

BY-LAWS  
OF  
ILLINOIS CHAPTER OF THE AMERICAN DANCE THERAPY ASSOCIATION

ARTICLE I

OFFICES

Section 1. Registered Office. The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent. The registered office and/or registered agent of the Corporation may be changed from time to time.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the State of Illinois, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEMBERS

Section 1. Classes of Members. The Corporation shall have five (5) classes of Members: Professional Members, Associate Members, Student Members, Retired Members and Contributing Members. No one may be or become a Member of the Corporation who is not simultaneously a member of the American Dance Therapy Association, Inc. ("ADTA").

Section 2. Professional Members. Professional Members shall have been prepared through graduate dance/movement therapy training or its equivalent and shall contribute an annual membership fee to the American Dance Therapy Association, Inc. ("ADTA") (including their chapter dues) as set by the ADTA.

Section 3. Associate Members. Associate Members shall be interested in and supporting the objectives of the profession and shall contribute an annual fee to the ADTA (including their chapter dues) as set by the ADTA.

Section 4. Student Members. Student Members shall be students verified by a student identification card or a letter from an Academy of Dance Therapists Registered instructor and shall contribute an annual membership fee to the American Dance Therapy Association (including their chapter dues) as set by the ADTA.

Section 5. Retired Members. Retired Members shall be persons who are no longer working and who have attained (65) years of age, or who have been permanently physically disabled, who have been Professional Members for at least five (5) years and shall be permitted, upon application to the Board of Directors, to retain Professional Membership upon yearly payment of at least one half (1/2) the annual membership fee for Professional Members. Such members shall have all the rights and privileges, including voting rights, as Professional Members.

Section 6. Contributing Members. Contributing Members shall be institutions, schools, organizations, foundations and supporters who shall contribute an annual membership fee to the ADTA (including chapter dues) as set by the ADTA.

Section 7. Voting Rights. Each Member Professional (including Retired Members) shall be entitled to one (1) vote in each matter submitted to a vote at a meeting of the Members. Such vote may be executed either in person or by proxy as provided in Article II hereof.

Section 8. Termination of Membership. All rights and privileges of a Member in the Corporation and its property cease upon termination of membership of such Member. Membership in the Corporation shall terminate when a Member of the Corporation ceases to be a Member in good standing of the ADTA or when a Member resigns as provided in Section 9 of this Article infra.

Section 9. Resignation. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 10. Transfer of Membership. Membership in the Corporation is not transferrable or assignable.

Section 11. Membership Certificates. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Secretary and may bear the corporation's seal, which may be in facsimile. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.



## ARTICLE III

### MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting shall be held on February 15, or such other date as the Board of Directors may determine, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. If the day fixed for the annual meeting shall be a holiday in the State of Illinois, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the Members may be called by the President, by the Board of Directors, or by at least ten Professional Members for the purpose or purposes stated in the call of the meeting.

Section 3. Place of Meetings. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, the place of the meeting shall be the registered office of the Corporation.

Section 4. Notice of Meetings. Written notice of any meeting of the Members stating the place, day and hour of the meeting shall be delivered to each Member not less than five (5) nor more than sixty (60) days before the date of such meeting, except in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of such meeting. In the case of a special meeting, or when required by statute or by these By-Laws, the purpose for which the meeting is called shall also be stated in the notice. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required to be taken, or which may be taken, at a meeting of the Members of the Corporation may be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be signed either (a) by the Members entitled to vote with respect to the subject matter thereof, or (b) by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting. If such consent is signed by less than all of the Members entitled to vote, then such consent shall become effective only (1) if, at



least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Members entitled to vote who have not consented in writing.

Section 6. Fixing of Record Date. For purposes of determining the Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Corporation may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days and, for a meeting of Members, not less than five (5) days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) days, immediately preceding such meeting. If no record date is fixed for the determination of Members entitled to notice of or to vote at any meeting of Members, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made, such determination shall apply to any adjournment of the meeting.

