

Articles of Association

of

The Association for Therapeutic Eurythmy in North America

PREAMBLE

The Association for Therapeutic Eurythmy in North America (sometimes herein called "ATHENA" or the "Association") is a voluntary association of Therapeutic Eurythmists organized under the laws of the State of California. Therapeutic Eurythmy is a healing art based on the work of Rudolf Steiner. Eurythmists and physicians have further developed this new healing art, born out of Steiner's world conception, Anthroposophy. The members of the Association work actively with the Medical Section of the Goetheanum, School for Spiritual Science, located in Dornach, Switzerland.

The Association is an interest group of the Anthroposophical Society in America, and will maintain close ties to the Eurythmy Association of North America and the Artemisia Association for the Anthroposophical Renewal of Healing.

The purposes of the Association are to fulfill and support the needs, endeavors, initiatives and achievements of each member as therapeutic eurythmists. Its activities may include, but shall not be restricted to, communication, publicity, education, mentoring, certification, research and the maintenance of archives. The services rendered by the Association shall enhance the work of its members so that Therapeutic Eurythmy shall take its place with other healing arts on this continent.

Article I

NAME

1. Name. The Association shall be called *The Association for Therapeutic Eurythmy in North America* (sometimes herein called "Athena" or the "Association").

Article II

PURPOSES

1. Organization. The Association shall be organized in and under the laws of the State of California as an unincorporated association.

2. Purposes of the Association. In addition to the purposes referred to in the Preamble, the Association will represent and support Therapeutic Eurythmy as a movement therapy based on traditional and anthroposophically-extended medicine. It will support the professional interests of those engaged in Therapeutic Eurythmy, work cooperatively with Therapeutic Eurythmy training centers throughout the world and support the advancement of the profession.

Article III

MEMBERS

1. Full membership. Any individual who complies with the following requirements shall be eligible for full membership in the Association: (a) the receipt of a diploma as an Eurythmist which is recognized by the Section for the Arts of Eurythmy, Speech, Drama and Music of the School for Spiritual Science, at the Goetheanum, located in Dornach, Switzerland, (b) the receipt of a diploma as a Therapeutic Eurythmist (also known as a Curative Eurythmist) from a Therapeutic (or Curative) Eurythmy training course, wherever located, which is recognized as a training course by the Medical Section of the School for Spiritual Science, located in Dornach, Switzerland, (c) any additional professional qualifications as shall be determined from time to time by the Board of Directors, and (d) residence in North America.

2. Corresponding Membership. The Association may accept as a corresponding member other associations, or entities which have similar purposes as those of the Association, including but not limited to The Physicians' Association for Anthroposophical Medicine and Therapeutic Eurythmy associations of other countries. Each such association shall receive regular communications from the Association, but shall not be entitled to vote on any matter coming before the full members.

3. Associate Membership. Associate membership shall be open to Therapeutic Eurythmists residing outside of North America, to eurythmists who are enrolled as students in Therapeutic Eurythmy training courses, and to physicians. Associate members shall receive regular communications from the Association, but shall not be entitled to vote on any matter coming before the full members.

4. Affiliate Membership. Affiliate membership shall be open to any applicant who does not comply with any of the membership requirements set forth in Sections 1, 2, or 3 above. Affiliated members shall receive regular communications from the Association, but shall not be entitled to vote on any matter coming before the full members.

5. Applications for Membership. Applications for membership shall be made in writing and include proof of eligibility. The Board of Directors of the Association shall be empowered to determine whether applicants are eligible for membership, or if not eligible, whether exemptions from the qualifications should be granted.

6. Termination of Membership. Membership shall cease upon death or resignation. A resignation shall be made in writing and addressed to the Board of Directors, and shall be effective at the time specified thereon, and if no time is specified, at the time of its receipt by the president or secretary. Membership may also be terminated (a) through an unanimous vote of the Board of Directors, upon prior written notice of at least three months, (b) failure to comply at any time with the requirements for membership set forth in Section 1 of this Article, and (c) as specified in Article VI, Section 2. The Association shall grant to the member whose membership is proposed to be terminated all the rights then required under the laws of the State of California, including without limitation, if requested by the member, the right to a hearing before the Board.

7. Quorum of Members. A majority of all of the full members shall constitute a quorum for any meeting, and a vote of a majority of the full members, present in person or by written proxy, if a quorum is present at such time, shall be the act of the full members, except as set forth in Article VI. Corresponding, Associate and Affiliate Members may, at the discretion of the full members, be invited as observers of any annual or special meeting.

