

**B Y - L A W S
OF THE
MINNESOTA CHAPTER OF THE
AMERICAN DANCE THERAPY ASSOCIATION**

ARTICLE I

The title of this corporation (herein called the Chapter) is the Minnesota Chapter of the American Dance Therapy Association, Inc. (ADTA).

**ARTICLE II
PURPOSE**

This Chapter is an extension of the American Dance Therapy Association (a national non-profit association) (the "National Association"). The Chapter is an organization whose purpose is to promote the education, training, and professional development of the dance/movement therapists who belong to it. The Chapter members will endeavor to provide avenues of communication between dance/movement therapists and other persons working in related fields and to increase public awareness and acceptance of dance/movement therapy.

**ARTICLE III
BOARD OF DIRECTORS**

Section I

The property, business, affairs and government of the Chapter shall be managed by a Board of Directors.

Section II

The Board of Directors shall consist of the three officers; President, Treasurer, and Secretary, elected from the "Professional Members" of the Chapter, as provided in Article VIII of these By-laws. Additional members of the Board of Directors may be initiated by a majority vote of the Professional Members. A director shall hold office for a term two years.

Section III

If any office of any Director becomes vacant, the remaining Directors, by a majority vote, shall elect a successor from the "Professional Members" of the Chapter who shall hold office for the remainder of the term.

Section IV

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may state. There shall be at least one (1) such meeting per

annum. Quorums for all Board of Directors meetings shall be two-thirds (2/3) of its members. Special meetings may be called by any two (2) officers of the Chapter or by a majority of the Directors. All meetings shall be called by giving five (5) days' notice to all Directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting. If the day or date, time and place of the meeting had been announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section V

A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, except where the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section VI

Two-thirds of the Directors currently holding office is a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section VII

The Board shall take action by the affirmative vote of a majority of Directors present at a duly held meeting. Directors may not vote by proxy.

Section VIII

An action required or permitted to be taken at a Board meeting may be taken by written action signed by a majority of the Directors, provided that all Directors must be notified immediately of its text and effective date. The written action may be signed in counterparts.

Section IX

A Director may resign at any time by giving written notice to the Chapter. The resignation is effective without exception when the notice is given to the Chapter, unless a later effective time is specified in the notice. A Director may be removed at any time, with or without cause, by an affirmative vote of a majority of those members entitled to elect the officers.

ARTICLE IV MEMBERSHIP

Section I

Membership in the Chapter shall be offered to those persons who fulfill the National Association's criteria for Professional Member and have contributed the annual membership fee to the National Association along with their chapter dues which has been set by the National Association. Such members shall have all voting privileges and be able to serve on committees and the Board of Directors. Such members shall belong to the general class of persons known hereafter as "PROFESSIONAL MEMBERS."

Section II

Membership in the Chapter shall be offered to those individuals interested in and supporting the objectives of the profession and who meet the National Association's criteria for Associate Member and have contributed an annual fee to the National Association along with their Chapter dues which has been set by the National Association. Such members shall be entitled to vote on all matters except the election of Officers/Directors and the amendment of these By-laws. Such members shall belong to that general class of persons known hereafter as "ASSOCIATE MEMBERS."

Section III

Membership in the Chapter shall be offered to those persons who meet the National Association's criteria for Student Member and have contributed an annual fee to the National Association along with their Chapter dues which has been set by the National Association. Such members shall be entitled to vote on all matters except the election of Officers/Directors and the amendment of these By-laws and shall be entitled to serve on all committees. Such members shall belong to that general class of persons known hereafter as "STUDENT MEMBERS."

Section IV

Membership in the Chapter shall be offered to those persons who meet the National Association's criteria of Retired Members and have contributed an annual fee to the National Association along with their chapter dues which has been set by the National Association. Such members shall be eligible for all privileges of Professional Members and shall belong to that class of persons known hereafter as "RETIRED MEMBERS."

