

REVISED BYLAWS, POLICIES, AND PROCEDURES
of
**THE COLORADO SCHOOL FOR FAMILY THERAPY(FORMERLY THE
FAMILY THERAPY/ PLAY THERAPY INSTITUTE) AND ITS BOARD OF
DIRECTORS**

| | | |
|--------------|---------------------------------|---------|
| Article I | Offices | Page 1 |
| Article II | Nonprofit Purposes | Page 2 |
| Article III | Directors | Page 3 |
| Article IV | Officers | Page 7 |
| Article V | Committees | Page 11 |
| Article VI | Instruments, Deposits and Funds | Page 12 |
| Article VII | Records, Reports, and Seal | Page 13 |
| Article VIII | Tax Exemption Provisions | Page 13 |
| Article IX | Structure Corporate Structure | Page 14 |
| Article X | Amendment of Bylaws | Page 14 |
| Article XI | Construction and Terms | Page 15 |
| Article XII | Adoption of Bylaws | Page 16 |

ARTICLE I - OFFICES

SECTION 1. PRINCIPAL OFFICE AND CHANGE OF NAME

The principal office of the corporation is located in Arapahoe County in the State of Colorado at 12101 East Second Avenue, Suite 101, Aurora, Colorado, 80011. As of July 12, 2006 the name of The Family Therapy/Play Therapy Institute is changed to The Colorado School for Family Therapy. The corporation is referred to as "The School" in this document.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date , and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

.SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

SECTION 4. MEMBERSHIP

The corporation will have no voting members.

By-Laws of the School – Page 2

ARTICLE II. NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501 (c) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes specified in Section 501 (c) (3) of the federal Internal Revenue Code, including, for such purposes, the making and distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and for any other lawful purpose.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The corporation will have no voting members. The specific objectives and purposes of this corporation shall be consistent with the mission statement of The Colorado School for Family Therapy (hereafter referred to as the School). The School's mission statement is:

Providing quality systematic/relational therapy to diverse individuals, couples, families and teaching, supervising and mentoring the next generation of therapists for diversity, business and career development, licensure, clinical practice, and leadership.

SECTION 3. NON-DISCRIMINATION STATEMENT

The administrative, training, education, clinical, therapeutic and supervisory practices are guided shall be consistent with the School's non-discrimination policy:

The Colorado School for Family Therapy practices equal opportunity and does not discriminate in the admission of students, in the provision of services, or in employment on the grounds of race, religion, culture, health, spirituality, socioeconomic status, skin color, age, gender, class, sexual orientation, ethnicity, physical ability, nationality, or veteran status.

SECTION 4. DIVERSITY STATEMENT

Comprehensively, the School's various policies and practices shall conform to its

diversity statement.

The Colorado School for Family Therapy provides a learning context in which understanding and respect for diversity and non-discrimination are fundamentally addressed, practices, and valued in our curriculum, program structure, and clinical training. In accordance with COAMFTE accreditation standards, the Institute recruits and retains a diverse faculty, board of directors, student body, clinical supervision staff, and clinical site selection list; addresses issues related to power and privilege as they relate to sociocultural factors; and provides students with opportunities to work with a diverse client population during their matriculation.

.By-Laws of the School – Page 3

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. NUMBER

A. The corporation shall have, as required by State of Colorado law, a minimum of three (3) Board of Director members and collectively they shall be known as the Board of Directors. This Board is a governing board for this nonprofit corporation. Dr. Reo N. Leslie, Jr. is recognized as the Founding Director and is designated as a Director for life. He can only be removed for cause by unanimous (100%) vote of the Board (with Dr. Leslie abstaining) for wanton misconduct defined in these Bylaws, Policies, and Procedures.