8. Annual Meetings. Annual Meetings of the full members shall be held within six (6) months after the end of each fiscal year at a time and place selected by the Board, at which meeting the full members shall elect Directors for the ensuing year and transact such other business as may be properly brought before the meeting.

9. Adjournments. A majority of the full members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting of the members specifying the time and place of the next meeting shall be given to the members who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other members.

10. Special Meetings. Special meetings shall be held upon written notice to the full members at the call of the president, or upon written request of a majority of the full members. The notice of a special meeting shall state the place, date and hour of the meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and specify the purpose or purposes thereof. The notice shall be given personally or by mail to each full member not less than ten nor more than ninety days before the date of the meeting. Such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to the members at their respective addresses, or if any member has filed with the secretary a written request that notices to him or her be mailed to some other address, then directed to him or her at such other address.

11. Notice of Meetings. Written notice of every annual meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the president to each full member at least thirty (30) days prior to the day named for the meeting. Notice of an annual or a special meeting need not be given to any member who submits a signed waiver of notice, whether before or after the meeting. The

attendance of any member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her. A waiver of notice need not specify the purpose of any annual or special meeting of the members.

12. Action Without a Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent or consents in writing (including facsimiles), setting forth the action so taken, shall be signed by all full members and shall be filed with the Secretary.

Article IV DIRECTORS

1. Board of Directors. The business and affairs of the Association shall be managed by its Board of Directors. The number of Directors shall not be less than three nor more than seven, as determined from time to time by the full members of the Association. The initial Board shall consist of five individuals. The minimum and maximum number of Directors may be increased or decreased by action of a majority of the full members, except that no decrease shall shorten the term of any incumbent Director. The term of each Director shall be three years, provided, however, that, with respect to the election of the initial Board of Directors, one Director shall be elected for a term of one year, two Directors shall be elected for a term of two years and two Directors shall be elected for a term of three years. Any Director so elected to a one, two or three year term shall be eligible, subject to Section 3 below, for reelection for a three year term.

2. Qualification of Directors. Members of the Board of Directors shall be chosen solely from the full members of the Association. All members of the Board of Directors shall be members of the Anthroposophical Society in America.

3. Initial Board of Directors. The first Board of Directors shall be chosen and appointed by a vote of the majority of the initial members of the Association. Thereafter, Directors shall be chosen and appointed as described in Section 8 of Article III. Any qualified individual shall be eligible for reelection as Director, but no individual shall serve more than

six successive years, after which s(he) will be eligible to be a nominee one year after the end of such period.

4. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, may be filled by vote of a majority of the Directors then in office, regardless of their number, at any annual, regular or special meeting. A Director elected to fill a vacancy shall hold office until the next succeeding annual meeting of the full members and until his or her successor is elected and qualified.

5. Removal of Directors. Any or all of the Directors may be removed for cause by a vote of the Directors at a meeting at which there is present two-thirds (2/3rds) of the entire Board of Directors after written notice to all Directors pursuant to Section 12 of this Article. The Association shall grant to the Director whose term is proposed to be terminated all the rights then required under the laws of the State of California, including without limitation, if requested by the Director, the rights to a hearing by the Board of Directors.

6. Resignation of Directors. Any Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

7. Quorum of Directors. A majority of the entire Board shall constitute a quorum for any meeting, and the vote of a majority of the Board present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors, except as set forth in Section 5 of this Article and Sections 3,4,5, and 6 of Article VI.

8. Annual Meetings. Annual Meetings of the Directors shall be held within six (6) months after the end of each fiscal year at a time and place selected by the Board, at which meeting the Board shall elect officers and transact such other business as may be properly brought before the meeting.

9. Adjournments. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting of the Directors specifying the

time and place of the next meeting shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

10. Regular Meetings. Regular meetings of the Board may be held at such times and at such place or places as a majority of the Directors may from time to time determine, or as may be designated in the notice calling the meeting.

11. Special Meetings. Special meetings shall be held upon written notice to the Directors at the call of the president, or upon written request of a majority of the Directors. The notice of a special meeting shall state the place, date and hour of the meeting, and specify the purpose or purposes thereof. The notice shall be given personally or by mail to each Director not less than five nor more than ten days before the date of the meeting. Such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to the Director at his or her address, or if (s)he has filed with the secretary a written request that notices to him or her be mailed to some other address, then directed to him or her at such other address.

