AMENDED AND RESTATED

BYLAWS OF

The New York Association for Play Therapy, Inc.

ARTICLE 1

Name, Offices and Mission

1.1. Name. The name of this Corporation is The New York Association for Play Therapy, Inc. (the "Corporation").

1.2. Offices. The principal office of the Corporation shall be in Latham, NY. The Corporation may have offices at such other places as the Board of Directors (the "Board" and each a "Director") may from time to time appoint or the purposes of the Corporation may require.

1.3. Organization. The Corporation shall govern itself in accordance with the laws of the State of New York, its Articles of Incorporation, the Internal Revenue Code of 1986, as amended (the "Code"), its Branch Charter Agreement with Association for Play Therapy, a California mutual benefit corporation ("APT"), and any policies and procedures for APT chartered branches (the "Policies and Procedures for APT Chartered Branches") that APT may adopt from time to time.

1.4. Mission. The mission of the Corporation shall be to promote the value of play, play therapy, and credentialed play therapists who are located in the State of New York (the "Territory"). To satisfy this mission, the Corporation will advance the psycho-social development and mental health of all people through play and play therapy by promoting and supporting those programs, services, and related activities that promote the: (a) understanding and valuing of play and play therapy; (b) effective practice of play therapy through training, research, and support; (c) recognition, incorporation, and preservation of diversity in play therapy; and (d) development and maintenance of a strong professional organization to accomplish these objectives. In accordance with the Branch Charter Agreement with APT, the Corporation will advance its mission within the Territory.

ARTICLE 2

Members

2.1. Qualification, Categories of Members. The Corporation shall offer two (2) categories of membership to individuals interested in promoting the mission of the Corporation and able to satisfy the applicable membership requirements:

2.1.1. Professional. An individual mental health professional with at least a Master's mental health degree who resides within the Territory.

2.1.2. Affiliate. A full-time student or other individual non-mental health professional who resides in the Territory.

A retired and inactive mental health professional residing in the Territory may choose to either remain a Professional member or become an Affiliate member.

2.2. Admission of Members. The Corporation shall admit an individual as a member only upon such individual's (a) completion of the APT membership application, which document shall be accessible via a prominently displayed link on the Corporation's website, and (b) payment of the dues, fees, and other assessments that may be required by APT.

2.3. Dues & Powers. A member shall be in good standing (i) upon payment of the dues, fees, and other assessments in the amount, manner, and time period established by APT for the applicable membership category, (ii) upon continued compliance with these Bylaws and any membership rules and regulations adopted by the Board or APT, and (iii) if not otherwise terminated from membership as set forth in these Bylaws or by APT's Bylaws or policies. A member in good standing is entitled to utilize and participate in benefits, programs, and other activities of the Corporation and APT. A Professional member in good standing may vote in the election of Directors only and no other matter. Affiliate members have no right to vote on any matter. Membership is non-transferable.

2.4. Termination. Membership shall be automatically terminated in any of these circumstances although such action shall not relieve the member from any financial and other obligations, unanswered charges, or responsibility for damages:

2.4.1. Resignation or death of the member; or

2.4.2. Fifteen (15) days after the member receives notice from the Corporation or APT of termination for any of the following reasons:

(a) Failure to pay the applicable dues after they become due and payable.

(b) Occurrence of any event that renders the member ineligible for continued membership or failure to satisfy membership requirements.

(c) If the Board or its designated agent determines that the member has failed in a material and serious degree to observe the Policies and Procedures for APT Chartered Branches, engaged in conduct materially and seriously prejudicial to the purpose, interests, and image of the Corporation or APT, or committed a felony or other serious crime.

2.5. Meetings, Quorum & Voting.

2.5.1. An annual meeting of the members shall be called by the Board with thirty (30) or more days advance notice, to be held on the same date as the Annual Meeting (as hereinafter defined in Section 4.1) of the Board or within thirty (30) days thereof. Additional meetings may be called by three (3) or more Directors or by a petition signed by ten percent (10%) or more of Professional members in good standing.

2.5.2. A quorum is established if at least ten percent (10%) of Professional members in good standing are present.

2.5.3. Members have no right to vote on any matters, except that Professional members shall vote on the election of Directors. Each Professional member in good standing is entitled to cast one (1) vote for each of the number of vacancies to be filled annually in the

election of Directors. There shall be no cumulative voting. The candidates receiving the greatest numbers of votes shall be elected to office.

