

**BYLAWS OF THE  
AMERICAN MASSAGE THERAPY ASSOCIATION  
JUNE 2013 REVISION**

The American Massage Therapy Association prohibits preferential or adverse discrimination on the basis of race, creed, color, gender, age, national or ethnic origin, marital status, religion, sexual orientation, or handicap in all areas including, but not limited to, its qualifications for membership, rights of members, policies, programs, activities, and employment practices.

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**ARTICLE I. NAME**

**Section 1. Name**

- A. The name of this corporation is “The American Massage Therapy Association” (hereafter referred to as “AMTA” or the “Association”).
- B. AMTA shall have and continuously maintain in Delaware a registered office and a registered agent, and may also have other offices within or outside Delaware as the National Board of Directors may designate.

**ARTICLE II. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

AMTA will indemnify all officers, directors, and committee members of AMTA to the full extent permitted by the Delaware General Corporation Law, as amended from time to time, and AMTA is entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

**ARTICLE III. USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

**ARTICLE IV. PURPOSES**

The purposes of AMTA shall be to:

- A. Advance the science and art of massage and related techniques;
- B. Raise and maintain the standards of the massage profession;
- C. Foster a spirit of cooperation and the exchange of ideas and techniques among its members and others who are part of the field of massage;
- D. Promote legislation that supports and upholds, and oppose legislation that harms and damages, the massage profession;
- E. Protect and preserve the rights of its members;
- F. Enhance the public’s understanding and appreciation of massage;
- G. To further the broad objective of improving conditions of life, or individual well-being, in our society through utilization of the professional knowledge and skills of massage therapy;
- H. To advocate the rights and interests of persons seeking massage therapy as health care;
- I. Conduct any other activity in connection with the purposes stated in this Article and to undertake such other desirable activities as the National Board of Directors may determine.

## ARTICLE V. MEMBERSHIP

### Section 1. General Eligibility

AMTA may grant membership to any individual or entity who:

- A. Meets the qualifications set forth for each classification of membership in AMTA;
- B. Shares interest in and supports the purposes of AMTA;
- C. Abides by these Bylaws, AMTA's Code of Ethics, and other policies, rules and regulations that AMTA may adopt;
- D. Meets additional criteria for each category of membership that the National Board of Directors may establish.

### Section 2. Membership Classifications and Qualifications

Membership in the Association shall be divided as follows:

Professional, Student, Massage Therapy Schools and Educators, Supporting, and Honorary. An individual or legal entity may hold only one (1) classification of membership.

- A. Professional Classification
  - 1. Must graduate from any supervised 500 in-class hour minimum entry-level program, or must pass an exam recognized by AMTA as identified in AMTA policy or must have an AMTA-accepted state license, certification, or registration.
  - 2. For any jurisdiction in which the member practices massage, the member must hold a valid license, registration or certification issued by that state, territory, District of Columbia, or municipal government, if such credential is required by law to practice massage in that jurisdiction.
  - 3. In order to remain qualified for Professional membership, a member must complete continuing education in accordance with AMTA Policy.
- B. Student Classification
  - 1. Must be enrolled as a student in any 500 supervised in-class hour minimum entry-level program in the United States, its territories, or Canada.
  - 2. May hold membership in this classification for no more than two (2) years.
  - 3. Must not have previously held AMTA Professional membership.
- C. Massage Therapy Schools and Educators Classification
  - 1. Must be school administering an entry level massage therapy program consisting of a minimum of 500 supervised in-class hours and operating legally within its jurisdiction.
- D. Supporting Classification
  - 1. Must be an individual or a legal entity, not practicing massage but wishing to support and advance the profession of massage therapy through AMTA in accordance with the AMTA core purpose and goals.
- E. Honorary Classification
  - 1. Honorary membership is a special honor bestowed upon a person who has contributed exemplary service and/or knowledge that has benefited massage.

### **Section 3. Status**

- A. International Status
  - 1. Any member residing and practicing in a foreign country other than Canada or the US Territories is eligible for International status unless otherwise determined by the National Board of Directors.

### **Section 4. Membership in Chapters**

- A. All members, other than Massage Therapy Schools and Educators shall be assigned to a Chapter having territorial jurisdiction of the area where the member practices, resides, or attends school, or in the case of a legal entity where it is located provided such Chapter exists.
- B. Each member will be assigned to only one Chapter.

### **Section 5. Good Standing**

- A. Members who comply with Bylaws, AMTA's Code of Ethics, and Policy are considered members in good standing.

### **Section 6. Disciplinary Action**

The Association shall expel from membership or otherwise discipline any member who is not in good standing. Complaints to the effect that a member has violated the ethical principles, Bylaws, or Policy shall be processed in accordance with AMTA Policy.

### **Section 7. Reinstatement**

Any former member may be reinstated to membership in accordance with the Policies of the Association, or by approval of the National Board of Directors.

### **Section 8. Title Designation**

- A. AMTA designates Professional Members as *Massage Therapist* or *Massage Technician*. AMTA shall also recognize the following titles:
  - 1. AMTA Certificate Programs:
    - a. Registered Massage Therapist
    - b. Approved Continuing Education Instructor
  - 2. Specialty Programs:
    - a. Event Sports Massage Specialist

## ARTICLE VI. FINANCE

### Section 1. Fiscal Year

The fiscal year of AMTA shall be from March 1 through the last day of February.

### Section 2. Crime Insurance

Any officer, staff, or AMTA member whose name appears on any AMTA account, handles or has access to AMTA funds, will be covered by AMTA crime policy.