12. Notice of Meetings. Written notice of every regular or annual meeting of the Directors, stating the time, place and object thereof, shall be given by, or at the direction of, the president to each Director at least thirty (30) days prior to the day named for the meeting. Notice of a regular, special, or annual meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her. A waiver of notice need not specify the purpose of any regular, special or annual meeting of the Board.

13. Action without a Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing (including facsimiles), setting forth the action so taken, shall be signed by all Directors and shall be filed with the secretary.

14. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, designate from among its Directors an advisory committee, an executive committee and/or other standing committees, each consisting of 2 or more Directors, and each of

which, to the extent provided in such resolution, shall have all the authority of the Board, except as to the matters prohibited by the laws of the State of California and except for the matters referred to in Article VI, Sections 3, 4, 5, and 6. The Directors may appoint one or more individuals who are not Directors of the Association to any committee. Such individuals shall be called Advisors; no Advisor shall have a vote on any business being considered by a committee.

15. Compensation of Directors. Directors, as such, shall not receive any salary for their services as Directors, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and of any committee of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE V

OFFICERS

1. Officers of the Association. The officers of the Association shall be a president, a secretary, a treasurer and such other officers as may be elected from time to time by the Board. No more than one office may be held by the same person simultaneously. All officers shall be elected by the Board for a term of one year, and each officer shall hold office for such term ending on the day of the next succeeding Annual Meeting of the Board and until his or her successor has been elected and qualified. All officers shall be members of the Anthroposophical Society in America, and full members of ATHENA; and the president shall be a Director of the Association.

2. Duties of the Officers. The officers of the Association shall perform the duties specified in these Articles of Association and such other duties as may be required from time to time by the Board.

3. President. The president shall perform all the duties usually incident to the office of president. (S)he shall have power to execute all contracts and instruments of conveyance in the name of the Association and to sign checks, drafts, notes and orders for the payment of money, shall be an ex-officio member of all standing committees of the Board,

shall, in general, supervise and manage all of the business and affairs of the Association, subject to the control of the Board, and, subject to the approval of the Board, shall appoint and discharge agents and employees.

4. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors and members and, unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose. (S)he shall give, or cause to be given, notice of all meetings of Directors and members and all other notices required by law or by these Articles of Association, and in case of his or her absence, any such notice may be given by any person thereunto directed by the president or by the Directors upon whose request the meeting is called. (S)he shall have charge of the books and records and custody of the seal, if any, of the Association (provided, however, that (s)he may keep such books, records and seal at the office of the Association if (s)he is resident elsewhere), and affix the seal to all instruments requiring it when authorized by the Directors or the president and attest the same. (S)he shall, in general, perform all the duties incident to the office of secretary.

5. Treasurer. The treasurer shall have custody of all funds, securities, evidences of indebtedness and other valuable documents of the Association; when necessary or proper, (s)he shall endorse checks, notes and other obligations on behalf of the Association for collection and shall deposit the same to the credit of the Association in such bank or banks or depository as the Board may designate. (S)he shall receive and give or cause to be given receipts and acquittances for moneys paid in on account of the Association and shall pay out of the funds on hand all just debts of the Association of whatever nature upon maturity of the same; (s)he shall enter or cause to be entered in books of the Association to be kept for that purpose full and accurate accounts of all moneys received and paid out on account of the Association, and whenever required by the president or the Directors, (s)he shall render a statement of his or her accounts. (S)he shall keep or cause to be kept such other books as will show a true record of the expenses, losses, gains, assets and liabilities of the Association; (s)he shall at all reasonable times exhibit his or her books and accounts to any Director of the Association upon application at the office of the Association during business hours; (s)he shall perform all other duties and acts incident to the office of treasurer. At the request of the Board, (s)he shall give the Association security for the faithful performance of his or her duties in such sum and with such surety as the Board may require.

6. Assistant Secretary and Assistant Treasurer. If the Board elects assistant secretaries and/or assistant treasurers, each of them shall have such powers and shall perform such duties as may be assigned to them by the Board, the president or by the secretary or treasurer, respectively. In the absence or disability of the secretary or the treasurer, the assistant secretary or the assistant treasurer, respectively, shall perform all their duties and exercise all their powers. The assistant treasurer may be required to give security for the faithful performance of his or her duties in such sum and with such surety as the Board may require.