2.5.4. No proxy voting shall be allowed.

2.5.5. A vote on the election of Directors may be taken without a meeting if the Corporation mails or delivers a written ballot by electronic means to every Professional member in good standing, and such action is consented to by all members entitled to vote.

2.6. Violation of Election Rules. If an election of Directors is not conducted in compliance with these Bylaws, such election shall be null and void. APT is hereby granted the authority to determine whether or not an election is conducted in compliance with these Bylaws. Additionally, upon such determination, APT has the option to conduct future elections of Directors for a period of time to be determined by APT, which option may be exercised in APT's sole and absolute discretion. Without limiting the generality of the foregoing, examples of elections that do not comply with these Bylaws include: allowing individuals other than Professional members in good standing to vote; allowing an individual who is a Related Party of a Director to be a candidate in an election; or validating an election when less than ten percent (10%) of the Professional members have voted.

2.7. Notice to APT. Within ten (10) days of an election of Directors, the Corporation shall provide APT with written notice that contains the details of such election, including the date the election was held, the number of votes cast, the names of the candidates, and the results.

ARTICLE 3

Board of Directors

3.1. Powers. The Board shall have general charge of the affairs, property and assets of the Corporation. The Board may exercise all powers of the Corporation and do all lawful acts and things permitted by statute or by the Articles of Incorporation. It shall be the duty of the Directors to carry out the aims and purposes of the Corporation and, to this end, to manage and control all of its property and assets.

3.2. Number and Election. The number of Directors shall be no less than five (5) and no more than nine (9). The Members shall elect the Directors annually as provided in Article 2. Only Professional members in good standing may vote in elections of Directors.

3.3. Composition of the Board. In no event shall a Director be a Related Party to another Director. For purposes of this Article 3.3, "Related Party" shall mean a person's spouse, former spouse, parent, stepparent, child, stepchild, sibling, stepbrother, stepsister, grandparent, grandchild, uncle, aunt, nephew, niece or in-law, employee, employer, supervisee, and/or supervisor.

3.4. Term. Each Director shall hold office for a term of three (3) years. A Director may serve no more than two (2) terms. A person may return as a Director after a three (3) year period of nonservice on the Board.

3.5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board.

3.6. Removal. A Director shall be automatically removed from office when the Director's membership in APT is terminated for any reason. Any Director may be removed from office for any reason, including for failure to abide by the Policies and Procedures for APT Chartered Branches, by a vote of two-thirds of the then-serving Directors at a meeting of the Board, except for the Directors whose removal is being considered.

3.7. Vacancies. Any vacancy in the Board may be filled by a majority vote of the then serving Directors, or if not filled by the Board, then the vacancy shall be filled at the next annual election.

3.8. Compensation. Directors shall not receive any stated salary for their services. Any payments made to a Director for any purpose shall be in accordance with the Corporation's policy governing conflicts of interest.

3.9. Reimbursement by Directors. Any payments made to a Director, including those for services or reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such Director to the full extent of such disallowance.

ARTICLE 4

Meetings of the Board

4.1. Annual Meeting. The Board shall designate one meeting per calendar year as its Annual Meeting (the "Annual Meeting"). The Board shall hold an Annual Meeting on a date designated by the Board. At the Annual Meeting, the Directors shall transact such business as may be properly brought before the meeting, including election of officers. If for any reason any Annual Meeting is not held during the time period set forth above, a deferred Annual Meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the election of officers) may be conducted.

4.2. Regular Meetings. The Board may provide by resolution the date, time and place for the holding of regular meetings without other notice than such resolution.

4.3. Special Meetings. Special meetings of the Board may be called by the president or the secretary and must be called by them on the written request of a majority of the then serving Directors.

4.4. Meetings by Audio/Video Communication. Any or all Directors may participate in a meeting of the Board, or conduct the meeting through the use of, telephone or other means of communication by which all participating Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by any means described herein is deemed to be present in person at the meeting.

4.5. Notices of Meetings. Except as otherwise provided in these Bylaws, written notice of the date, time and place of each meeting of the Directors shall be given to each Director by the secretary or the person or persons calling the meeting not less than two (2) days before such meeting. Such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed, faxed, emailed or otherwise sent or delivered in writing to the Director at his or her address, email, or fax number specified in the records

of the Corporation. A Director may waive notice if they attend or participate in such a meeting without protesting, prior to or at the commencement of such meeting.

