

Illinois Developmental Therapists Association
BYLAWS

ARTICLE ONE – ORGANIZATION

The official name of this organization shall be Illinois Developmental Therapists Association, NFP (IDTA). The organization is a NOT FOR PROFIT CORPORATION as defined in the State of Illinois General Not For Profit Corporation Act of 1986.

ARTICLE TWO – OFFICES

The principal offices of IDTA shall be located at 3712 N. Broadway. The Board of Directors (the “Board”) shall have the power and authority to establish and maintain branch or subordinate offices at any other locations within Illinois.

ARTICLE THREE – CORPORATE PURPOSES AND LIMITATIONS

Section 1. General Purposes. The purposes of IDTA are to organize an association of persons having a common interest in developmental therapy, to promote and improve the standards for developmental therapists, and to provide general support for those in this profession.

Section 2. Powers and Limitations. The IDTA will not to engage in a regular business of a kind ordinarily carried on for profit, within the meaning of Section 501 (c)(6) of the Internal Revenue Codes of 1998 (the “Code”), as amended (or the corresponding provision of any future Internal Revenue Law).

No part of the net earnings of IDTA shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that IDTA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in its Articles of Incorporation.

ARTICLE FOUR – BOARD OF EXECUTIVE OFFICERS

Section 1. General Powers. The affairs of IDTA shall be managed by its Executive Board.

Section 2. Number, Tenure and Qualifications. The number of executive officers of IDTA shall be five, and consist of a President, Vice President, Second Vice President, Secretary, and Treasurer. Additional members of the executive board can be added with the approval of bylaws changes.

Section 3. Terms of Office. Each term shall consist of 2 years from the time the officer takes office, unless that officer is relieving another officer, then they must be re-elected after the original term has expired.

Section 4. Elections. Elections will be staggered. The elections for the President, Second Vice President and the Secretary will take place in odd numbered years i.e. 2007, 2009. The elections for the First Vice President and the Treasurer will take place in even numbered years, i.e. 2008, 2010. The elections will take place the first Friday of August with new officers taking over the last Friday in September. Voting will be open for one week from the date of election.

Section 5. Nominations Committee. The nominations committee shall consist of at least one (1) Board member who is not up for election. This will be the Nominations Committee Chairperson, and can enlist the help of other IDTA members that are not involved in the election. The Nominations Committee will take in all nominations from the membership, and deem the nominations as qualified¹ or unqualified. The Nomination Committee will present a slate of qualified nominees to the IDTA membership for the purposes of electing or re-electing Executive Board positions. There is no limit to the number of nominations, and nominations do not need to be seconded.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 7. Regular Meetings. A regular annual meeting of the Board shall be held by providing written or telephone notice at least five (5) business days prior to the scheduled meeting. The board may provide, by resolution, the time and place for the holding of additional regular meetings of the Board and will provide written notice to any board member not present when such resolution is passed.

Section 8. Special Meetings. Special meetings of the Board may be called by or at the request of the president, or any board member, and shall be held at the principal office of the IDTA or at such other place as the director calling the meeting may determine.

Section 9. Notice. Notice of any special meetings shall be given at least (3) days before the time fixed for the meeting, by telephone, email, or written notice delivered personally or by facsimile. The Board members may waive notice of any meeting. The business to be transacted at and the purpose of, any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 10. Compensation. By resolution of the Board, the Board may be paid their expenses, if any, for attendance at each meeting of the Board.

Section 11. Quorum. A quorum shall consist of a majority of the board members.

Section 12. Board Positions

1. **President-** The president shall be the chief executive officer of IDTA and shall, at the direction of the Board of Directors, supervise all of the activities and affairs of IDTA. The President shall preside at all meetings of the Board. S/he shall appoint all committees, temporary or permanent. She/he shall be one of the Officers who may sign checks or drafts of IDTA. S/he shall discharge all duties incident to the office of President.
2. **First Vice President** - The Vice President shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as from time to time may be assigned to the Vice President by the President or the Board of Directors. S/he shall also serve as the President in the event the President is unable to

¹ Qualified Member is defined as a fully credentialed developmental therapist who has the means and capabilities to fulfill the function of their position.

serve, and shall so serve until such time as the President is capable of resuming his or her position.

3. **Second Vice President** – The Second Vice President shall assist the President and the First Vice President in the discharge of their duties.
4. **Treasurer.** The Treasurer shall have the care and custody of all monies and securities belonging to IDTA. S/he shall be one of the officers who may sign checks or drafts of IDTA. S/he shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization. The Treasurer shall exercise all duties incident to the Office of Treasurer and such other duties as may be assigned to the Treasurer by the President of the Board of Directors.
5. **Secretary.** The Secretary shall (a) keep the minutes and records of IDTA in the appropriate books; (b) see that all notices are duly given in accordance with the provisions of these Bylaws; (c) be custodian of IDTA records; (d) in general perform all duties incident to the Office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

Section 13. Removal. Any officer or agent elected or appointed by the board may be removed by the board whenever in its judgment the best interests of IDTA would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed.

ARTICLE FIVE – ELECTIONS

Section 1. Voting. All IDTA members will have voting rights for the election of the Executive Officers. Votes will be accepted via attendance at the election itself or through absentee ballot directed through the Nominating/Election Committee, or through online voting.

ARTICLE SIX- COMMITTEES

Section 1. Membership Committee. A Membership Committee of at least three members and no more than six members with one committee chairperson shall be appointed by the President. It shall be the duty of this committee to maintain an active record of members and to provide all officers and committee chair persons with such a list upon request; to maintain an active program for the recruitment of new members, and to identify and study problems in the recruitment of new members and retention of current members.