Section V

Membership in the Chapter shall be offered to those persons who have demonstrated a long-term commitment and dedication to the field of dance/movement therapy and who have contributed to the growth and development of the profession in the state of Minnesota. Such members will be elected by an affirmative vote of a majority of the Professional Members of the Chapter and shall be eligible for those

privileges as determined by the Professional Members. Such persons shall belong to that class of persons known hereafter as "EXCEPTIONAL MEMBERS."

Section VI

Membership in the Chapter shall be offered to institutions, schools, organizations, foundations and supporters who have contributed an annual membership fee to the Chapter for its general use. Such members shall belong to that general class known hereafter as "CONTRIBUTING MEMBERS."

ARTICLE V MEETINGS OF MEMBERS

Section I

Meetings of Members shall be held a minimum of one (1) time per year. Special meetings may be called at any given time by either a majority of the Professional Members or any two (2) of the Directors.

Section II

The annual meeting of the Members shall be held upon the call of the Board of Directors, for the purpose of transacting such business as may properly come before the meeting. Written notice of the annual meeting shall be mailed at least five (5) days prior to the meeting to each Member to the last known address of such Member as the same appears upon the records of the Chapter.

Section III

Special meetings of the Members for any purpose or purposes, may be called by either a majority of the Professional Members or any two (2) Directors. Such call shall state the purpose or purposes of the proposed meeting. Written notice of a special meeting of the Members stating the time, place and purpose thereof shall be mailed at least five (5) days prior to the meeting, to each Member entitled to notice of such meeting to the last known address of such Member as the same appears upon the records of the Chapter.

Section IV

Notice of the time, place and purposes of any meeting of the Members, whether required by the applicable statutes of the State of Minnesota, the Articles of Incorporation, or these By-Laws may be waived in writing by any Member. Such waiver may be given before or after the meeting, and shall be filed with the Secretary or entered upon the records of the meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if authorized by a writing or writings signed by all Members who would be entitled to notice of a meeting for such purpose.

Section V

The presence at any meeting, in person or by proxy of thirty percent (30%) of the Members entitled to vote, shall constitute a quorum for the transaction of business. If, however, such thirty percent (30%) of the Members shall not be present in person or by proxy at any meeting of the Members, those present shall have the power to adjourn the meeting from time to time, without notice, other than by announcement at the meeting, until the requisite amount of Members shall be represented. At any such adjourned meeting at which the required number of Members shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

ARTICLE VI OFFICERS

Section I

The officers of the Chapter shall be President, Treasurer, and Secretary. They will constitute the Board of Directors.

Section II

The President shall preside at all meetings of the Board. S/he shall coordinate all business of the Chapter and shall be responsible for the agendas of all official meetings. S/he shall appoint, with the approval of the Board, chairpersons of special committees except where otherwise indicated in the By-Laws and shall be ex-officio member of all committees. S/he shall have the general supervision of the Chapter generally vested in the office of the President and shall serve as liaison to other professional organizations or appoint a delegate. S/he shall be responsible to the Board of Directors and to the Membership. This term of office shall be two (2) years. Following the President's term of office s/he shall have the option of serving as Past President for one year on the board of Directors in a non-voting and advisory capacity and perform any other duties assigned by the President.

Section III

The Secretary shall keep records of all business meetings of the Chapter, of all Board meetings and make a report thereon. S/he shall be responsible for seeing that notification be made of all meetings, both for the Board and to all members of the Chapter. S/he shall conduct and have custody of official correspondence of the Chapter and shall serve as archivist of the Chapter. The term of office will be two (2) years. S/he shall perform all other duties as assigned by the President.

Section IV

The Treasurer shall receive all monies due to the Chapter and shall disburse such sums as are necessary to meet lawful indebtedness incurred and authorized by vote of the Chapter or by the Board. S/he shall arrange to have accounts and the budget examined annually and to render to the Chapter an annual accurate account of all sums

and funds received and disbursed and which are not expected during the preceding fiscal year. The term of office shall be two (2) years. S/he shall perform all other duties as assigned by the President.