Section 7. Quorum. The holders of a majority of the votes which may be cast at a meeting of the Corporation, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of Members. If a quorum is present, the affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the Act, these By-Laws or the Articles of Incorporation.

Section 8. Proxies. The Members may vote either in person or by proxy executed in writing by the Member or the Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Where Directors or Officers are to be elected by Members, such election may be conducted by mail.

Section 9. Inspectors. At any meeting of Members, the chairperson of the meeting may, or upon the request of any Members shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all Members. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the



report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. General Powers. The property, business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number. The Corporation shall have a Board of Directors consisting of not less than three (3) and not more than eight (8) members. The number of Directors may be fixed or changed from time to time, within the minimum and maximum, by the Directors without further amendment to these By-laws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3. Election and Term. Directors shall be elected at each annual meeting of the Members by the Professional Members. Only Professional Members shall be eligible to become directors of the Corporation. Each Director shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 4. Vacancies. Any vacancy which may occur in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected or appointed to fill a vacancy shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 5. Resignations. Any Director may resign at any time by giving written notice to the President, the Board of Directors, its chairperson (if any), or to the Secretary of the Corporation. Such resignation shall take effect when the notice is delivered, unless a future date is specified therein, in which case such future date shall be the effective date of resignation.

Section 6. Removal of Directors. Any Director may be removed at any time, with or without cause, by the Professional Members. A Director may be removed by the affirmative vote of two-thirds of the votes present and voted, either in person or by proxy. No Director shall be removed at a meeting of the Members unless a written notice of such meeting is delivered to the Members. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the



notice. Only the named Director or Directors may be removed at such meeting.

Section 7. Meetings. The annual meeting of the Board of Directors shall be held immediately following and at the same place as the annual meeting of the Members. Additional regular meetings of the Board of Directors may be held at such time and place as may be fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any two Directors, and shall be held at such time and place as may be designated in the notice of such special meeting.

Section 8. Notices. No notice shall be required for regular meetings of the Board of Directors. Written or telephonic notice of special meetings of the Board of Directors stating the place, date and hour of the meeting may be given to each Director at least two (2) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any meeting of the Board of Directors need be specified in the notice of such meeting.

Section 9. Quorum; Manner of Acting. Two-thirds of the Directors then in office shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present, the affirmative vote of a majority of the Directors then in office shall be the act of the Board of Directors, unless the vote of a greater number is required by the Act, the Articles of Incorporation or these By-laws. No Director may act by proxy on any matter.

Section 10. Informal Action by Directors. Any action which is required to be taken, or which may be taken, at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors then in office. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

## ARTICLE V

### OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers as the Board of Directors shall determine. Only Professional Members shall be eligible to become Officers of the Corporation. Any two (2) or more offices may be held by the same person.



Section 2. Election and Term. The Officers shall be elected at each annual meeting of the Board of Directors. Each Officer shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Election of an Officer shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy among the Officers shall be filled by the Board of Directors. An Officer elected to fill a vacancy shall serve until a successor is duly elected and qualified or until his or her earlier death, resignation or removal.

Section 4. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Corporation. Any such resignation shall take effect when the notice is delivered, unless a future date is specified therein, in which case such future date shall be the effective date of resignation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Such removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 6. President. The President shall be the principal executive officer of the Corporation. He or she shall in general supervise and control all of the business and affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. The President shall preside at all meetings of the Members and of the Board of Directors. The President may execute bonds, deeds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, which the Board of Directors has authorized to be executed except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other Officer or agent of the Corporation. In general, the President shall perform all duties and may exercise all rights as are incident to the office of President of the Corporation and such other duties as may be prescribed by the Board of Directors or these By-Laws.

Section 7. Vice-President. The Vice President (or in the event there be more than one Vice-President, each of the Vice-Presidents) shall serve as Parliamentarian and maintain parliamentary procedures as outlined in Robert's Rules of Order and have all the powers and perform all the duties of the President in the absence or incapacity or refusal to act of the President.