### Section 3. Auditing

AMTA's books and records will be audited annually by a Certified Public Accountant and approved by the National Board of Directors

### Section 4. Dues and Fees

Membership dues shall be determined by the National Board of Directors and the actual amount of membership dues for each membership classification and type of status (if applicable) shall be listed in AMTA Policy. The National Board of Directors shall determine the portion of dues, application fee, or any applicable fee, which shall be designated for the Chapters.

## ARTICLE VII. NATIONAL OFFICERS

### Section 1. Titles and Methods of Selection

- A. Elected Officers:
  - 1. President-Elect;
  - 2. President;
  - 3. Immediate Past President;
  - 4. Three (3) Vice Presidents;
  - 5. Six (6) Members-at-Large.
- B. Appointed officers:

Appointed officers are standing committee chairs appointed by the President with approval by the National Board of Directors.

  - 1. Members of the National Board of Directors may not serve as chair of the Bylaws Committee, except if the Bylaws Chair is elected to the National Board of Directors; then, he/she may continue to serve as chair until a successor is appointed.

### Section 2. Eligibility for Candidacy

- A. A candidate for the office of President-Elect must:
  - 1. Hold Professional membership classification for three (3) consecutive years immediately prior to the date candidate applications are due in the National Office and sign the Board Code of Conduct agreement.
  - 2. Satisfy one or more of the following additional requirements:

- a. Completed one fiscal year as AMTA Vice President within the last three years.
  - b. Completed one fiscal year as AMTA National Member-at-Large within the last three years.
  - c. Completed one fiscal year as National Standing Committee Chair within the last two years.
  - d. Completed one fiscal year as AMTA Commission Chair within the last two years.
3. Not have been removed from office/position within the last fiscal year.
- B. In the event that the member has served as President-Elect, President, or Immediate Past President during any part of the current term year, the member is ineligible for candidacy to the office of President-Elect; or if currently serving in the first year of a two-year term on the National Board of Directors.
- C. A candidate for the office of Vice President must:
1. Hold Professional membership classification for at least three (3) consecutive years immediately prior to the date candidate applications are due in the National Office and sign the Board Code of conduct agreement.
  2. Satisfy one or more of the following requirements:
    - a. Has served as an AMTA chapter elected officer within last three years.
    - b. Has served as an AMTA national standing committee chair within last three years.
    - c. Has served as an AMTA national Vice President within the last three years.
    - d. Has served as an AMTA national Member-at-Large within the last three years
    - e. Has served as an AMTA Commission Chair within the last three years.
  3. Not have been removed from office/position within the last fiscal year.
  4. Not be serving in the first year of a two-year term on the National Board of Directors.
- D. A candidate for the office of Member-at-Large must:
1. Hold Professional membership classification for three (3) consecutive years immediately prior to the date candidate applications are due in the National Office and sign the Board Code of Conduct agreement.
  2. Satisfy one or more of the following requirements:
    - a. Has served in an elected or appointed AMTA chapter position within the last three years.
    - b. Has served in an elected or appointed AMTA national position within the last three years.
    - c. Has served on an AMTA national operational committee within the last three years.
  3. Not have been removed from office/position within the last fiscal year.
  4. Not be serving in the first year of a two-year term on the National Board of Directors.
- E. The President-Elect, President, Immediate Past President, Vice Presidents, and Members-at-Large shall maintain Professional membership classification throughout their terms of office.
- F. In the event that the member has served on the National Board of Directors for five (5) consecutive terms immediately prior to the election, the member is ineligible for candidacy for the offices of Vice President or Member-at-Large.

- G. Candidates for appointment shall be members of any classification in good standing.

### **Section 3. Term of Office**

- A. The President-Elect serves for one (1) fiscal year or until a successor is elected. This is the first term of a three (3) term succession through the offices of President-Elect, President, Immediate Past President.
- B. The President serves for one (1) fiscal year or until a successor takes office. This is the second term of a three (3) term succession through the offices of President-Elect, President, Immediate Past President.
- C. The Immediate Past President serves for one (1) fiscal year or until a successor takes office. This is the third term of a three (3) term succession through the offices of President-Elect, President, Immediate Past President.
- D. The Vice President serves for two (2) fiscal years or until a successor is elected.
- E. The Member-at-Large serves for two (2) fiscal years or until a successor is elected.
- F. The term of office for elected officers begins on the first day of the new fiscal year following the year they are elected.
- G. Appointed officers shall serve until a successor is appointed.

### **Section 4. Vacancy and Succession**

- A. A vacancy in any National office may be established through resignation, removal, disqualification, termination, disablement, or death prior to the regular end of term of office as determined by the National Board of Directors.
- B. All members filling vacancies by election or appointment must satisfy the eligibility for candidacy as put forth in these Bylaws, AMTA's policies and procedures and Position Descriptions including the Preamble.
- C. Any member filling a vacancy shall not currently be on the ballot for the current general election.
- D. The resignation of a National officer must be made in writing and be presented to the National Board of Directors for consideration at any regular or special meeting, or by mail ballot, and be accepted by a majority vote of the National Board of Directors. In the event a resignation is tendered orally, a written resignation may be requested by the National Board of Directors by return receipt request certified mail. If no response is subsequently received within fifteen (15) days, the National Board of Directors may accept the oral resignation and declare the position vacant.
- E. In the event of a vacancy in the office of the President-Elect, the office may be filled by the National Board of Directors acting upon a two-thirds vote of the entire Board. Candidates will include any person, if willing, who ran for this position in the most recent election, and candidates nominated by Board members. All candidates must meet eligibility criteria for the position of President-Elect. The elected candidate will continue through the succession of President and Immediate Past President.
- F. In the event of a vacancy in the office of President, the Immediate Past President shall resume the office of President until the next regularly scheduled election. If both the offices of President and Immediate Past President are vacant, the President-Elect shall assume the office of President. If the offices of President-Elect, President and Immediate Past President are vacant, the National Board of

Directors shall elect one of the Vice Presidents to succeed to the office of President.