ARTICLE VII **COMMITTEES**

Standing committees shall be formed as needed with the chairperson appointed by the President. No Member shall be chairperson of more than one standing committee simultaneously. All committee chairpersons shall report the present membership of the committee and its work in progress to the President on a regular basis as determined by the President.

ARTICLE VIII **ELECTION OF OFFICERS**

Section I

A nominating committee composed of at least two persons elected at a Chapter meeting shall be formed. The chairperson of the committee shall be elected by the committee members.

Section II

The nominating committee shall accept nominations from the membership, prepare a slate of officers to be presented to the general membership, prepare and mail ballots to the Members entitled to vote for the election of Officers, count the ballots and notify candidates of results of election prior to reporting such results to the membership, and announce election results no later than the next meeting of the membership.

Section III

No person shall hold more than one elected office at the same time, nor shall any person be a final slate candidate for more than one elected office during any election year.

ARTICLE IX **FINANCIAL ADMINISTRATION**

Section I

No unauthorized indebtedness shall be incurred by any Member of the Chapter on behalf of the Chapter. In the event of dissolution or liquidation of the Chapter, the assets, after all liabilities are paid, are to be donated to a charity or charities designed by the majority of the entire membership, with prior approval of the Board.

Section II

The membership year shall coincide with the fiscal year of National Association. The fiscal year shall be from July 1 to June 30 inclusive. Dues must be paid by August 31 or membership rights are forfeited. If a new member joins three (3) months prior to the fiscal year, his/her dues shall be credited through the end of the following fiscal year.

Section III

Chapter officers shall maintain a local bank account and record income and disbursements according to a standardized bookkeeping procedure. Annual fiscal reports will be submitted to the National Treasurer.

This Chapter is bound to the standard dues assessment set by the National Association. A percentage will remain with the National Association, the rest forwarded by the National Treasurer to the Chapter. No indebtedness or obligation shall be incurred by the Chapter or its officers in the name of National Association, and the National Association shall not be responsible for an indebtedness or obligation incurred by the Chapter or any of its officers.

ARTICLE X AMENDMENTS

Proposals for amendments to these By-laws or to the Articles of Incorporation may be submitted in writing by a Board Member at a regularly scheduled Board meeting. Proposals for amendments may be submitted by written petition of at least five (5) members to a Board Member. Proposals, if passed by the Board, are then presented to the general membership. Amendments to these By-laws must be mailed to the Professional membership at least thirty (30) days before the day of the meeting together with a sample ballot, indicating either acceptance or rejection of the amendment. Amendments may be voted on by mail at least thirty (30) days before the meeting or in person at the meeting and will be passed by a majority of the votes cast by the Professional Members. Amendments shall be included in the By-laws under the appropriate articles and/or sections and shall be dated.

ARTICLE XI OFFICES

Section I

The Chapter shall continuously maintain in the State of Minnesota a registered office and a registered agent. The registered office and/or registered agent of the Chapter may be changed from time to time.

Section II

The Chapter may also have offices at such other places, both within and without the state of Minnesota, as the Board of Directors may from time to time determine or the business of the Chapter may require.

Section III

Chapter officers shall maintain a level bank account and record income and disbursements according to a standardized bookkeeping procedure. Annual fiscal reports will be submitted to the National Treasurer.

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Proposals for amendments to these By-laws or to the articles of incorporation may be submitted in writing by a Board Member at a regular scheduled Board meeting. Proposals for amendments may be submitted by written petition of at least five members to a Board Member. Proposals if passed by the Board, are then presented to the general membership. Amendments to these By-laws must be mailed to the Professional membership or least thirty (30) days before the day of the meeting together with a sample ballot, indicating either acceptance or rejection of the amendment. Amendments may be voted on by mail at least thirty (30) days before the meeting or in person at the meeting and will be passed by a majority of the votes cast by the Professional Member. Amendments shall be included in the By-laws under the

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