

**Bylaws of the  
AMERICAN ART THERAPY ASSOCIATION, INC.**

**Ratified by the Membership: October 2022**

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American Art Therapy Association  
4875 Eisenhower Avenue, Suite 240  
Alexandria, VA 22304  
(703) 548-5860  
[www.arttherapy.org](http://www.arttherapy.org)

# AMERICAN ART THERAPY ASSOCIATION, INC. BYLAWS

## ARTICLE I NAME

As established in the Articles of Incorporation, the name of this not-for-profit corporation shall be the American Art Therapy Association, Inc., hereinafter referred to as AATA or the ASSOCIATION.

## ARTICLE II PURPOSE

**Section 1.** The purpose of the ASSOCIATION as established in the Articles of Incorporation, in addition to the powers granted to it under law, is to advance the field of art therapy among professionals and the public.

**Section 2.** Notwithstanding any provisions to the contrary, this corporation is organized exclusively for such purposes as are authorized and permitted by Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and this Corporation shall not carry on any activities which are not permitted to be carried on by a corporation exempt from taxation under said Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## ARTICLE III MEMBERSHIP

**Section 1. Categories, Qualifications, and Privileges.** Each AATA Membership category has specific qualifications which are delineated below. The Membership categories listed in these By-Laws represent the voting members of the Association. Any individual may only have voting rights in one membership category regardless of whether they hold additional memberships. AATA may create additional categories of membership for administrative purposes, however, any such categories not included below, will be non-voting members. Membership benefits confer to an individual or organization and are not transferrable to heirs or successors.

- A. Credentialed Professional:** Individuals who maintain current Registration (ATR) and/or Certification (ATR-BC) through the Art Therapy Credentials Board, Inc. (ATCB) or any other credential recognized by the AATA.
- B. Professional:** Individuals who have completed master's level degree in art therapy and are working as an art therapist without credentials and/or who are working as professional art therapists.
- C. Retired Professional:** Professional Members who have retired and are no longer engaged in the active practice of art therapy
- D. Art Therapy Student:** Individuals who do not meet the qualifications for Professional Membership, who are currently enrolled in an art therapy master's or doctorate program living in or outside the United States.

**Section 2. Application for Membership.** Application for Membership or change of membership category

shall be in accord with procedures established by the Board of Directors.

**Section 3. Dues.** Members shall be assessed annually for dues as determined by the Board and in accordance with the process and timeline detailed in ASSOCIATION operating procedures. The failure of a member to pay dues by the established deadline shall be cause for termination of member status.

**Section 4. Good Standing, Suspension, and Termination**

- A. A member shall be considered in to be in good standing when payment of all dues and fees is current.
- B. The board of directors may suspend, revoke, or terminate any membership, privilege of membership, or participation in ASSOCIATION programs or activities for nonpayment of dues and/or conduct contrary to the purposes of the ASSOCIATION or its policies. All suspension, revocation or termination proceedings shall be conducted in good faith and in a fair, nondiscriminatory and reasonable manner, consistent with applicable law and regulatory requirements for non-profit corporations and the bylaws.

**ARTICLE IV**

**BOARD OF DIRECTORS AND OFFICERS**

**Section 1. Board of Directors.** The members of the Board of Directors or “Board” shall consist of (4) officers and may have up to seven (7) directors-at-large herein “Directors”.

**Section 2. The Board of Directors shall exercise all corporate powers permitted by law and the activities and affairs of the ASSOCIATION shall be managed by or under the direction, and subject to the oversight, of the Board of Directors. Additionally, the Board of Directors shall:**

- A. Evaluate and support the executive director.
- B. Appoint the chairs and at its discretion other members of board or general member committees.
- C. Review and approve the ASSOCIATION strategic plan; and
- D. Review and approve the annual budget, amendments to such budget, long term financial plans, and provide for and review a regularly occurring independent audit of the ASSOCIATION’s financial records.