- G. In the event of a vacancy in the office of the Immediate Past President, the office shall remain vacant until the next regularly scheduled election.
- H. In the event of a vacancy in the office of Vice President, the office shall be filled by action of the National Board of Directors. Such officer shall remain in office until the next regularly scheduled election.
- I. In the event of a vacancy in the office of Member-at-Large, the office shall be filled by action of the National Board of Directors. Such officer shall remain in office until the next regularly scheduled election.
- J. In the event of a vacancy in any appointed office, the President may appoint a successor with approval of the National Board of Directors at any regular or special meeting or by postal or electronic mail or facsimile (fax) transmission ballots in accordance with AMTA Policy.

### **Section 5. Removal from Office**

Any nationally elected or appointed officer may be removed by a two-thirds vote of the entire National Board of Directors whenever, in its judgment, the best interests of AMTA would be served thereby. Any vacancy by reason of removal shall be filled as set forth in Section 4 of this Article.

## **ARTICLE VIII. NATIONAL BOARD OF DIRECTORS**

### **Section 1. Composition**

- A. The members of the National Board of Directors are:
  - 1. President-Elect;
  - 2. President;
  - 3. Immediate Past President;
  - 4. The three (3) Vice Presidents;
  - 5. The six (6) Members-at-Large.
- B. An individual may hold only one (1) voting position on the National Board of Directors.

### **Section 2. Authority**

The National Board of Directors shall be governed by the AMTA Articles of Incorporation, Bylaws, and Organizational Policy. Members of the National Board of Directors shall have authority to act on behalf of the membership by virtue of election.

### **Section 3. Accountability**

- A. Members of the National Board of Directors regularly report to the President and are accountable to the membership for their responsibilities and performance by virtue of election or appointment.
- B. Upon election to the National Board of Directors, all National Board of Director members, shall resign any elected or appointed, committee or staff position in AMTA, and/or any other massage-related association or professional group. This does not apply to volunteer positions that are required in the Position

Description of the newly elected position, the Bylaws Standing Committee Chair and ownership of, or employment in, massage schools and programs.

#### **Section 4. Responsibilities**

- A. The National Board of Directors shall be responsible for the following:
  - 1. Amend and uphold Association Bylaws.
  - 2. Establish policies for the transaction of business and coordination of Association activities.
  - 3. Employ, define the authority and responsibilities of, and annually review the performance of an Executive Director, who shall be the administrator of the National Office and who shall be responsible to the National Board of Directors.
  - 4. Assume other duties as may be provided for elsewhere in these Bylaws, and Position Descriptions, including Preamble.
- B. The President shall be an ex-officio member of all committees and workgroups, by virtue of the office. In this role the President may participate in volunteer group discussions if needed, but is not obligated to attend. The President's responsibility is to:
  - 1. Notify the chair of her/his interest in participating in the committee or workgroup discussion(s).
  - 2. Share her/his knowledge and opinion, but not direct the discussion(s) or the outcome(s) or the vote.

#### **Section 5. Executive Committee**

- A. The members of the Executive Committee shall be:
  - 1. President-Elect;
  - 2. President;
  - 3. Immediate Past President;
  - 4. Vice Presidents (3).
- B. The responsibilities of the Executive Committee shall be to:
  - 1. Conduct the ongoing business of the Association during the time periods between meetings of the National Board of Directors; with the exception that the Executive Committee does not have the power to amend the Bylaws.

#### **Section 6. Meetings of the National Board of Directors**

- A. The National Board of Directors shall meet a minimum of two (2) times each year.
- B. In order to hold a meeting of the National Board of Directors, either the President-Elect, President or the Immediate Past President must be in attendance.
- C. Special Meetings
  - 1. Special meetings may be called by the President or a majority of the National Board of Directors upon seven (7) days notice in writing, or upon three (3) days notice by telephone and/or electronic mail.
- D. Executive Sessions  
Executive sessions of the National Board of Directors shall generally be held only for the following purposes:

1. Disciplinary actions and/or grievance hearings, personnel decisions, personal interviews, confidential negotiations or mediation, review of membership qualifications, or matter of which public discussion may damage the Association or well-being of individuals.
- E. Quorum and Voting
1. Each member of the National Board of Directors qualified to vote shall be entitled to only one (1) vote.
  2. A majority of Directors shall constitute a quorum at any meeting of the National Board of Directors; however, a smaller number may convene but may not vote until a quorum is secured.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

The Commission on Candidacy and the Commissioner of Elections are included in Article XII. Commissions, of these bylaws.

### **Section 1. Nominations for Elected Office**

- A. To be a candidate for office a complete application must be submitted, received by the Commission on Candidacy, and be in order.
- B. A candidate for office must be a member in good standing and hold Professional membership classification.
- C. Candidates for elected office will be placed on a ballot as follows:
  1. Those candidates included on the slate submitted by the Commission on Candidacy shall be placed on the ballot.
  2. Upon request other candidates may be placed on the ballot in accordance with AMTA Policy.