Section 2. Publications Committee. A Publications Committee of at least three members and no more than six members with one committee chairperson shall be appointed by the President. It shall be the duty of this committee to continually review the publications of the IDTA to ensure that the IDTA's publications address the needs of the membership; to assist in the creation of publication materials as needed for promotion or public relations for the IDTA; to seek the approval of the Executive Board approval before dissemination of publications and to disseminate IDTA publications (at a minimum of 1-3 per year) to all members (i.e., newsletters).

Section 3. Legislative Committee. A Legislative Committee of at least four members and no more than six members with one committee chairperson shall be appointed by the President. It shall be the duty of this committee to develop a legislative program under the direction of the

Executive Board or the general membership; to disseminate information pertinent to national and state and local legislative programs to develop a political action network; to survey quarterly the needs of the membership to assess their priorities, and shall work as a liaison with various local, state and federal agencies.

Section 4. Finance Committee. A Finance Committee composed of the Treasurer at least four members and no more than six members appointed by the President. It shall be the duty of this committee to develop plans for raising money; to audit the treasurer's report and to assist in developing a budget.

Section 5. Professional Development Committee. A Professional Development Committee of at least four members and no more than six members appointed by the President. It shall be the duty of this committee to research and work toward state licensure; and to assist the Executive Board in planning and maintaining structures within the IDTA for implementing professional development activities.

Section 6. Continuing Education Committee. A Continuing Education Committee of at least three members and no more than six members appointed by the President. It shall be the duty of this committee to advise the Executive Board about activities related to advancing professional development of its members included but not limited to credentialing, certifications, approvals, endorsements, continuing education, conventions, publications and research; to provide membership with educational resources; to act as a liaison between the DHS/Bureau of Early Intervention, Provider Connections, and the IDTA members and to disseminate credentialing information and changes in state policy to members as needed; and to assist of organization workshops to throughout the year as well as at the annual conference.

Section 7. Nomination Committee. A Nomination Committee of five members representing the northern, middle and southern sections of the state appointed by the Executive Board. It shall be the duty of this committee to prepare annually a slate of officers or candidates for President, Vice President, Second-Vice President, Secretary and Treasurer in accordance with Article 4 Section 4 of these bylaws; and to present a slate to the membership 30 days prior to voting. Only those members who are in good standing of the IDTA may sit on this committee and be nominated to this committee.

Section 8. Special Committees. Special Committees shall be defined as those which are formed temporarily to full-fill a short-term need. Members of the Special Committees shall be appointed by the President. Rules, goals, and functions of Special Committees shall be set by the Executive Board. Special Committees shall be dissolved once the Committee has completed the tasks set forward by the Executive Board.

ARTICLE SEVEN – MEMBERS

Section 1. Qualifications. Qualifications for membership shall be determined by resolution of the Board.

ARTICLE EIGHT – DUES

Dues shall be set by resolution of the board of directors. Members will pay dues on an annual basis. Board members shall be exempt from dues during their time in office. Committee members shall receive a 50% discount in membership during their time serving on committees. Dues shall be used for the purpose set forth in Article Three.

ARTICLE NINE– CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of IDTA, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of IDTA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of IDTA shall be signed by such officer or officers, agent or agents of IDTA and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of IDTA, not otherwise employed shall be deposited from time to time to the credit of IDTA in such banks, trust companies, or other depositories as the Board may select.

Section 5. Other funds. The Board of Directors of the President may accept on behalf of IDTA any contribution, gift, bequest or devise for the general purposes or for any special purpose of IDTA.

ARTICLE TEN – GRANTS AND CONTRIBUTIONS

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation and these bylaws shall be within the exclusive power of the Board of Directors, subject to the provisions set forth in Section 501©(6) of the Code,

ARTICLE ELEVEN – FISCAL YEAR

The fiscal year of IDTA shall be the calendar year, ending at midnight on the 31st day of December of every year.

ARTICLE TWELVE - WAIVER OF NOTICE

Whenever any notice is required to be given to any director of IDTA under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of law, 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.

ARTICLE THIRTEEN – INDEMNIFICATION OF OFFICERS

Every Officer, employee, as well as former Officers, and employees, their heirs, executors, and administrators shall be indemnified against all losses, costs and expenses reasonably incurred in connection with any action, suit or proceeding to which they may be made a party by reason of being or having been an Office, or employee except as to matters wherein they shall be adjusted in such action, suit, or proceeding, to be liable for or guilty of gross negligence, willful misconduct, fraud, or a criminal offense. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Officers shall be entitled

ARTICLE FOURTEEN- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the IDTA in all cases to which they are applicable and in which they are not consistent with these bylaws and any special rules of order the IDTA may adopt.

ARTICLE FIFTEEN – CONFLICT OF INTERESTS

Any officer or key employee who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of her interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any material and relevant facts known to such person about the contract or transaction which might reasonably be construed to be adverse to IDTA's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can be reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participating, and whether there was a quorum present.

ARTICLE SIXTEEN- DISSOLUTION

Section 1. Requirements. If it determined that the needs for which the IDTA was formed have largely disappeared or if the association no longer has financial viability, it shall have the option to be dissolved by requirement of a 2/3 vote of all voting members.

Section 2. Distribution of Assets. In the event of dissolution of the IDTA, the executive board shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

ARTICLE SEVENTEEN – AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board at any regular or special meeting of the Board. Such action may be taken at a regular or special meeting for which written notice shall be given. Such notice shall state the purpose of the meeting and shall set forth the language of the proposed amendments. The bylaws may contain any provisions for the regulation and management of the affairs of IDTA not inconsistent with law or the articles of incorporation.

Revised Effective 5/31/13