

BYLAWS
OF
ASSOCIATION FOR SANDTRAY THERAPY

ARTICLE I
OFFICES

Section 1. Principal and Business Offices. The Corporation may have such principal and other business offices either within or without the State of Arkansas as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation shall be identical with the principal office in the State of Arkansas. The street address of the Corporation's initial registered office is 2605 Southwest Square, Jonesboro, Craighead County, Arkansas, 72401. The address of the registered office and the registered agent at that address may be changed from time to time by the Board of Directors.

ARTICLE II
BOARD OF DIRECTORS

Section 1. General Powers, Qualifications and Number. The business affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Initially, the Board of Directors shall be composed of five (5) members. The initial members of the Board of Directors shall consist of Amy Flaherty, Beth Moore, Virginia Willis, Nicole West, and Megan Simpson. The number of directors may be increased or decreased by a vote of a majority of the directors of the Corporation, but shall be no less than three (3) members. Successor members of the Board of Directors shall be elected by the members of the Corporation as set forth in Article IV below.

Section 2. Term of office. Directors shall serve a term of six (6) years, provided that two of the Directors of the initial Board of Directors shall be designated to serve a five-year term and three Directors shall be designated to six-year terms. Thereafter, as the terms of office of the initial Directors shall expire, the terms of office of all newly elected Directors shall be for three years.

Section 3. Quorum of Directors. Unless otherwise provided, the presence of a majority of the entire Board shall constitute a quorum for the transaction of business.

Section 4. Meetings. The Board of Directors shall hold meetings as often as necessary but at least annually for the transactions of business as may be brought before it. The Secretary shall give notice to the Board at least five days prior to the date of the meeting. Special meetings may be called by the President or any member of the Board provided at least two-day notice is given to the members of the Board of Directors. Notice may be given to each member by U.S. Mail, telephone, facsimile transmission or by electronic mail at the Director's last known mailing address, telephone number or e-mail address.

Section 5. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by the articles of incorporation or by these bylaws.

Section 6. Conduct of Meetings. The President shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any assistant secretary or any director or any

other person present to act as secretary of the meeting. Unless otherwise restricted by the articles of incorporation, members of the Board of Directors may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE III OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person. The duties of the officers shall be those enumerated herein and any further duties designated by the Board of Directors. The duties herein specified for particular officers may be transferred and vested in such other officers as the Board of Directors shall elect or appoint from time to time and for such periods or without limitation as to time as the Board shall order.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the year of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

Section 3. President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall execute the policies of the Board of Directors, and shall sign on behalf of the Corporation, contracts and other instruments, which are authorized and proper in the conduct of the

business of the Corporation. The President shall appoint all Committees of the Board of Directors and shall be an ex-officio member of such Committees.

Section 4. Vice-President. The Vice-President shall perform such executive duties and possess such of the powers of the President as shall from time to time be delegated to the Vice-President by the President or the Board of Directors. In the absence of the President or in the event of the President's resignation, death or disability for any cause, the Vice-President shall perform the duties and shall have all the powers of the President.

Section 5. Treasurer. The Treasurer shall have custody of corporate funds and securities. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation and shall render to the President or the Board of Directors whenever they may require it an account of his or her transactions as Treasurer and of the financial condition of the Corporation. The Board of Directors may require the Treasurer to furnish bond.

Section 6. Secretary. The Secretary shall attend all meetings of the Directors and shall keep a true and complete record of the proceedings of those meetings. The Secretary shall keep the seal of the Corporation and, when directed by the Board of Directors, shall affix it to any instrument requiring it. The Secretary shall give notice of all meetings of Directors and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

Section 7. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer or his agent for the

Corporation in his stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally. Such assistant or acting officer, or other agent so appointed by the Board of Directors, shall have the power to perform all the duties of the office to which he is so appointed to be assistant or as to which he is so appointed to act except to such power which may be otherwise defined or restricted by the Board of Directors.