7. Removal of Officers. Any officer may be removed by the Board with or without cause. The Association shall grant to the officer whose term is proposed to be terminated all the rights then required under the laws of the State of California, including without limitation, if requested by the officer, the right to a hearing by the Board of Directors.

8. Vacancies. If the office of any officer becomes vacant, the Directors may elect any qualified person to fill such vacancy, who shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

9. Compensation of Officers. The fixing of salaries of officers, if any, shall require the affirmative vote of a majority of the entire Board. Such compensation shall be reasonable and commensurate with services performed.

ARTICLE VI

MISCELLANEOUS PROVISIONS

1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and terminate on the 31st day of December in each calendar year, except that the initial year shall begin on the date determined as set forth in the attestation clause of Article VII and terminate on December 31, 1999.

2. Dues. The membership dues used to cover the operating costs of the Association shall be decided yearly for all classes of members at the annual meeting of the Board of Directors. The dues for a member may be adjusted upon application by the member to the Board of Directors. Non-payment of dues, unless agreed to by the Board, shall

constitute termination of membership ninety days after such dues are due and payable.

3. Amendment and Repeal. These Articles of Association may be amended or repealed by (a) a two-thirds (2/3rds) vote of the entire Board of Directors, and (b) a two-thirds (2/3rds) vote of all of the full members of the Association present in person or by proxy at a meeting of the members of the Association.

4. Incurrence of Indebtedness. No indebtedness shall be incurred by the Association without the affirmative vote of (a) a majority of the entire Board of Directors and (b) two-thirds (2/3rds) of all full members of the Association. Written notice of any proposal to incur indebtedness shall be given to each Director in accordance with Article IV, Section 12, and to each member in accordance with Article III, Section 11.

5. Change of Association to Corporation. Any proposal to change the Association into a corporation, or to merge the Association into a corporation, shall require the affirmative vote of (a) a majority of the Board of Directors and (b) two-thirds (2/3rds) of all full members of the Association. Written notice of any such proposal shall be given to each Director in accordance with Article IV, Section 12, and to each member in accordance with Article III, Section 11.

6. Dissolution. Any proposal to dissolve the Association (other than its change or merger into a corporation, both of which shall be governed by the preceding paragraph) shall require the affirmative vote of (a) a majority of the Board of Directors and (b) two-thirds (2/3rds) of all full members of the Association. Written notice of any such proposal shall be given to each Director in accordance with Article IV, Section 12, and to each member in accordance with Article III, Section 11. In the event of dissolution, all of the remaining assets and property of the Association shall, after payment of all necessary expenses, be distributed, in compliance with applicable laws of the State of California and rules and regulations of the Internal Revenue Service, to one or more not-for-profit organizations selected by the Board of Directors and full members of the Association.

Article VII
INITIAL MEMBERS

The names and addresses of the initial members of the Association are as follows:

<u>Name</u>	<u>Address</u>
Anne Cook	1081 Dickens Dr., Santa Rosa, CA 95401
Maria Hellend-Hansen	724 16th St., Apt.1, San Francisco, CA 94118
Cynthia Hoven	3937 Bannister Rd., Fair Oaks, CA 95628
Bonnie Maffei	426 Capitola Ave., #58, Capitola, CA 95010
Nancy McMahon	7101 Spicer Dr., Fair Oaks, CA 95628
Veronica Reif	2923 Florence St., #303, Berkeley, CA 94705
Roswitha Smith	1947 9th Ave., San Francisco, CA 94116

IN WITNESS WHEREOF, the initial members have executed these Articles of Association, to be dated as of APRIL 28th, 1999, and to become effective upon the date of the execution of these Articles by the last individual to so execute these Articles.

Anne Cook
 Anne Cook
 Dated: April 28, 1999

Nancy McMahon
 Nancy McMahon
 Dated: 27 April, 1999

Maria Hellend-Hansen
 Maria Hellend-Hansen
 Dated: April 23, 1999

Veronica Reif
 Veronica Reif
 Dated: April 25th, 1999

Cynthia Hoven
 Cynthia Hoven
 Dated: April 27, 1999

Roswitha Smith
 Roswitha Smith
 Dated: April 24, 1999

Bonnie Maffei
 Bonnie Maffei
 Dated: APRIL 20, 1999