B. Consistent with the Commission on Accreditation for Marriage and Family Therapy Education (hereafter referred to as COAMFTE) Standards of Accreditation, Version 10.2, 100.04 and 100.05 on diversity the Institute, reflecting its roots as a faith-based organization, will use the Biblical tithes as a standard and require that a minimum of 10% of all Board of Director members be racial, cultural, ethnic, linguistic, or sexual minorities.

C. Whenever possible, the Board of Directors will have a Student Representative from the current student body, a Faculty member currently employed and teaching in the MFT Program, and an attorney specializing in criminal defense law, mental health law, and nonprofit organization law.

D. The Founder/ CEO is the Founding Director of the Board of Directors with vote. All other members of the Board of Directors shall also be voting members. The number of members will always be an odd number.

SECTION 2. QUALIFICATIONS

A. Directors shall be of the age of majority in the State of Colorado. Other qualifications include their demonstrated orientation to promoting and

enhancing individual and organizational development as considered by the founding directors and incorporators.

- B. Board members shall be selected and elected by the current Board members in consultation with the Founder/CEO.

SECTION 3. POWERS

- A. Subject to the provisions of the laws of the State of Colorado and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- B. The Board of Directors is a governing board consistent with the laws of the State of Colorado.

By-Laws of the School – Page 4

SECTION 4. DUTIES

It shall be duty of the directors to:

- A. Perform any or all duties imposed on them collectively or individually by law, by the Articles of Incorporation, and by these Bylaws;
- B. Appoint and remove, employ and discharge and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, employees, and independent contractors of the corporation;
- C. Supervise all officers, agents, employees, and independent contractors of the corporation to assure that their duties are performed properly;
- D. Meet at such times and places s required by these Bylaws;
- E. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or E-mailed to them at such addresses shall be valid notice thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies. The members of the Board of Directors may be re-elected to a maximum of three additional two (2) year terms for a maximum of eight (8) years of service.

SECTION 6. COMPENSATION

- A. Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board.
- B. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE AND MANNER OF MEETINGS

- A. Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board, or at such other place as may be designated from time to time by resolution of the Board of Directors.
- B. Meetings and votes by the Board of Directors may also be conducted by email, telephone, video conferencing, internet conferencing, and other electronic means.

SECTION 8. REGULAR MEETINGS

A. Regular meetings of Directors shall be held at least quarterly. The Founder/CEO, Assistant Director, and all possible Board of Director members must be properly notified and present at all regular meetings.

By-Laws of the School – Page 5

B. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board.

SECTION 9. SPECIAL MEETINGS

- A. Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Founder/CEO, the Assistant Director, by any two directors, or, if different, by the persons specifically authorized under the laws of the State of Colorado to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting, or by means referred to in Section 7 of the Bylaws.
- B. No meetings of the Directors may be called or held without the notification or knowledge of all Board Members, the Founder/CEO, and the Assistant Director.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- A. *Regular Meetings.* Written notice shall be given for all regular meetings of the Board of Directors. The notice shall include or be accompanied by notification of matters intended to be acted upon at the meeting.
- B. *Special Meetings.* At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or Email notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission.
- C. *Waiver of Notice.* Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws of the State of Colorado, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be to the giving of such notice. A waiver of notice is also possible, and required, in the case of an emergency meeting or vote by the Board of Directors. Emergency meetings or votes may also be conducted in the manner described in Section 7.

By-Laws of the School – Page 6

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors, and, except as otherwise provided under the Articles of Incorporation, these By-laws, or provisions business shall be considered by the Board at any meeting at which the required is not present, and the only motion which the Chair shall entertain at such meeting is the motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

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

unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage of different voting rules for approval of a matter of the board.

SECTION 13. CONDUCT OF MEETINGS

A. Meetings of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been designated or, in his or her absence, the President of the corporation, or, in his or her absence, by the Vice President of the corporation, or in the absence of these persons, by a Chairperson chosen by a majority of the directors present at the meeting.

B. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

C. Meetings shall be governed by Roberts Rules of Order as such rules are consistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES

A. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

B. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

C. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General of the State of Colorado or other appropriate agency of this state.

