

**BY-LAWS OF**

**CHICAGO DANCEMAKERS FORUM**

**ARTICLE I**

**NAME**

The name of the corporation shall be “Chicago Dancemakers Forum” (the corporation).

**ARTICLE II**

**PURPOSES**

Section 1. Not For Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986 (the Act).

Section 2. Purposes. The corporation is organized exclusively for charitable, educational, literary, and scientific purposes within the meaning of Sections 170(c)(2)(B) and 501(C)(3) of the Internal Revenue Code of 1986, as amended (the Code). In furtherance of such purposes, the corporation may:

- (a) Expend its funds directly to accomplish one or more purposes described in Sections 170(c)(1) and 170(c)(2)(B) of the Code;
- (b) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and
- (c) Engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes.

### **ARTICLE III**

#### **REGISTERED OFFICE, AGENT, AND SEAL**

Section 1. Registered Office and Agent. The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

Section 2. Seal. The corporation shall not have a seal.

### **ARTICLE IV**

#### **MEMBERS**

There shall be no members of the corporation.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

Section 1. General Powers. The property, business and affairs of the corporation shall be managed by or under the direction of its Board of Directors. Without limit the Board of Directors may exercise all such powers of the corporation as are provided by the Act, the Articles of Incorporation and these by-laws, as in effect from time to time. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Number, Tenure, and Qualifications. The number of directors which shall constitute the whole Board of Directors shall be at least five and no more than fifteen, and shall be fixed from time to time, within such minimum and maximum, by the Board of Directors. For the avoidance of doubt, the executive director provided for in Section 5 of Article VI shall not count toward the total number of directors fixed by the Board of Directors.

Each director shall hold office for a term of three years. The Board shall make an effort to have an equal number of directors transition off and on each year.

No member of the Board of Directors shall serve more than three consecutive terms as director. After serving three consecutive terms, a person may be considered for the Board of Directors after the person has not been a member of the Board of Directors for a full year. Directors need not be residents of Illinois. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this Section. No decrease shall have the effect of shortening the term of an incumbent director.

Section 3. Chair. One member of the Board of Directors shall be appointed chair of the Board of Directors.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held as provided by resolution of the Board of Directors, without notice other than such resolution. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the executive director or any two directors with written notice to all directors at least two days prior. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days prior thereto by written or e-mail notice to each director at his or her mailing address or e-mail address as shown by the records of the corporation. If mailed or delivered, such notice shall be deemed to be delivered when deposited in the United States mail or delivery service in a sealed envelope so addressed, with postage or delivery charge thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is transmitted. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when 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 purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Quorum. Fifty-one percent of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. However, for decisions on hiring an executive director, approving the annual budget, electing new board members,

changing the organization's by-laws, or approving the organization's strategic plan, two-thirds shall constitute a quorum.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, or the Articles of Incorporation. A director may act by proxy on any matter.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, if any, otherwise it shall take effect upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed with or without cause, by the affirmative vote of a majority of the Board of Directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present. The presence of director who is subject to the removal vote will not count towards the quorum nor will this person be entitled to vote. Absence from three of four quarterly meetings within a period of twelve months will be grounds for, but will not mandate, removal of a director. Absence from four of four quarterly meetings within a period of twelve months will require a vote by the Board of Directors as to the removal of the absent director. If the Board of Directors proposes to remove a director at a special meeting, written notice of such meeting shall be given as provided in the Act.

Section 11. Informal Action by Directors. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 12. Compensation. Directors shall not receive any compensation for their services as directors; however, the Board of Directors may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Nothing herein shall be construed to preclude a director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

Section 13. Presumption of Assent. A director of the corporation who is present at a

meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Officers. The officers of the corporation shall be the executive director, a chair, a vice chair, a treasurer, a secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, and all offices do not need to be filled, other than executive director, secretary, and treasurer.

Section 2. Election and Term of Office. The officers of the corporation shall be elected every three years by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her earlier death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. No officer may serve more than two consecutive terms.

Section 3. Resignation and Removal of Officers. Any officer may resign at any time upon written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, if any, otherwise it shall take effect upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office shall be filled by action of the Board of

Directors at the next regular or special meeting thereof. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal.

Section 5. Executive Director. The Executive Director shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives 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; he or she shall discharge all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, including those instruments to be executed by the president of the corporation, and he or she may accomplish such execution either individually or with the secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors.

Section 6. Chair. He or she shall preside at all meetings of the Board of Directors and he or she shall appoint committee chairs, make committee assignments, and convene meetings. The Chair shall discharge all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors.

