

# **Federation of State Massage Therapy Boards**

## **Bylaws**

*(Amended October 9, 2010)*

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# **Federation of State Massage Therapy Boards**

## **Bylaws**

*(Amended October 9, 2010)*

### **Article I. Name.**

The name of this organization shall be the Federation of State Massage Therapy Boards, hereinafter referred to as the Federation.

### **Article II. Mission and Functions.**

The mission of the Federation is to support its Member Boards in their work to ensure that the practice of massage therapy is provided to the public in a safe and effective manner.

In carrying out this mission, the Federation shall:

- A. Facilitate communication among Member Boards and provide a forum for the exchange of information and experience.
- B. Provide education, services and guidance to Member Boards that help them fulfill their statutory, professional, public, and ethical obligations.
- C. Support efforts among Member Boards to establish compatible requirements and cooperative procedures for the legal regulation of massage therapists, in order to facilitate professional mobility and to simplify and standardize the licensing process.
- D. Ensure the provision of a valid reliable licensing examination to determine entry-level competence.
- E. Improve the standards of massage therapy education, licensure, and practice through cooperation with entities that share this objective, including other massage therapy organizations, accrediting agencies, governmental bodies, and groups whose areas of interest may coincide with those of Member Boards.
- F. Represent the interests of its Member Boards in matters consistent with the scope of the Bylaws.

## **Article III. Membership.**

### **Section 1. Membership Categories.**

#### **A. Member Board**

Is a jurisdictional agency authorized by statute to regulate the practice of massage therapy, or, as determined by the jurisdictional agency, acts in an advisory capacity to such jurisdictional agency, whether by licensure, certification or registration, in any of the States of the United States of America, or the District of Columbia, or its insular territories, and that has been granted membership in the Federation.

#### **B. Associate Members**

Include all of the following:

1. Current and legally serving members of a Member Board and individuals who have served on a Member Board within the last 24 months.
2. Chief administrative officers of Member Boards.
3. Delegates designated by Member Boards.

### **Section 2. Qualification and Admission.**

All candidates for membership shall submit an application with the required dues, and shall agree to comply with the Bylaws of the Federation. A two-thirds vote of the Board of Directors shall be required to grant membership in all categories.

### **Section 3. Rights of Members.**

#### **A. Member Board**

1. May attend meetings of the Federation.
2. May participate in discussions, introduce motions, make nominations, and vote at meetings, through Delegate representation.

#### **B. Associate Members**

1. May attend meetings of the Federation.
2. Are eligible for elected offices and participation on all committees.
3. May participate in discussions at meetings.

### **Section 4. Termination.**

Membership may be terminated by a two-thirds vote of the Board of Directors for failure to pay dues in a timely manner, or failure to comply with the Bylaws or policies of the Federation.

## **Article IV. Delegate Assembly.**

### **Section 1. Authority.**

The Delegate Assembly shall provide direction and policy for the Federation through the resolution process and through election of the Board of Directors, and shall take no action inconsistent with the Federation Articles of Incorporation, these Bylaws, the Mission Statement, or applicable local or federal law.

### **Section 2. Composition.**

The Delegate Assembly shall be comprised of one Delegate from each Member Board, who shall serve as its representative. An Alternate Delegate may be designated by a Member Board to attend meetings, and to replace a Delegate and assume their responsibilities as Delegate Pro Tempore if the Delegate is unable to participate.

### **Section 3. Selection, Credentialing and Seating of Delegates.**

A. Delegates and Alternate Delegates must be an Associate Member of the Federation.

B. Delegates and Alternate Delegates may be chosen by the Member Board in such manner and for such term of office as the Member Board designates.

C. Credentials for Delegates and Alternate Delegates shall be submitted by the Member Board to the Federation office under policies determined by the Board of Directors. Delegates and Alternates shall be seated at the Delegate Assembly upon the receipt of appropriate credentials.