### **Section 2. Elections**

- A. The annual election of National officers shall be held by mail ballot in accordance with AMTA Policy.
- B. Election of officers shall be a majority of votes cast utilizing the preferential method of voting.

## **ARTICLE X. COMMITTEES AND WORKGROUPS**

### **Section 1. Committees**

- A. The National Board of Directors may establish and disband committees as needed to support its work.
- B. Committees serve as vehicles to carry out the work of the association as directed by the Board.

### **Section 2. Workgroups**

- A. The National Board of Directors and committees may establish and disband workgroups as needed to support their work.

### **Section 3. Ex-Officio Member**

- A. The President has ex-officio status on all committees and workgroups.

## **ARTICLE XI. COUNCILS**

A council is comprised of a specific constituency fundamental to the Association or profession. Councils are established in the bylaws and provide for deliberation, collaboration and communication among the members of the council and with the Association. AMTA Councils shall be as follows:

### **Section 1. Chapter Presidents Council**

- A. Purpose  
The purpose of the Chapter Presidents Council shall be to support and advance the function of Chapters by:
  - 1. Serving as a forum for the discussion and identification of Chapter needs and responsibilities.
  - 2. Providing the opportunity for networking, peer support and resource sharing among council members.
  - 3. Providing an avenue by which national officers and staff may present to, and seek the collective input of Chapter Presidents.
- B. Composition
  - 1. The Council shall be composed of the President from each Chapter or their appointed representative.
  - 2. The Chair of the Chapter Relations Committee shall be an ex-officio member of the Council.

### **Section 2. House of Delegates**

- A. Purposes  
The House of Delegates is a representative body of the membership that:
  - 1. Approves AMTA position statements as per policy;
  - 2. Makes recommendations to the National Board of Directors, as per policy, regarding:
    - a. AMTA bylaws;
    - b. AMTA's mission and goals;
    - c. Matters internal to the HOD;
    - d. Business of the Association in general;
  - 3. Hears reports pertinent to the business of the HOD.
- B. Composition
  - 1. Candidate(s) for Delegate(s) must be Professional Classification members in good standing, and may be a candidate for Delegate only in the chapter to which they are assigned.
  - 2. Members of the National Board of Directors, National Standing Committee Chairs, and National Commission Chairs shall not be eligible to serve as members of the House of Delegates for their Chapters.
  - 3. Delegates and alternates shall be elected at the Chapter Annual Meeting unless chapter elections are held by some other means specified in approved Chapter Standing Rules.

- a. Delegate(s) shall be elected to a two-year term of office, beginning at the same time as chapter officers' terms. Chapters with more than one delegate shall stagger the election of delegates. Chapters with an odd number of delegates will elect the "greater" half of their Delegates in odd numbered years.
  - b. Delegate(s) shall serve no more than three consecutive elected terms.
  - c. Alternate(s) shall be elected to a term of one year, beginning at the same time as Chapter officers' terms.
  - d. In the case of resignation or for any other reason a Delegate is unable to complete their entire term, an Alternate, according to the order of votes received, shall assume the Delegate position for the remainder of the unexpired term.
  - e. A candidate for Delegate and/or Alternate shall not have been removed from any Chapter or National office/position within the last twelve months.
4. The number of Delegates allotted each Chapter shall be determined each year according to policy.
  5. A chapter may not have more than five (5) delegates.
  6. The number of Alternate positions available for election shall be equal to or exceed the Chapter's number of allotted Delegate positions unless otherwise specified in approved Chapter Standing Rules.
- C. Duties
1. Delegates shall be responsible for supporting the purposes and performing responsibilities of the House of Delegates as described in Bylaws, Policy, and Delegate Position Description.
  2. Alternates shall be responsible for supporting the purposes and performing responsibilities of the House of Delegates as described in Bylaws, Policy, and Delegate Position Description should they succeed to the position of Delegate.
  3. Chapter boards may assign additional Chapter responsibilities to Delegates and Alternates.
- D. Meetings
1. The HOD shall convene annually at the National Convention.
  2. The Moderator of the HOD shall be appointed by the President. The duties of the Moderator shall be to conduct the meeting of the HOD while it is in official session at the National Convention.
  3. Quorum and Voting
    - a. A majority of delegate points when the HOD convenes shall constitute a quorum.
      - i) If members withdraw, leaving less than a quorum, the HOD may continue to do business with the provision that any action taken is approved by at least a majority of that quorum.
    - b. Each credentialed delegate shall be entitled to only one vote when voting on the business of the HOD.
      - i) Each individual delegate vote shall be multiplied by the number of points assigned to that delegate.
      - ii) The number of points assigned to a delegate is determined by dividing the number of professional classification members assigned to the chapter, according to the

- January 1 census, by the number of delegates per chapter.
- c. When considering AMTA position statements a two-thirds (2/3) majority is required.
  - d. Each credentialed delegate shall be entitled to only one vote when considering parliamentary questions and in adopting the Agenda and the rules of the HOD.
  - e. Direction on how to vote by the chapter board, chapter delegation or by vote of the membership shall not be binding upon the delegate.
- E. Rules  
The HOD shall adopt Rules of Procedure. Such rules are permanent as amended and may not be inconsistent with AMTA Bylaws or Policies.