By-Laws of the School – Page 7

SECTION 15. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles or Incorporation, these Bylaws, or provisions of law.

ARTICLE IV. OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

- A. The officers of the corporation shall be a Founder/CEO, an Assistant Director, a Secretary, and a Treasurer.
- B. The corporation may also have a Chairperson of the Board, Board of Director members, Committees (both Ad Hoc and Permanent) , and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person may serve as officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The Founder/CEO is a Founding Director with vote and a lifetime tenure.

SECTION 4. REMOVAL AND RESIGNATION

A. Any officer may be removed, with exception of the Founder/CEO, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Founder/CEO or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

B. The above provisions of this Section shall be superseded by any conflicting terms of a contract which been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

A. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of an officer shall be filled by the Board of Directors.

B. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President. Until such time as the Board shall fill the vacancy.

C. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF THE FOUNDER/CHIEF EXECUTIVE OFFICER (CEO)

A. The Founder/Chief Executive Officer (CEO) shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.

B. The Founder/Chief Executive Officer (CEO) shall perform all duties incidental for his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or other directives which may be prescribed from time to time by the Board of Directors.

C. Unless another person is specifically appointed as Chairperson of the Board of Directors, the Founder/CEO shall preside at all meetings of the Board of Directors.

D. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Founder/CEO shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

E. The Board of Directors delegates to the CEO the power to administer, direct, and manage the day to day financial and administrative operations of the corporation, and hire and fire independent contractors, employees, program directors, faculty (both full time and adjunct), relate to entities in the community and government such as accreditation, approval, and regulatory bodies, insure Institute operations are consistent with required standards, and carry out any other duties determined as necessary by the Board of Directors.

F. The Founder/CEO shall report to the Board of Directors at every regular or special Board of Directors meeting.

G. A unanimous, one hundred percent (100%), vote of Board of Directors members shall be required to remove the Founder/CEO of the Institute.

H. The Founder/CEO can or will be removed only for reasons of unethical, incompetent, illegal, or irresponsible behavior or an inability to perform the duties of the office. In such case, the Founder/CEO shall retain the right of appeal through the judicial processes of the State of Colorado.

SECTION 7. DUTIES OF THE ASSISTANT DIRECTOR

- A. In the absence of the Founder/CEO, or in the event of the inability or refusal to act, the Assistant Director, shall perform all the duties of the Founder/CEO, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Founder/CEO.
- B. The Assistant Director shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF THE SECRETARY

The Secretary shall:

A. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

B. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

C. See that all notices are duly given in accordance with the provisions of these

Bylaws or as required by law.

D. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

By-Laws of the School – Page 10

E. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws and the minutes of the proceedings of the directors of the corporation.

F. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board of Directors.

SECTION 9. DUTIES OF THE TREASURER

The Treasurer shall:

A. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

B. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

C. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

D. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.

E. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request thereof.

F. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

H. In general, perform all duties to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

A. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or from the corporation.

By-Laws of the School – Page 11

B. Compensation for the officers of the corporation, especially the Founder/CEO, will be reflective of the Institute's faith-based and social justice roots, will be fair and reflect the market value in the nonprofit sector of the services provided by the officers and the generally accepted standards of practice for compensation, salary, and benefits of officers in the nonprofit sector, including, but not limited to, the religious, mental health, and educational sectors.

C. The compensation of officers, including salary and benefits, shall be reviewed and evaluated on an annual basis by the Board of Directors, and, if necessary adjusted on a full-time equivalent percentage basis.

SECTION 11: ANNUAL EVALUATION

The Board of Directors will, at the final regular meeting of each year, or in a special meeting, evaluate the performance and compensation of each officer of the corporation.

ARTICLE V. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

A. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of at least three board members and may designate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

B. By a majority vote of its members, the board may at all times revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease by not below (two) the number of the members of the Executive Committee from the members of the board.

C. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

By-Laws of the School – Page 12

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

- A. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee.
- B. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings or committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VI. INSTRUMENTS

SECTION 1. EXECUTION OF INSTRUMENTS

- A. The Board of Directors, except as otherwise provided in these Bylaws, may by

resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

- B. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for nay purpose or in any amount

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Founder/CEO of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the corporation.

ARTICLE VII. CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- A. Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of assets, liabilities, receipts, disbursements, gains and losses;

- C. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date. The amendment included the change of name to the Colorado School for Family Therapy.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. PERIODIC REPORT

The board of directors shall cause any annual or periodic report to be prepared and delivered to an office of the State of Colorado to be prepared and delivered within the time limits set by law and/or regulation.

ARTICLE VIII. IRC 501 (c) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

A. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 5012 (c) (3) of the Internal revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

By-Laws of the School – Page 14

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes with the meaning of Section 01 (c) (3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Colorado.

ARTICLE IX. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE X. STRUCTURE OF THE COLORADO SCHOOL FOR FAMILY THERAPY

SECTION 1. PROGRAMS OF THE INSTITUTE

The nonprofit corporation shall consist of two programs: A School for Mental Health professionals and a Counseling Center.

SECTION 2. THE COUNSELING CENTER

A. The Counseling Center, currently called the Healing Place, will be staffed by Institute psychotherapists, students, and/or interns and supervised by licensed and/or AAMFT Approved Clinical Supervisors.

B. The Counseling Center may have more than one location and will have a systemic/relational theoretical orientation.

C. All Counseling Center client records, informed consent forms, policies and procedures, and documentation will be consistent with current Colorado law and current HIPAA standards.

By-Laws of the School – Page 15

SECTION 3. THE SCHOOL'S STANDARDS

The School will maintain proper standards consistent with Colorado regulatory authorities (such as the Department of Regulatory Agencies and the Department of

Higher Education, Division of Private Occupation Schools), the Internal Revenue Service, and appropriate accreditation and approval bodies (such as the COAMFTE).

SECTION 4. STUDENTS OF THE MFT TRAINING PROGRAM

A. Consistent with COAMFTE Standards of Accreditation, Version 10.2, 100.04 and 100.05, the School shall seek to have a minimum of 10% of Marriage and Family Therapy (MFT) training program students will be racial, cultural, ethnic, linguistic, or sexual minorities.

B. The School shall, if necessary, utilize work study and scholarships to maintain compliance with the above mentioned COAMFTE standards and its own definition of diversity.

SECTION 5. MFT TRAINING PROGRAM INVOLVEMENT WITH THE AAMFT AND CAMFT

The School shall encourage all MFT Training Program staff, faculty, students, and alumni to maintain membership in good standing with the American Association for Marriage and Family Therapy (AAMFT) and to provide leadership in the local AAMFT Division; the Colorado Association for Marriage and Family Therapy (CAMFT).

ARTICLE XI. CONSTRUCTION AND TERMS

SECTION 1. DOMINANT DOCUMENT

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

SECTION 2. REMAINING PROVISIONS

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

SECTION 3. IRS REFERENCES

A. All references in these Bylaws to the Articles of Incorporation shall be to the founding document of this corporation filed with, approved, and accepted by the Colorado Secretary of State, used to establish the legal existence of this corporation.

B. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XII. ADOPTION OF BY-LAWS

We hereby subscribe to and confirm the adoption of these By-Laws, consisting of the preceding 16 pages, by the Board of Directors of the Colorado School for Family Therapy as the Bylaws of this corporation on this date:

| | | |
|----------------------------------|------------------------------------|---------------|
| _____ Reo N. Leslie, Jr. | _____ Director | _____ Date |
| _____ Evelyn Leslie | _____ Assistant Director | _____ Date |
| _____ Leona M. Abdullah-Allen | _____ Chair Person of the Board | _____ Date |