## **Article V. Meetings**

### **Section 1. Annual Meeting.**

The Delegate Assembly shall have an Annual Meeting at a time and place as determined by the Board of Directors. Notice of meeting shall be conveyed in writing to each Member Board at least 60 days prior to the meeting date. In the event of an emergency, the Board of Directors by a two thirds vote may postpone the Annual Meeting and shall schedule a meeting of the Delegate Assembly as soon as possible thereafter to conduct the business of the Federation.

### **Section 2. Special Meetings.**

Special meetings of the Delegate Assembly may be called by the President at any time with the approval of a majority of the Board of Directors, and must be called by the President as soon as practicable upon written request from a majority of the Member Boards. Notice of meeting, including the general nature of business to be transacted, shall be conveyed in writing to each Member Board at least 15 days prior to the meeting date.

### **Section 3. Quorum.**

In order to conduct business at any meeting of the Delegate Assembly, at least a majority of Member Boards must be in attendance. Provided that there is a majority of Member Boards as described above, the total number of Member Boards in attendance shall constitute the quorum. Unless otherwise provided in the Bylaws or under applicable law, all actions to be taken by the membership shall require an affirmative vote of a majority of the established quorum. In the absence of a majority of Member Boards, those Member Boards in attendance may adjourn the meeting by a majority vote.

### **Section 4. Voting.**

A. A Member Board is entitled to be represented by a single vote on each issue put to a vote before the Delegate Assembly. Member Boards shall vest the right to vote in their Delegate or Delegate Pro Tempore.

B. There shall be no proxy or absentee voting at the Annual Meeting of the Delegate Assembly. A Member Board may choose to vote by proxy at any special meeting of the Delegate Assembly. A proxy vote shall be conducted by distributing to Member Boards a proxy ballot listing a proposal requiring either a yes or no vote.

### **Section 5. Nomination and Election of Officers and Directors.**

A. The Nominating Committee shall seek nominations from Member Boards and shall present a slate of qualified candidates for election at the Annual Meeting. Persons seeking nomination or wishing to suggest nominees must contact the Nominating Committee prior to the Annual Meeting to submit a volunteer application and other information the committee may request. Nominations will not be accepted from the floor during the Annual Meeting. No name shall be placed into nomination without the consent of the nominee.

B. Elections shall be conducted by ballot at the Annual Meeting:

1. Directors and Nominating Committee members shall be elected by a majority vote of the Delegate Assembly.
2. Officers shall be elected by the Board of Directors immediately after the Annual Meeting.
3. If a candidate does not receive a majority vote on the first ballot, reballoting shall be limited to the two candidates receiving the highest number of votes for that position.

### **Section 6. Parliamentary Authority.**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, govern the proceedings of the Federation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any meeting procedures or special rules of order the Federation may adopt.

## **Article VI. Board of Directors and Officers.**

### **Section 1. Composition.**

A. The Board of Directors (hereinafter referred to as the BOD) shall be comprised of seven voting members:

1. Three Officers, who shall be the President, Vice President, and Treasurer; and
2. Four Directors-At-Large, one who may be a Public Member.

B. There shall be two ex-officio members of the BOD who shall have a voice at meetings but no vote, and who shall consist of the following:

1. Executive Director; and
2. Immediate Past President, who shall serve in this capacity for one year following the expiration of their term as President.

### **Section 2. Authority.**

A. The BOD shall manage the affairs of the Federation, including the transaction of all business for and on behalf of the Federation as authorized under these Bylaws. The BOD shall carry out the resolutions, actions, or policies as authorized by the Delegate Assembly, subject to the provisions of the Articles of Incorporation and Bylaws.

B. Consistent with this authority, the BOD shall:

1. Approve the appointment of committee members and chairs made by the President as provided in these Bylaws.
2. Employ an Executive Director and administrative staff and determine their duties.
3. Develop and maintain a policies and procedures manual.
4. Create strategic plans to carry out the mission and functions of the Federation.
5. Adopt and provide oversight to an annual budget.
6. Select an independent certified public accountant to prepare the annual financial audit of the Federation.
7. Present an annual report to the Delegate Assembly.