Section 8. Secretary. The Secretary shall (a) keep minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary shall also have the authority to certify the By-Laws, resolutions of the Members and Board of Directors, and other documents of the Corporation as true and correct copies thereof.

Section 9. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) shall perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may from time to time prescribe.

## ARTICLE VI

### COMMITTEES, COMMISSIONS AND ADVISORY BOARDS

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees each of which will consist of two or more Directors and such other persons as the Board of Directors designates, provided that a majority of each committee's membership are Directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it, him or her by law.

Section 2. Commissions or Advisory Boards. Commissions or advisory bodies not having and exercising the authority of the Board of Directors in the Corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have Directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf



of the Corporation or bind it to any actions but may make recommendations to the Board of Directors or to the Officers of the Corporation.

Section 3. Term of Office. Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairperson. One member of each committee, advisory board or commission shall be appointed chairperson.

Section 5. Vacancies. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

Section 7. Rules. Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Section 8. Informal Action. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the committee members entitled to vote with respect to the subject matter thereof.

Section 9. Minutes and Reports. Each committee, advisory board or commission shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 10. Executive Committee. There shall be an Executive Committee consisting of the President, who shall be chairperson of the Committee, the Vice-President, the Secretary, the Treasurer, and a Director who is not an Officer. To the extent authorized by law, the Executive Committee shall, when the Board is not in session, have and may exercise all of the powers of the Board of Directors in the management of the Corporation; provided, however, that the Executive Committee shall not have the authority to: (a) amend the Articles of Incorporation or these By-laws; (b)



adopt a plan of merger or consolidation with another organization; (c) sell, lease, exchange, mortgage, pledge or make any other disposition of all or substantially all of the property and assets of the Corporation; (d) elect or remove officers of the Corporation or members of the Board; or (e) amend, alter, or repeal any resolution of the Board unless its terms provide that it may be amended, altered or repealed by the Executive Committee. Vacancies in the Executive Committee shall be filled by the Board of Directors. The Executive Committee shall report any action that it takes to the Board at the next succeeding meeting of the Board.

## ARTICLE VII

### DUES

Section 1. Payment of Dues. The membership year shall coincide with the fiscal year. The fiscal year shall be from July 1 to June 30 inclusive. Annual dues shall be payable no later than the thirty-first day of August in each year. Dues of a new Member who becomes a Member within three (3) months prior to the end of a fiscal year shall have his or her dues credited through the end of the following fiscal year.

Section 2. Default and Termination of Membership. When any Member of any class shall be in default in the payment of dues by the thirty-first day of August in each year, his or her or its membership will be automatically terminated.

## ARTICLE VIII

### CONTRACTS, CHECKS, DEPOSITS, LOANS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

Section 2. Checks, Drafts, Etc. The Board of Directors may authorize any Officer or Officers or agent or agents of the Corporation to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories in such manner, as the Board of Directors may determine from time to time.



Section 4. Loans. No loans shall be made by the Corporation to its Officers or Directors. No loans shall be made or contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors or any Officer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation.

## ARTICLE IX

### BY-LAW AMENDMENTS

The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or these By-Laws.

## ARTICLE X

### MISCELLANEOUS PROVISIONS

Section 1. Seal. The Corporation shall have a corporate seal, which shall be circular in form and shall have the Corporate name inscribed thereon and the words "CORPORATE SEAL, ILLINOIS." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution by the Board of Directors.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, or under the provisions of the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 4. Telephone Participation. The Members and the Directors of the Corporation may participate in a meeting of the Members or the Board of Directors (including any committee thereof) through the use of a conference telephone or other communications



equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute attendance and presence in person at the meeting.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Members, its Board of Directors, and Committees having any authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member entitled to vote, or the Member's agent or attorney, for any proper purpose at any reasonable time.