**Qualifications.**

The Board shall develop general qualifications for Directors of the Board that reflect the skills and experience necessary to execute the requirements of the role.

**Section 3. Officers.** The officers shall be a President, a President-Elect, a Secretary, and a Treasurer.

- A. **President.** The president shall preside at all meetings of the Board, prepare, with the help of staff, the agenda for Board meetings, and perform all duties customary to the office of President.
- B. **President-Elect.** In the absence of the President or in the event of the President’s inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.
- C. **Secretary.** The Secretary shall be responsible, with the assistance of staff, for keeping accurate minutes of all meetings of the Board; shall see that all notices required by these Bylaws or by law are given; and, in general, shall perform all duties customary to the office of Secretary.
- D. **Treasurer.** The Treasurer, with the advice and approval of the Executive Committee and with the help of the Executive Director shall be responsible for, all funds and securities of the ASSOCIATION, prepare and submit the annual budget to the Board, provide oversight of the financial affairs of the ASSOCIATION, and keep the Board fully informed about all financial matters.

**Section 4. Term of Office.** Other than the President and President-elect, all Officers and Directors shall serve for a two-year term or until their successors are elected and may not serve for more than two consecutive terms in the same office.

The President and President-elect shall serve for one term in the same office. The President-elect will automatically succeed into the office of President at the completion of the two-year term.

After the President’s term has ended, the individual may serve again on the Board (by election or appointment) only after at least one year has elapsed since the individual’s last term of office.

**Section 5. Nominations and Elections.** Elections shall be by mail or electronic ballot.

**Section 6. Removal.** The Board may remove an officer or Director with cause by a majority vote at any regular or special Board meeting. Any officer or Director proposed for removal will be given notice of the pending action and an opportunity to be heard prior to the vote to remove. The individual will be notified in writing of the Board’s decision within 5 business days.

**Section 7. Resignation.** An officer or Director may resign by written notice to the Board, effective upon receipt or such notice.

**Section 8. Vacancies.**

- A. Should a vacancy occur in the office of president, the president-elect shall automatically succeed to the office of the president and shall complete the unexpired term in addition to the term to which they were elected.
- B. A vacancy in the office of president-elect shall remain vacant until a new president-elect is elected.
- C. Should a vacancy occur in the offices of both president and president-elect, the Board of Directors shall appoint a president pro-tempore from among its members until the next scheduled balloting at which time both a president and president-elect shall be elected.
- D. Vacancies occurring among all other offices shall be filled by appointment by the president, with the Board of Directors’ approval, for the unexpired term.

**Section 9. A.** Policies and procedures created by the board may not conflict with the bylaws.

**ARTICLE V  
COMMITTEES**

The Board may establish and appoint or abolish any committee it deems appropriate. There shall be the following Standing Committees: Executive Committee and Nominating Committee.

**Section 1. Executive Committee.** The Executive Committee shall consist of the Officers. The Executive Committee shall oversee the ASSOCIATION’s financial operations, hire and set the compensation of the Executive Director, evaluate the performance of the Executive Director, and make decisions on behalf of the Board when such authority is delegated by the Board or on emergency matters where action is temporary.

**Section 2. Nominating Committee.** The Nominating Committee shall consist of two (2) members of the Board of Directors, the immediate Past President, and two (2) individuals elected to the committee from the general membership. The Past President may be replaced by a third member of the Board of Directors at the discretion of the Executive Committee. The Nominating Committee

shall consider candidates and put forward a slate for election by the membership. Should any member of this Committee be a candidate, they may not participate in any discussion or decisions regarding the position for which they are a candidate.

## **ARTICLE VI MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Meeting.** An Annual Meeting of the Membership shall be held virtually or in person once a year, at a time and place designated by the Board of Directors

**Section 2. Notification.** Notification of the annual meeting shall be sent to the membership electronically. All members shall be notified of the meeting or any postponement in a manner determined by the Board to be fair and reasonable under the circumstances.