### **Section 3. Conduct of Business.**

A. A majority of the BOD shall constitute a quorum for official business.

B. Requirements:

1. The BOD shall meet at least two times per year; one of these meetings shall be in conjunction with the Annual Meeting of the Delegate Assembly.
2. Notice of face-to-face meetings of the BOD shall be conveyed in writing to each BOD member at least 60 days prior to the meeting date.
3. Notice of telephonic meetings of the BOD shall be conveyed in writing at least 10 days prior to the meeting date.
4. The meeting notice requirements of this Section may be waived by the unanimous consent of the BOD members.

C. Executive Session

The BOD may meet in executive session only for discussion and resolution of personnel matters, legal matters, transactions involving real property, matters related to the membership status in the Federation of a Member Board or Associate Member, and matters related directly to the security of the Federation's examination programs.

### **Section 4. Duties.**

Members of the BOD shall perform the duties prescribed by these Bylaws, and the policies and procedures established by the BOD. Specific responsibilities for Officers of the Federation are set forth as follows:

A. **President:** Shall preside at all meetings of the Delegate Assembly and the Board of Directors, serve as a spokesperson for the Federation, appoint members and chairs of Standing Committees and Special Committees, and assume all powers and duties customarily incident to the office of President.

B. **Vice President:** Shall assist the President, perform the duties of the President in the President's absence, and fill any vacancy in the office of President until the next Annual Meeting.

C. **Treasurer:** Shall serve as the chair of the Finance Committee, shall oversee the financial affairs of the Federation, and shall assure that quarterly financial reports are presented to the BOD and that annual financial reports are provided to the Delegate Assembly.

### **Section 5. Qualifications for Directors.**

- A. At the time of their nomination and election, Directors shall be either:
  - 1. An Associate Member of the Federation;
  - 2. A Director who is currently serving on the Board of Directors, subject to the term limits set forth herein; or
  - 3. An otherwise eligible public member.
  
- B. The President shall have served the Federation as either a Delegate, a committee member, a Director or an Officer before being elected to the office of President.
  
- C. A Public Member shall not be a current or previously credentialed member of the massage therapy profession, nor should they be an employer or employee of individuals in the massage therapy profession.
  
- D. No member of the BOD shall concurrently hold an elected or appointed office in a state or national association that, in the opinion of the Board of Directors, would result in potential or actual conflict of interest with the Federation.

### **Section 6. Term of Office.**

- A. All Directors shall:
  - 1. Be elected for a term of three years, beginning 2012, or until their successors are elected.
  - 2. Not serve more than nine consecutive years on the Board of Directors.
  
- B. Directors shall assume office at the close of the Annual Meeting at which they are elected.
  
- C. In 2011, two board members will be elected for two years, and two will be elected for three years.

### **Section 7. Vacancies in Office.**

- A. A vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term.
  
- B. A vacancy occurring in the offices of Vice President, Treasurer, Directors-At-Large, or Public Member shall be filled by appointment by the President, subject to approval by the Board of Directors. The appointee shall serve until the next Annual Meeting, at which time an election shall be held to fill the unexpired term.

### **Section 8. Removal from Office.**

- A. An Officer or Director may be removed from office by a two-thirds vote of the Delegates present and voting at any duly authorized Annual or Special Meeting of the Delegate Assembly.
  
- B. The BOD may remove any Officer, Director or committee member from office with cause by a majority vote of the BOD. Cause for removal is the occurrence of any of the following acts:

1. Breach of fiduciary obligation to the Federation and its members resulting in a loss of funds or standing in any jurisdiction.
2. Failure to carry out the duties and responsibilities of the position.
3. Failure to meet the qualification criteria of the position.
4. Any act resulting in conviction for violation of federal or state law that impacts the member's duties to the Federation.
5. Any act resulting in public disciplinary action against said member's professional credential to practice if the person is a massage therapist.
6. A conflict of interest that impacts the member's duties to the Federation.
7. Any conduct determined by the BOD to be detrimental to the Federation.