4.6. Quorum. At all meetings of the Board, a majority of the Directors in office immediately preceding the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present, a majority of those Directors present may (i) adjourn the meeting; or (2) continue the meeting with no votes taken, without further notice to any absent Director.

4.7. Voting and Proxies. At any meeting of the Board, every Director entitled to vote may vote in person. Each Director shall have one vote. No proxy shall be allowed.

4.8. Manner of Acting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

4.9. No Action by Directors Without a Meeting. Any action by Directors must be taken in a duly noticed and held meeting.

4.10. Notice to APT. If a meeting of the Board or other action by the Directors results in the appointment, removal or change in the Directors, the Corporation shall provide APT with written notice that contains an updated list of the names of the Directors within ten (10) days of such meeting or action.

ARTICLE 5

Officers

5.1. Appointment of Officers. The Board at the Annual Meeting shall appoint the officers of the Corporation, including at least a president, a vice president, a secretary and a treasurer. The Board may appoint such other officers and agents as it deems necessary or appropriate. Any number of offices, except the offices of president and secretary, may be held by the same person.

5.2. Notice to APT. The Corporation shall provide APT with written notice that contains an updated list of the names and respective titles of the officers within ten (10) days of any meeting or action by the Directors that results in the appointment, removal or change in the role(s) of officers.

5.3. Tenure and Duties of Officers. Officers shall hold their offices at the pleasure of the Board, shall have the titles designated by the Board, and shall exercise the powers and perform the duties described in these Bylaws and determined from time to time by the Board. Each officer shall hold office from close of the Annual Meeting at which he or she is appointed for a term of one (1) year, or until his or her successor is duly elected and qualifies, or until he or she dies, resigns or shall have been removed in accordance with these Bylaws. The maximum number of terms an officer may serve is coterminous with his or her term as a Director.

5.4. Removal. An officer shall be automatically removed from office when the officer's membership in APT is terminated for any reason. Any officer may be removed from office by a majority vote of the Board whenever in the judgment of the Directors the best interests of the Corporation will be served by the removal.

5.5. Vacancies. In case any office becomes vacant for any reason, the vacancy may be filled by a majority vote of the Directors then in office, although less than a quorum, or by the sole remaining Director. Any officer so elected shall hold office for the remainder of the term vacated.

5.6. President. The President shall be the chief executive officer of the Corporation, and, subject to the control of the Board, shall in general supervise and control day-to-day affairs of the Corporation. The President shall preside at all meetings of the Board. The President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time. The President shall have authority, subject to such rules as may be prescribed by the Board, to delegate, in writing, to agents or representatives of the Corporation such authority and power as he or she shall deem necessary.

5.7. Vice President. In the absence of the President for any reason, the Vice President shall perform the duties of the President. The Vice President also shall perform such other duties and have such other powers as from time to time may be assigned to him/her by the Board.

5.8. Secretary. The secretary, or his/her designee, shall attend the meetings of the Member and Board, and shall record upon the books of records of the Corporation the proceedings of their respective meetings. He/she shall notify the Member and Directors of all meetings. The secretary shall keep, or cause to be kept, the books and records of the Corporation, except financial records, and shall perform such other duties as the Board shall from time to time prescribe.

5.9. Treasurer. The Treasurer, or his/her designee, shall have the duty to report on the financial statements of the Corporation. He/she shall keep, or cause to kept, custody of the funds and assets of the corporation and full and accurate accounts of all receipts and disbursements of the Corporation. The Treasurer shall be responsible for the deposit of all moneys in the name and to the credit of the Corporation in such designed depositories and provide bank statements or other periodic reports at least quarterly to the President (or to the Vice President if the President and Treasurer are the same person) for the President's (or Vice President's, as applicable) review and approval. If required by the Board, the Treasurer shall give the Corporation a bond, with the premium therefor paid by the Corporation as an operating expense, in such sum and with such surety or sureties as shall be satisfactory to the Board.

5.10. Compensation. Officers shall not receive any stated salary for their services. Any payments made to an officer for any purpose shall be in accordance with the Corporation's policy governing conflicts of interest.