## **ARTICLE XII. COMMISSIONS**

### **Section 1. Commission on Candidacy**

- A. The Commission on Candidacy receives and reviews applications for candidacy to national office and shall ensure that at least one qualified candidate is on the ballot for each open office. A member of the commission may not be recruited for elected office.
- B. A candidate for election to the Commission on Candidacy shall be a Professional Classification member in good standing that has not been removed from office/position within last five fiscal years.
- C. The Commission on Candidacy shall select its chair from commissioners that have served on the Commission on Candidacy one full year within the last three years.
- D. A member of the National Board of Directors may not serve on the Commission on Candidacy.
- E. All eligible candidates submitting a valid application shall be placed on the ballot in accordance with AMTA policy.
- F. The term of office shall be for two years beginning on the first day of the fiscal year following the election.
- G. Duties and empowerments of the Commission on Candidacy shall be defined in AMTA policy.

### **Section 2. Commissioner of Elections**

- A. The Commissioner of Elections shall be appointed by the President- Elect with approval of the National Board of Directors at the Board meeting immediately proceeding the first day of the fiscal year.
- B. The Commissioner of Elections shall oversee the nomination and election process in accordance with AMTA policy.

### **Section 3. Audit Commission**

- A. The Audit Commission chair is appointed by the President and approved by the National Board of Directors.
- B. The Audit Commission will work directly with the Auditing firm to oversee the audit relationship and the scope of audits.

- C. Audit Commission members shall not serve as members of the Finance Committee during their tenure on the Audit Commission.

#### **Section 4. Position Statement Review Commission**

- A. The Position Statement Review Commission receives and reviews position statement proposals to ensure that they meet criteria in AMTA policy.
- B. The Position Statement Review Commission chair is appointed by the President and approved by the National Board of Directors. The members of the Position Statement Review Commission are appointed by the Chair and approved by the President.

### **ARTICLE XIII. INDEPENDENT AFFILIATION**

#### **Section 1. Affiliates**

- A. Independent affiliation with any group shall be determined by the National Board of Directors.

#### **Section 2. Administrative Independence**

- A. Independent Affiliates shall have administrative independence.

### **ARTICLE XIV. BYLAW AMENDMENTS**

#### **Section 1. National Board of Directors**

- A. The National Board of Directors shall have the power and authority to amend AMTA Bylaws.
- B. Proposed bylaw amendments must be in writing and shall state current wording of the bylaw, the proposed wording of the bylaw, and the rationale for making the change. Such proposed bylaw amendments must first be given as notice to the National Board of Directors at a face-to-face National Board of Directors meeting, stating the intention to make a motion to amend the Bylaws at the next meeting of the National Board of Directors.
  - 1. Any motion to amend the bylaws which was not given as notice at a prior meeting of the National Board of Directors shall be considered out of order; except in the event that the National Board of Directors officially recognizes, and duly notes, the need to act expeditiously in order to protect AMTA regarding legal or financial liability.
- C. Proposed bylaw amendments may be altered by their author after giving notice as long as the change does not exceed the scope of the previous notice.
  - 1. Any motion to amend the bylaws which exceeds the scope of the notice shall be considered out of order.
- D. Once the motion to amend the bylaws is on the floor, the amendment proposal shall be voted on as presented and shall not be subject to further amendments with the following exception:
  - 1. While the amendment is pending, any motion to add a proviso regarding the time the amendment goes into effect or regarding transition shall be in order.

- E. Proposed bylaw amendments shall require a two-thirds (2/3) majority vote of the National Board of Directors at a face-to-face National Board of Directors meeting, for adoption.
- F. The Executive Committee may not amend AMTA Bylaws.

## **Section 2. House of Delegates**

Bylaw amendments may be proposed by the House of Delegates, upon proper submittal in accordance with AMTA Policy.

## **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern AMTA in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and these Bylaws and any special Rules of Order AMTA may adopt.

## **ARTICLE XVI. CHAPTERS**

### **Section 1. Purpose**

- A. The purpose of AMTA Chapters shall be to hold meetings and conduct the business of the Chapter; provide professional and social networking opportunities; organize educational, legislative, public relations, and membership programs on the state and local levels; provide various means of communication such as publications; and support the activities and programs of the National Association for the benefit of its members.

### **Section 2. Chapter Names and Boundaries**

- A. Each Chapter shall be chartered, where legally feasible, by the Association and named American Massage Therapy Association- \_\_\_\_\_ Chapter. The name may be abbreviated AMTA- \_\_\_\_\_ Chapter.
- B. There shall be only one (1) Chapter in any state unless otherwise determined by the National Board of Directors.
- C. A Chapter may form in a foreign country as determined by the National Board of Directors. All bylaws which apply to Chapters will also apply to foreign Chapters unless otherwise specifically provided for.

### **Section 3. Formation of New Chapters**

- A. A new Chapter may be established by the submittal of a letter of application, signed by ten (10) or more Professional members who would belong to the new Chapter, to the National Board of Directors for consideration.
- B. Upon approval of the submitted application, the National Board of Directors shall grant a charter establishing an AMTA Chapter.

#### **Section 4. Membership**

- A. All members shall be assigned to a Chapter having territorial jurisdiction of the area where the member practices, resides, or attends school or in the case of a legal entity, where it is located. Each member will be assigned to only one (1) Chapter.
- B. Chapters shall not apply any additional requirements for membership other than those stated in the Bylaws.