#### **Section 9. Executive Committee.**

A. The BOD may establish an Executive Committee, which shall be comprised of the three Officers of the Federation, who shall have a vote, and the Executive Director, who shall have a voice but not a vote. The President shall serve as the chair.

B. The Executive Committee shall be charged with specific purpose and decision making authority by the BOD, and shall operate solely within that charge.

C. The quorum and meeting notice requirements of Section 3, herein, shall apply to the Executive Committee.

### **Article VII. Executive Director**

#### **Section 1. Appointment.**

The Executive Director shall be appointed by the BOD. The selection or termination of the Executive Director shall be by a majority vote of the BOD.

#### **Section 2. Authority.**

The Executive Director shall serve as the agent and chief administrative officer of the Federation and shall possess the authority and shall perform all duties incident to the office of Executive Director, including the management and supervision of the office, programs and services of Federation, the disbursement of funds and execution of contracts (subject to such limitations as may be established by the BOD). The Executive Director shall serve as corporate secretary and oversee maintenance of all documents and records of the Federation and shall perform such additional duties as may be defined and directed by the BOD.

#### **Section 3. Evaluation.**

The BOD shall conduct an annual written performance appraisal of the Executive Director, and shall set the Executive Director's annual salary.

## **Article VIII. Committees**

### **Section 1. Standing Committees.**

The Federation shall maintain the following Standing Committees:

#### **A. Finance Committee**

This committee shall be comprised of at least three members and the Treasurer, who shall serve as chair. The committee shall review the annual budget, the Federation's investments and the audit. The committee shall, working in conjunction with the President, recommend a budget to the BOD and advise the BOD on fiscal policy to assure prudence and integrity of fiscal management and responsiveness to Member Board needs.

#### **B. Examination Committee**

This committee shall be comprised of at least five members, and shall provide general oversight of the licensing examination process. This includes job survey analyses, examination item development, security, administration and quality assurance to ensure consistency with the Member Boards' need for examinations. The committee shall also approve item development panels and recommend test plans to the BOD. Subcommittees may be appointed to assist the Examination Committee in the fulfillment of its responsibilities.

#### **C. Policy Committee**

This committee shall research and develop proposed amendments to the Bylaws and Standing Rules as directed by the BOD or the Delegate Assembly. The Committee shall, in accordance with policies established by the BOD, review, evaluate and report to the Delegate Assembly on all resolutions and motions submitted by Member Boards.

#### **D. Professional Standards Committee**

This committee shall provide general oversight of and guidance on issues related to massage therapy practice, regulation, and education.

### **Section 2. Nominating Committee.**

There shall be three members on the Nominating Committee, who shall be elected at the Annual Meeting of the Delegate Assembly, either from nominations submitted by the Nominating Committee or by nominations from the floor. A candidate for this committee must be a Delegate or Alternate Delegate, or an Associate Member of the Federation. At least two of the three Nominating Committee members shall have attended at least one Delegate Assembly meeting prior to nomination. All members shall serve a one year term.

### **Section 3. Special Committees.**

The BOD may establish special (or ad hoc) committees as needed to accomplish the mission of the Federation, and to assist any standing committee in the fulfillment of its responsibilities. Special committees may include subcommittees, task forces, advisory panels, focus groups, or other groups designated by the BOD.

#### **Section 4. Committee Membership and Term.**

A. Members and chairs of committees shall be appointed by the President, with the approval of the BOD. The term of committee appointments shall be determined by the BOD. Committee vacancies may be filled by appointment for the remainder of an unexpired term.

B. Those eligible for membership on standing committees shall be members of the Board of Directors, Associate Members, and other individuals with expertise needed to carry out the mission and functions of the Federation.