ARTICLE IV MEMBERS

Section 1. Number. Initially, the Corporation shall have five (5) members. The initial members shall consist of Amy Flaherty, Beth Moore, Virginia Willis, Nicole West, and Megan Simpson. The number of members may be increased by a majority vote of the Board of Directors.

Section 2. Election. Members shall be elected by a majority vote of the Board of Directors.

Section 3. Dues. The Board of Directors may determine the amount and payment terms of an initiation fee, if any, and dues payable to the corporation by the members. When any member shall be in default in the payment of dues for a period of thirty (30) days from the date on which such dues became payable, his or her membership may be terminated by the Board of Directors in the manner provided in Article V of these bylaws

Section 4. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary. The resignation of a member does not relieve the member from any

obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

Section 6. Transfer. Membership in this Corporation is not transferable or assignable.

Section 7. Meetings. The members shall hold meetings as often as necessary but at least annually for the purpose of electing directors and for the transactions of business as may be brought before them. The Secretary shall give notice to the members at least ten days, but not more than sixty days, prior to the date of the meeting. Special meetings may be called by the President or a majority of the members provided at least ten-days, but not more than sixty-days, notice is given to the members. Notice may be given to each member by U.S. Mail, telephone, facsimile transmission or by electronic mail at the Director's last known mailing address, telephone number or e-mail address.

Section 8. Quorum of Members. Unless otherwise provided, the presence of a majority of the members shall constitute a quorum for the transaction of business.

Section 9. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members unless the act of a greater number is required by law or by the articles of incorporation or by these bylaws.

Section 10. Conduct of Meetings. The President shall call meetings of the members to order and shall act as chairman of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any assistant secretary or any member or any other person present to act as secretary of the meeting. Unless otherwise restricted by the articles of incorporation, members may participate in a meeting by means of conference telephone or

similar communication equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE V
REMOVAL FROM OFFICE OF DIRECTORS, OFFICERS, AND MEMBERS

Section 1. Directors. Any Director may be removed or suspended for cause by a vote of the majority of the Board of Directors or by a vote of the majority of the members.

Section 2. Officers. Any officer may be removed or suspended for cause by a vote of a majority of the Board of Directors.

Section 3. Members. The Board of Directors may suspend or expel a member for cause after an appropriate hearing in compliance with the provisions of Ark. Code Ann. 4-33-621, and may, by a majority vote of those present at any regular or special meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article IV of these bylaws.

ARTICLE VI
CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 1. Contracts. Leases, deeds, mortgages, and contracts not in the ordinary course of business shall be executed by the President or the Vice-President and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure for their execution. The President may execute contracts in the ordinary course of business on behalf of the Corporation, and such authority shall be general, unless confined to specific instances by resolution of the Board of Directors.

Section 2. Checks, Notes, Drafts, etc. All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 3. Loans. All loans, notes and other evidences of indebtedness issued in the name of the Corporation shall be signed by the President of the Corporation, or as shall otherwise be determined by or under the authority of a resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as may be selected by or under the authority or a resolution of the Board of Directors.

ARTICLE VII
FINANCES

The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks as the Board of Directors shall designate and shall be drawn out only by check signed by any one or more officers or employees designated by the Board of Directors.

ARTICLE VIII
GENERAL

Section 1. Seal. The Board of Directors may provide for a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Arkansas".

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31.

Section 3. Liability of Officers and Directors. The Officers and Directors shall not be individually liable for the Corporation’s debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Arkansas shall not be denied or limited by these bylaws.

ARTICLE IX
AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors by affirmative vote of not less than a majority of the directors present at any annual or special meeting of the Board of Directors at which a quorum is in attendance.

Dated this 4/16/2019 day of April, 2019.

DocuSigned by:
Amy Flaherty
Amy Flaherty, President

ATTEST:

DocuSigned by:
Virginia Willis
Virginia Willis, Secretary