#### **Section 5. Chapter Officers**

- A. Titles and Method of Selection
  - 1. Elected officers shall include a President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer.
  - 2. Chapters may establish various appointed officers according to their needs.
- B. Eligibility for Candidacy
  - 1. A candidate for elected office shall be a Professional member in good standing and sign the Chapter Volunteer Code of Conduct.
  - 2. A candidate for appointed office shall be a member of the Association in good standing.
  - 3. The Chapter General Assembly may amend to add other qualifications for individual Chapter officers as provided in Section 12, paragraph B of this Article.
  - 4. Shall not have been removed from office/position within the last fiscal year.
- C. Term of Office
  - 1. The Chapter President shall be elected every even year for a term of two (2) years or until a successor is elected, not to exceed two (2) consecutive elective terms.
  - 2. The First and Third Vice Presidents shall be elected every odd year for a term of two (2) years or until successors are elected.
  - 3. The Second Vice President shall be elected every even year for a term of two (2) years or until a successor is elected.
  - 4. The Secretary shall be elected every even year for a term of two (2) years or until a successor is elected.
  - 5. The Treasurer shall be elected every odd year for a term of two (2) years or until a successor is elected.
  - 6. All appointed positions shall be for a term of one (1) year or until successors are appointed and reviewed annually.
- D. Installation
  - 1. The newly elected officers shall be installed during the Chapter Annual Meeting or Convention in which they are elected, unless election is by mail ballot.
- E. Vacancy and Succession
  - 1. A vacancy in a Chapter office may be established through resignation, disqualification, termination, disablement, or death prior to the regular end of term of office.
  - 2. The resignation of a Chapter officer must be made in writing and be presented to the Chapter Board of Directors for consideration at any

regular or special meeting, or by mail ballot, and be accepted by a majority vote of the Chapter Board of Directors. In the event a resignation is tendered orally, a written resignation may be requested by the Chapter Board of Directors by return receipt requested certified mail. If no response is subsequently received within fifteen (15) days, the Chapter Board of Directors may accept the oral resignation and declare the position vacant.

3. A vacancy in the office of the President or any Vice President shall be filled by the next elected officer in succession.
    - a. A vacancy thus created in the office of Third Vice President, or any other elected office, may remain vacant or may be temporarily filled by a majority vote of the Chapter Board of Directors at any regular or special meeting or by mail ballot.
      - i) Such election by the Chapter Board of Directors shall be until the next regularly scheduled election.
      - ii) At the next regularly scheduled election the membership shall fill the vacancy by election. Such election shall be for the remainder of the unexpired term.
    - b. In the event of a mail ballot to fill a vacancy, the Chapter President shall nominate one or more candidates for election and shall solicit additional nominations from the members of the Chapter Board of Directors for a period of fifteen (15) days, after which ballots shall be mailed to all voting members of the Chapter Board of Directors to be marked and returned within ten (10) days.
    - c. An officer may decline upward succession in order to continue in his or her current office. In such instance that all elected officers decline to succeed, that vacancy may be filled by the Chapter Board of Directors until the next regularly scheduled election.
  4. A vacancy in any appointed office may be filled by appointment by the Chapter President with the approval of the Chapter Board of Directors at any regular or special meeting or by mail ballot.
  5. All members filling vacancies by election or appointment must satisfy the qualifications for office as put forth in these Bylaws.
- F. Removal from Office
1. Any elected or appointed Chapter officer shall automatically be disqualified to serve in that capacity if:
    - a. Dues for the current year are not paid;
    - b. The member holds an office, directorship or chairship concurrently in another massage organization where there may be a conflict of interest with AMTA.
  2. Any elected or appointed chapter officer may be removed by a two-thirds vote of the filled positions on the Chapter Board of Directors whenever, in its judgment, the best interests of AMTA would be served thereby. Any vacancy by reason of removal shall be filled as set forth in Section 5 of this Article.

## **Section 6. Chapter Board of Directors**

- A. Composition
1. Elected members of the Chapter Board of Directors shall include: the President, First, Second and Third Vice Presidents, Secretary, and

- Treasurer. Elected members of the Chapter Board of Directors shall have a voice and a vote.
2. A Chapter may decide to add other elected positions to the Chapter Board of Directors as provided in Section 12, Paragraph B.1 of this Article.
  3. A Chapter may also decide to add appointed positions to the Chapter Board of Directors using the procedures provided in Section 12, Paragraph B.1 of this Article. Appointed members of the Chapter Board of Directors shall have a voice, but not a vote.
  4. An individual may hold only one elected position on the Chapter Board of Directors; however, Chapter officers may also hold office in a Unit of that Chapter.
- B. Authority
1. The Chapter Board of Directors shall have the authority to act on behalf of the membership of that Chapter as provided for in these Bylaws or by direction of the National Board of Directors.
- C. Accountability
1. The Chapter Board of Directors shall be accountable to the National Board of Directors.
  2. Members of the Chapter Board of Directors shall report to the Chapter President.
  3. The Chapter Board of Directors shall make appropriate reports and recommendations at the Chapter Annual meeting.
- D. Responsibilities
1. Establish policies for the Chapter.
  2. Conduct the ongoing day-to-day business of the Chapter.
  3. Adopt Standing Rules and Guidelines as needed to carry on the business of the Chapter.
  4. Approve or reject all Chapter Presidential appointments.
  5. Determine the time and place of the Chapter Annual Meeting and regular Chapter meetings.
  6. Review all applications for new Units within that Chapter.
- E. Chapter Board of Directors Meetings
1. The Chapter Board of Directors shall meet a minimum of two (2) times each year.
  2. No meeting shall be held without the Chapter President or one of the Chapter Vice Presidents in attendance.
  3. Special meetings may be called by the Chapter President, or by written request to the Chapter President by a majority of members of the Chapter Board of Directors, upon seven (7) days notice in writing, or upon three (3) days notice by telephone.
  4. There shall be no executive sessions/secret meetings of the Chapter Board of Directors except for the following purposes: personnel decisions, personal interviews, confidential negotiations or mediation, review of membership qualifications, or matters in which public discussion may damage the Association or well-being of individuals.
  5. Quorum and Voting
    - a. At any meeting of the Chapter Board of Directors, no less than a majority of the Chapter Board of Directors shall constitute a