**Section 3. Quorum.** A minimum of 50 voting members present at the Annual Meeting of the Membership shall constitute a quorum. Proxy voting is not permitted.

**Section 4. Minutes Approval.**

**Section 5. Resolutions.** Resolutions may be presented for consideration by the membership according to policies established by the Board of Directors. Resolutions are non-binding.

## **ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Annual Meeting.** The Board of Directors shall meet virtually or in person at least once per year at a time and place designated by the Board of Directors.

**Section 2.** Meetings designated as “regular” or “special” may be held in accordance with policies established by the Board.

**Section 2. Notification.** Any meeting deemed “special” will require a minimum of two (2) days’ notice prior to the meeting. Any meeting of the board shall be a legal meeting without notice if each director, by a writing filed with the records of the meeting, waives such notice.

**Section 3. Quorum and votes required for action.** The majority of the Board members then in office shall constitute a quorum. Proxy voting is not permitted.

Except as otherwise provided in these Bylaws or by applicable law, from among those constituting a quorum, a majority vote (50%+1) of the Directors entitled to vote is required to carry a matter.

**Section 4. Any Action of the Board without a Meeting:** Any action by the Board may be taken without a meeting provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the board is filed with the minutes of such meeting.

## **ARTICLE VIII CHAPTERS**

**Section 1.** The Board of Directors may at its discretion authorize local, state, or regional groups to be Chapters of the ASSOCIATION.

**Section 2.** The criteria, procedures, and relationship of any Chapter to the ASSOCIATION will be set forth in the Agreement between a Chapter and the ASSOCIATION.

**ARTICLE VIII  
INDEMNIFICATION**

The ASSOCIATION will indemnify officers, directors, employees, and agents and persons serving at its request to the extent it is obliged by law to do so; AATA will consider indemnifying an officer, director, employee, or other person who requests such indemnification to the extent AATA may be permitted by law to provide indemnification.

**ARTICLE IX  
AMENDMENTS**

**Section 1.** Amendments to these Bylaws or the Articles of Incorporation may be proposed by the Board of Directors or by written petition signed by ten voting members.

**Section 2.** All proposed amendments shall be received, considered, and approved by the Board of Directors before submission to the membership for approval.

**Section 3.** A proposed amendment, which has been approved by the Board, will be submitted to the membership for a vote. Voting shall be by USPS mail or electronic ballot. A majority of votes received provided that at least as many mail or electronic ballots have been returned as would constitute a quorum if the meeting were held in person. Notice of proposed amendment(s) to the bylaws approved by the Board will be sent to the membership, who will have 30 calendar days (from the date of notice, not counting the actual day of notice itself) to vote either to approve or disapprove the amendment(s), on a ballot which will be sent with the notice and will be returnable either by mail or electronically. If the 30th day falls on a Saturday, Sunday, or legal holiday, the member will have until the next business day to vote; in the case of ballots submitted via regular mail, ballots must be postmarked by the 30th day.

**Section 4.** No amendment shall be made to the Bylaws which would interfere with or terminate the ASSOCIATION’S status as a charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). All amendments to the bylaws or Articles of Incorporation if required will be reported to the IRS with form 990

**ARTICLE X  
NON-FOR-PROFIT STATUS DISSOLUTION**

Unless otherwise specifically provided by law, the ASSOCIATION may be dissolved at any time by the written consent of a majority of voting members. In the event of the dissolution of this corporation or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation will be distributed to another corporation or association of like purpose or purposes as set forth herein, and which possesses similar or like exemptions, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) as the directors may select and designate; and in no event shall any of said assets or property in the event of dissolution thereof, go or be distributed to members, either for their reimbursements of any sums subscribed, donated or contributed by such members, or for any other purpose.

**ARTICLE XI**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Democratic Rules of Order* shall govern the ASSOCIATION in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the ASSOCIATION may adopt. The parliamentary authority of the ASSOCIATION shall be adopted by each CHAPTER.