Section 7. Vice Chair. The vice chair shall assist the chair in the discharge of his or her duties as the chair may direct and shall perform such other duties as from time to time may be assigned to him or her by the executive director or the Board of Directors. In the absence of the chair or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the chair and, when so acting, shall have all the powers of and be subject to all the restrictions on the chair.

Section 8. Treasurer. The treasurer shall be the principal accounting and financial officer of the corporation. He or she 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 and securities of the corporation, and be responsible therefore, and for the receipt and disbursement

thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the executive director 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 shall determine.

Section 9. Secretary. The secretary shall (a) record the 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; (d) keep a register of the post office address of each director and officer which shall be furnished to the secretary by such director or officer; 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 executive director, chair, or by the Board of Directors.

Section 10. Compensation. Directors shall not receive any compensation for their services as Directors. They may receive compensation for other services as long as that compensation is competitive within the market and discussed by the Board to ensure it is not a conflict of interest.

## ARTICLE VII

### 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 members of each committee shall be appointed by a majority of the Board of Directors at each annual meeting. 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, of any responsibility imposed on it, him, or her by law.

Each Board member shall serve on at least one standing committee. The standing committees shall include:

- A. The Executive Committee acts on the behalf of the board when action cannot or need not await a full Board meeting; provides a forum for emergency decisions referred to it by the Board and provides a sounding board for the Chair on such issues as annual evaluation of

the Executive Director. The Executive Committee shall consist of Board officers of chairs of the standing committees.

- B. The Finance Committee provides oversight and acts as a sounding board for all financial recommendations to the Board, including analysis of the annual budget, and review of accounting policies and procedures of the organization.
- C. The Board Governance Committee secures works with staff leadership to build, strengthen, and guide the Board; identifies recruits and nominates candidates for the Board; works with the staff to provide an effective orientation process as well as an annual performance evaluation process for the Board, collectively and individual members. This committee shall also secure nominations for officers of the Board of Directors.
- D. The Development Committee works with the staff to expand the contributed income for the organization. The committee focuses on corporate, foundation, and individual giving. The committee works with staff to analyze and improve the organization's fundraising effectiveness. An Event Committee shall exist as a sub-committee of the Development Committee and works with the staff and the entire Board to plan and execute a successful annual fundraising gala benefit that meets or exceeds the budgeted income goal.
- E. The Program Evaluation Committee serves as link between the staff and Board on program activities and contributes to the assessment of the organization's programs and long-range program planning. Annually, the committee reviews the results of program evaluations. The committee also ensures that all programs support the organization's strategic mission.

Additional committees or task forces may be added based on need and at the discretion of the Chair.

Section 2. Commissions or Advisory Bodies. 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. At least two members of the Board of Directors shall be members of any commission or advisory body. 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 otherwise provided in these Bylaws, or 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. Chair. One or more members of each committee, advisory board, or commission may be appointed chair or co-chair, as applicable.

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 fifty-one percent 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.

Section 9. Prohibitions. In no event shall a committee:

- (a) Adopt a plan for the distribution of the assets of the corporation or for dissolution;
- (b) Fill vacancies on the Board of Directors or on any committees designated by the Board of Directors;
- (c) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;
- (d) Adopt, amend or repeal the by-laws or the Articles of Incorporation of the corporation;
- (e) Adopt a plan of merger or adopt a plan of consolidation with another corporation;

- (f) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or
- (g) Amend, alter, repeal or take any action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

## **ARTICLE VIII**

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

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 or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the executive director or a vice president of the corporation.

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

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation, and may give receipts therefor.

Section 5. Loans. No officer or director shall be authorized to obtain loans on behalf of the corporation without the approval of the Board of Directors.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE X**

### **FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the Act, the Articles of Incorporation or 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.

## **ARTICLE XII**

### **INDEMNIFICATION**

Section 1. Indemnification in Actions Other Than by or in the Right of the Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses

(including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Any indemnification provided pursuant to this Article shall be limited to indemnification permitted by the General Not for Profit Corporation Act of Illinois, the Articles of Incorporation and any other applicable law. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions By or in the Right of the Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the

specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment in Advance of Final Disposition. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. References to Corporation. For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation

if its separate existence had continued.

Section 9. Other References. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such dire employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

### **ARTICLE XIII**

#### **AMENDMENTS**

The power to alter, amend, or repeal these by-laws or adopt new by-laws shall be vested in the Board of Directors. Such action may be taken by a majority of the by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

### **ARTICLE XIV**

#### **TELEPHONE PARTICIPATION**

The directors of the corporation may participate in a meeting of 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 of the person or persons participating.