#### **Section 5. Committee Duties.**

A. Each committee shall be provided with a charge and shall establish policies to guide and expedite its work, subject to review and modification by the BOD.

B. All committees shall:

1. Keep accurate minutes of meetings.
2. Operate within its assigned budget.
3. Submit quarterly progress reports to the BOD.
4. Submit an annual report to the BOD for presentation to the Delegate Assembly.

C. The quorum and meeting notice requirements of Article VI, Section 3 shall apply to all standing and special committees.

### **Article IX. Finance**

#### **Section 1. Financial Year.**

A. The Financial Year of the Federation shall be July 1 through June 30.

B. The financial affairs of the Federation shall be maintained in conformance with accepted accounting principles.

#### **Section 2. Dues.**

The Delegate Assembly shall establish the annual dues for each membership category.

#### **Section 3. Finances.**

A. The BOD shall adopt an annual budget, which shall be made available to Member Boards prior to the beginning of the Financial year.

B. No officer, director, committee or employee of the Federation shall have the right or authority to expend any money of the Federation, to incur any liability in its behalf or to make any commitment which binds the Federation to any expense or financial liability, unless such expenditure, liability or commitment has been incorporated in the budget or the BOD has made an appropriation to pay same.

C. The financial records of the Federation shall be audited annually by an independent certified public accountant appointed by the BOD. The annual audit report shall be provided to the Delegate Assembly at its Annual Meeting. If the annual gross revenues of the Federation are less than one million dollars (\$1,000,000), the BOD may choose to have an independent review performed by a certified public accountant in place of the audit.

## **Article X. Indemnification**

### **Section 1. Indemnification.**

Subject to the limitations of this Article, the Federation shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Federation) by reason of the fact that such person is or was a committee member, including the Board of Directors, or Officer of the Federation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding only if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Federation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, condition or upon a plea of Nolo Contendere or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Federation and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

### **Section 2. Qualification.**

Any indemnification under this Article shall be made by the Federation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors consisting of members who are not parties to such action, suit or proceeding or, if such quorum is not attainable, a quorum of disinterested members.

## **Article XI. Amendment of Bylaws**

### **Section 1. Requirements.**

These Bylaws may be amended at any meeting of the Delegate Assembly at which a quorum is present by a two-thirds majority of the Delegates present and voting; provided that the amendment has been submitted in writing to the Member Boards at least 45 days prior to the meeting.

### **Section 2. Amendment proposals.**

Amendments may be proposed by any Officer, Director, Delegate, or Alternate Delegate. Such proposals shall be submitted in writing to the Federation office at least 90 days before a meeting of the Delegate Assembly where this amendment is to be considered.

**Section 3. Adoption without prior notice.**

These Bylaws may also be amended at any meeting of the Delegate Assembly at which a quorum is present without previous notice by nine-tenths of all Delegates present and voting; provided that the proposed amendment has been distributed in formal written form at the beginning of the meeting.

**Section 4. Effective date.**

These Bylaws, and any other subsequent amendments thereto, shall become effective upon their adoption.

**Article XII. Dissolution**

In the event of dissolution of the Federation, the Board of Directors shall prepare a plan for the orderly distribution of all the assets of the Federation. After payment of all bona fide obligations, assets shall be distributed to a succeeding non-profit corporation or to other non-profit corporations as provided in the Federation's Articles of Incorporation. In no case shall any of the assets be distributed to any private individual.

**Article XIII. Initial terms of Board of Directors.**

A. Notwithstanding the terms of office set forth in Article VI, Section 6, the terms of the first members elected to the Board of Directors of the Federation shall be as follows:

1. President: one year.
2. Vice President: one year.
3. Treasurer: two years.
4. Director-At-Large (two seats): two years.
5. Director-At-Large (one seat): one year.
6. Public Member: one year.

B. This Article shall expire two years from its adoption.