5.11. Reimbursement by Officers. Any payments made to an officer which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the full extent of such disallowance.

ARTICLE 6

Committees

The Board may create one or more advisory committees. Each such committee shall consist of at least one Director and any number of other persons who are not Directors and who the Board deems appropriate, subject to limitations specified in the Policies and Procedures for APT Chartered Branches, to serve on such committee. The Board at any time may appoint additional members

thereto. The members of any such committee shall serve at the pleasure of the Board. Each such committee shall be subject to and comply with these Bylaws and all the Policies and Procedures for APT Chartered Branches.

ARTICLE 7

Agents and Representatives

The Board may hire and/or appoint agents or administrators of the Corporation to perform acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE 8

Conflict of Interest

The Board shall adopt a policy regarding transactions between the Corporation and interested persons as set forth in the Policies and Procedures for APT Chartered Branches.

ARTICLE 9

Fiscal Year

The fiscal year of the Corporation shall commence on October 1 of each year and end on September 30.

ARTICLE 10

Indemnification

10.1. Indemnification. To the fullest extent permitted by New York law as it now exists or hereafter may be amended, the Corporation shall indemnify every Director, officer or agent of the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal, to which he or she is or was a party or is threatened to be made a party by reason of the fact that he or she is or was a Director, officer, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, member or agent of another corporation or other entity. The foregoing rights of indemnification are limited as required by New York law, but shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification rights of a Director, officer or agent of the Corporation existing at the time of such repeal or modification.

10.2. Limitation of Liability. The personal liability of a Director of the Corporation, or of a person who serves on an advisory committee of the Corporation for money damages for any action taken or any failure to take action as a Director is hereby eliminated to the fullest extent permitted by New York law as it now exists or hereafter may be amended. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any limitation on the personal liability of such person with respect to any act or omission occurring prior to the time of such repeal or modification.

10.3. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

10.4. Private Foundations. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in Internal Revenue Code Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under Internal Revenue Code Chapter 42.

ARTICLE 11

Corporate Acts and Funds

11.1. Corporate Acts. The President or Treasurer, or any other officer authorized by resolution of the Board, shall have authority to sign and acknowledge on behalf of the Corporation, all contracts and all other documents or instruments necessary to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board.

11.2. Seal. There shall be no corporate seal.

11.3. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board.

11.4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board may select.

11.5. Contributions. Contributions may be made to the Corporation by organizations and individuals. The Board may accept on behalf of the Corporation any contribution for the general purposes of the Corporation or for any specific purpose consistent with the purposes of the Corporation. The Corporation shall not accept contributions earmarked for any other organization or individual. The Board may reject any contribution not consistent with the Corporation's purposes.

ARTICLE 12

Prohibition Against Private Inurement

12.1. Net Earnings. No Director, officer, employee of the Corporation, member of an advisory committee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, except that the Corporation can pay reasonable compensation for services rendered.

12.2. Dissolution. Upon dissolution of the Corporation, the Board, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the distribution of all of the assets of the Corporation exclusively for the tax-exempt purposes of the Corporation, by distribution to one or more organizations organized and operated exclusively for charitable,

educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Internal Revenue Code Section 501(c)(3), or corresponding provision of any future federal tax laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for the tax-exempt purposes of the Corporation or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 13

Amendments

13.1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only upon the satisfaction of both of the following:

13.1.1. A majority vote of the Board at any regular or special meeting thereof; and

13.1.2. Written approval from APT.

13.2. Implied Amendment. An action that is inconsistent with the current Bylaws shall be effective as through the Bylaws have been temporarily amended or suspended, so long as (a) an affirmative vote is taken and authorized by the number of Directors specified in Section 13.1.1, and (b) APT has provided its written approval of such action, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE 14

No Discrimination

The Corporation will not practice or permit discrimination on the basis of race, ethnicity, color, religion (creed), gender identity, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in hiring, internal promotions, training, opportunities for advancement, and terminations. The Branch shall conduct its business and other activities in the spirit of such policy.

CERTIFICATE OF ADOPTION

The undersigned Secretary does hereby certify that the foregoing Bylaws were adopted by the Board of The New York Association For Play Therapy, Inc. as of July 24, 2024.

Kelly Bartle-Bush, Secretary