- quorum; however, a smaller number may convene until a quorum is secured.
- b. Mail ballots may be conducted at any time by the Chapter Board of Directors only for the purpose of filling vacancies, approving appointments, accepting resignations, or approving minutes. The Secretary, at the direction of the President, shall conduct the mail ballot. The Secretary shall not destroy the ballots until so instructed by the Chapter Board of Directors at its next meeting.
  - c. Each Board member qualified to vote shall be entitled to only one (1) vote.

## **Section 7. Chapter Meetings**

Chapter meetings shall be held to gather the membership for the purpose of personal and professional development, and to carry out the business of the Chapter.

- A. General Rules
  1. The time and place of Chapter meetings shall be determined by the Chapter Board of Directors.
  2. No meeting shall be held without the President or one of the Vice Presidents in attendance.
  3. Notice shall be mailed to each member of record at the last known mailing address no less than thirty (30) days prior to the Chapter Annual Meeting and no less than fifteen (15) days prior to other Chapter meetings.
  4. All members in attendance at any Chapter meeting must pay appropriate registration fee(s) unless otherwise exempted by the Chapter Board of Directors.
  5. Chapters shall hold a minimum of one (1) meeting annually, which shall be called the Annual Meeting.
- B. Annual Meeting
  1. The date of the Annual Meeting shall not be more than sixty (60) days before or after the date of the previous year's Annual Meeting and shall include:
    - a. election of officers, delegates, and alternates;
    - b. the annual budget shall be proposed to the membership for approval;
    - c. any amendments to the Chapter Standing Rules may be proposed to the membership for approval;
    - d. a chapter fee, if any, shall be proposed to the membership in each even numbered year for approval by two-thirds (2/3) majority vote of the members in attendance.

## **Section 8. Elections**

At any meeting of the Chapter Board of Directors preceding the annual meeting, a Nominating Committee or a Commission on Candidacy may be elected by the Chapter Board of Directors for use in Chapter officer and Delegate elections.

- A. Nominating Committee

1. At any meeting of the Chapter Board of Directors preceding the Chapter Annual Meeting, a Nominating Committee consisting of three (3) or more members may be elected by the Chapter Board of Directors. The Nominating Committee shall elect its own Chair. Members of the Chapter Board of Directors shall not serve on the Nominating Committee.
  2. The duties of the Nominating Committee shall include the following:
    - a. Consider the qualifications of all proposed candidates;
    - b. Nominate only candidates who satisfy the qualifications specified by the Bylaws for the position for which they are candidates;
    - c. Submit one (1) or more names for each elective position to be filled;
    - d. Read the Nominating Committee report at the Chapter Annual Meeting.
  3. Nominations may be made from the floor at the time of the Nominating Committee report with appropriate resume submitted. This can only occur if the Chapter is in possession of a current membership roster, the candidate signs the Chapter or Delegate Volunteer Code of Conduct before the election, and the candidate's eligibility is verified.
  4. Any officer presently serving may be nominated for election to a position while absent from the election proceedings if the absence is due to sickness or circumstances beyond the officer's control. The officer shall meet the following requirements:
    - a. File a resume designating position desired;
    - b. Agree to accept the nomination;
    - c. Notify the Chapter President, Chapter Board of Directors, or Nominating Committee of absenteeism.
- B. Commission on Candidacy
1. At any meeting of the Chapter Board of Directors preceding the Chapter Annual Meeting, a Commission on Candidacy consisting of one (1) or more members may be elected by the Chapter Board of Directors. The Commission on Candidacy shall elect its own Chair. Members of the Chapter Board of Directors shall not serve on the Commission on Candidacy.
  2. The duties of the Commission on Candidacy shall include the following:
    - a. Consider the qualifications of all candidates who have submitted an application and a signed Code of Conduct, 5 business days prior to the chapter's annual meeting;
    - b. Ensure that candidates meet eligibility requirements for the position sought.
    - c. Present the Commission on Candidacy report at the Chapter Annual Meeting, including the final slate of all eligible candidates for available positions.
  3. Any member's name may be on the ballot (whether present at the election or not) providing she/he meets the following requirements:
    - a. File a valid candidate application 5 business days prior to the chapter's annual meeting.
    - b. Meet the eligibility requirements of the position.
    - c. Notify the Chapter President, other Chapter Board Member, or the Commission on Candidacy of absenteeism prior to the meeting.
  4. Nominations may be accepted from the floor and candidate name may be on the ballot only if no eligible candidates submit their resume within 5

business days prior to the meeting. This can only occur if the Chapter is in possession of a current membership roster, the candidate signs the Chapter or Delegate Volunteer Code of Conduct before the election, and the candidates' eligibility is verified.

