by law.

Section 2. Nominating Committee. The President shall appoint, with the approval of the Board of Directors, a Nominating Committee, which shall consist of a minimum of three (3) members, at least one (1) of whom shall be a Board Member of the Association. At least one (1) member of the Nominating Committee shall be reappointed to the following year's Nominating Committee to ensure continuity. The Nominating Committee shall nominate a minimum of one (1) candidate for each Board position for the ensuing term and shall notify the membership of its choice not less than forty-five (45) days before the election. Fifteen (15) days shall be allowed for nominations from the membership. Any member nominated by a petition of 25 percent of the voting membership and agreeing to have his or her name placed onto the ballot shall be placed on the ballot.

The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition. The Nominating Committee shall conduct an election in which each member will have one vote to



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cast for each officer position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected. Results of the election shall be announced no later than the next Annual Meeting, and **shall be published in the official AATH publication** as soon after the election as possible.

Article X Executive and Staff

Section 1. Appointment. The Board shall employ a salaried Chief Executive who shall have a title reflective of the person's duties and whose term and conditions of employment shall be specified by the Board. The Board of Directors has the authority to determine the ongoing compensation and other financial arrangements of the Chief Executive. Such data shall be reported in the Annual Report.

Section 2. Authority and Responsibility. The Chief Executive shall manage and direct all activities of the Association subject to the policies of the Board of Directors. The Chief Executive shall employ and may terminate the employment of staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Chief Executive shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The Chief Executive shall serve as an ex-officio member of the Board of Directors with no voting rights.

Article XI Finance

Section 1. Fiscal Period. The fiscal period of the Association shall be prescribed by the Board of Directors.

Section 2. Budget. The Board shall adopt an annual operating budget covering all activities of the Association.

Within sixty (60) days following completion of the financial year, the Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

Article XII Dissolution

Section 1. Dissolution/Funds. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, nor be distributed to, the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to the one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XIII Rules of Order

Section 1. Rules of Conduct. The rules contained in the current edition of "Robert's Rules of Order" shall govern the conduct of meetings of the Association in all cases to which they are applicable, and to the extent that they are not inconsistent with the Bylaws nor any special rules the Association may adopt.



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Article XIV
Amendments

Section 1. Proposing. Amendments to or a repeal of these Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by twelve and one-half percent (12 1/2%) of the membership. The Board of Directors shall present all such proposals to the membership with or without endorsement.

Section 2. Approval. Amendments to or a repeal of these Bylaws shall be approved by one of the following: A two-thirds (2/3) affirmative vote of the membership present and voting at any Annual Business Meeting or special meeting of the Association, duly called, provided written notice of proposed changes have been sent to the membership thirty (30) days before such meeting; or by a majority vote of the membership voting by a thirty-day (30) mail ballot; **or amendments to these Bylaws may be made by the Board of Directors provided sixty (60) days prior notice is included in a publication of the Association.**