- C. Direct Elections
  - 1. A Chapter may choose to hold elections during the Chapter Annual Meeting.
  - 2. After nominations have been made, the candidates have the option of speaking to the voters.
  - 3. A majority of valid votes by secret ballot shall elect, except if there is only one (1) candidate; then the election will be by voice vote.
  - 4. If there is no election by majority on the first ballot, then there shall be a run-off election between the two (2) candidates with the highest number of votes.
  - 5. Within fifteen (15) days after Chapter elections, the Chapter Secretary shall notify the National Office as to the officers elected.
  - 6. Quorum and Voting
    - a. A majority of Chapter members who are eligible to vote and in attendance when the business meeting convenes at the Annual Meeting shall constitute a quorum for voting and transaction of business.
    - b. If members withdraw, leaving less than a quorum as established in this paragraph, the members may continue to do business with the provision that any action taken is approved by at least a majority of that quorum.
    - c. Election of officers of the Chapter shall be by Professional members in good standing attending the business meeting of the Annual Meeting.
    - d. Each person qualified to vote shall be entitled to only one (1) vote.
- D. Mail Ballot Elections
  - 1. A chapter may hold elections by mail ballot only upon proper adoption of Chapter Standing Rules as provided for in Section 12, Paragraph B.1 of this Article. The Chapter must comply with the procedural document regarding mail ballot elections.
- E. Online Elections
  - 1. A chapter may hold online elections only upon proper adoption of Chapter Standing Rules as provided for in Section 12, Paragraph B.1 of this Article. The Chapter must comply with the procedural document regarding online ballot elections.

## Section 9. Committees

This section does not apply to the Executive, Nominating or Minutes Review Committees.

- A. Committees and Subcommittees
  - 1. Chapter standing committees, subcommittees, and special committees shall be determined by the Chapter Board of Directors.
  - 2. A member of any membership classification is eligible to serve as either a committee member or chair.

3. Standing committee and subcommittee chairs shall be appointed by the President with approval from the Chapter Board of Directors for a term of one (1) year, and reviewed annually, or until successors are appointed.
  4. Standing committee and subcommittee members shall be appointed by their respective chair with approval from the President for a term of one (1) year, and reviewed annually, or until successors are appointed.
  5. Special committee members and chairs shall be appointed by the President and approved by the Chapter Board of Directors and shall serve until their specified task is completed or until they are discharged.
- B. Relationship between National and Chapter Committees
1. Any Chapter committee chair shall work with the corresponding National committee chair.
  2. In the event that the work of a National and Chapter committee coincides, the guidelines of the National committee shall be followed.

### **Section 10. Official Chapter Publications**

- A. The Chapter shall have a Chapter Newsletter.
- B. The Chapter Board of Directors shall determine what, if any, additional publications of the Chapter shall be.
- C. The purpose of Chapter publications is to promote the objectives, and inform the membership of progress in the work of the Chapter and the Association.
- D. Publication policies and advertising must conform with Association standards.

### **Section 11. Units**

- A. A Chapter may choose to establish subgroupings of its members based on geographical location which shall be called "Units".
  1. The Chapter must adopt Standing Rules which establish the Unit, set forth rules for its governance, and a method for its termination. Such rules must be in compliance with National Policy.
  2. Each Unit of a Chapter shall be named American Massage Therapy Association- \_\_\_\_\_ Chapter, \_\_\_\_\_ Unit. The name may be abbreviated AMTA- \_\_\_\_\_ Chapter, \_\_\_\_\_ Unit.

### **Section 12. Bylaws and Standing Rules**

- A. Chapters shall adopt and be governed by National Bylaws and be part of and responsible to the National Association as provided for in these Bylaws.
- B. Chapters may adopt Chapter Standing Rules as a subsidiary addition to the National Bylaws and Policy. Any such Chapter Standing Rules shall not be in conflict with the National Bylaws governing Chapters.
  1. Proposed Standing Rule amendments affecting the composition of the Chapter Board of Directors, qualifications, powers and duties of the Chapter Board of Directors, and nomination and election procedures shall be approved by a two-thirds (2/3) majority vote of the assembly at a Chapter Meeting. Proposed amendments to the Chapter Standing Rules, which must be approved by the professional members of the Chapter present, shall be sent to the Professional members of the Chapter no less than thirty (30) days prior to a Chapter Meeting. All other proposed

Chapter Standing Rules shall be approved by a two-thirds (2/3) majority vote of the Chapter Board of Directors.

2. Any proposed amendment to the Chapter Standing Rules may be submitted for approval to the National Bylaws Chair prior to a vote on the Chapter level. Upon approval by the National Bylaws Chair the proposed amendment shall be adopted upon approval at the Chapter level, and shall become effective immediately unless otherwise stated.
3. Any proposed amendment to the Chapter Standing Rules that has been properly approved on the Chapter level must then be submitted for approval to the National Bylaws Committee Chair, who shall then determine if such amendment is in compliance or conflict with the National Bylaws. Such amendment shall be adopted upon approval of the National Bylaws Chair, and become effective immediately unless otherwise stated. The Chapter Board of Directors may appeal the Chair's ruling to the National Board of Directors.
4. Upon request of the National Bylaws Chair, any existing Chapter Standing Rules must be submitted to the National Bylaws Chair, who shall be empowered to nullify such Standing Rules that are determined to be in conflict with the National Bylaws. The Chair's decisions may be appealed to the National Board of Directors and such Standing Rules shall be reinstated only if the National Board of Directors overturns the Chair's ruling upon appeal. Any Chapter Standing Rules that are not submitted by forty-five (45) days after request shall become automatically null and void.