

**BYLAWS OF THE
ALLIANCE FOR MASSAGE THERAPY EDUCATION, INC.**

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**BYLAWS OF THE
ALLIANCE FOR MASSAGE THERAPY EDUCATION, INC.**

(Adopted May 18, 2010)

Article I – Name

As stated in its Articles of Incorporation, the name of the Corporation is the Alliance for Massage Therapy Education, Inc., hereinafter referred to as the "Alliance". The use of the term "massage therapy" shall be broadly construed to include the range of disciplines or approaches that are customarily taught and practiced in this field.

Article II – Office

The location of the principal office of the Corporation shall be at a place designated by the Board of Directors.

Article III – Objects and Purposes

Section 1. General

The objects and purposes of the Corporation are as stated in the Articles of Incorporation as the same may have been amended and as the same shall in the future from time to time be amended.

Section 2. Mission

The Alliance for Massage Therapy Education is the voice, advocate and resource for the community of massage therapy schools and educators.

Section 3. Goals

The goals of the Alliance are to:

- Strengthen and improve massage education by providing information and educational opportunities to institutions, administrators, teachers and continuing education providers
- Provide forums for learning, fellowship and mutual support
- Advocate for the interests of members
- Serve as the designated representative for massage therapy education in dealing with other stakeholders in the field, as well as organizations and regulatory bodies outside the field
- Develop standards that guide and inform the effective teaching of massage therapy
- Promote access to massage therapy education to those who are seeking it, from entry-level training through post-graduate studies

Article IV – Membership

Section 1. Membership Categories.

The Alliance shall have the following categories of membership:

- A. **Massage Therapy School.** Shall be an institution providing entry-level training programs in massage therapy of at least 500 clock hours in length; shall be licensed or approved by the education regulatory authority in the state it which it operates, or be exempt by statute.
- B. **Teacher.** Shall be an individual educator in a massage therapy school, whether or not the school is an Alliance member.
- C. **Continuing Education Provider.** Shall be a individual or a company that offers workshops, seminars or advanced training programs to massage therapists beyond the entry level. (This category shall be referred to hereinafter as "CE".)
- D. **Associate Member.** Shall be either: 1) a company that provides products and/or services to the massage therapy educational community, or 2) another stakeholder organization in the massage therapy field, whether structured as a for-profit or not-for-profit corporation.
- E. **Supporting Member.** Open to those individuals interested in the mission and goals of the Alliance, but who do not meet the criteria of School, Teacher or Continuing Education Provider Membership.

Section 2. Dues.

The annual dues for each membership category, the method of acceptable payment, and the renewal date for membership shall be determined by the Board of Directors.

Section 3. Qualification and Admission.

All candidates for membership shall submit an application with the required dues, and shall agree to comply with the Bylaws and the Code of Ethics of the Alliance. Membership shall be granted if the candidate meets all requirements.

Section 4. Rights of Members.

- A. School, Teacher and Continuing Education Provider Members:
 - 1. May attend meetings of the Alliance and receive all products and services identified as member benefits as made available from time to time.
 - 2. May serve on all committees, as well as the Board of Directors.
 - 3. May participate in discussions at the Annual Business Meeting, and vote on referenda and proposals as brought forth by the Board of Directors.
 - 4. May make nominations for, and may vote in annual elections for the Board of Directors.
- B. Associate and Supporting Members:
 - 1. May attend meetings of the Alliance and receive all products and services identified as member benefits as made available from time to time.
 - 2. May serve on certain committees, as determined by the Board of Directors.
 - 3. May participate in discussions at meetings.

Section 5. Termination.

Membership may be terminated by a two-thirds (2/3) 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 Alliance.

Article V – Meetings and Election of Directors

Section 1. Annual Meeting.

The Alliance shall have an Annual Membership Meeting at a time and place as determined by the Board of Directors. Notice of meeting shall be conveyed by mail or electronic means to each member at least 30 days prior to the meeting date.

Section 2. Election of Directors.

- A. Elections shall be conducted annually by ballot, whether at the Annual Membership Meeting, or by a secure system delivered by mail or electronic means.
- B. Directors and Nominating Committee members shall be elected by a plurality of votes cast.
- C. The Nominating Committee shall seek nominations from School, Teacher and CE members and shall present a slate of qualified candidates. If the election takes place at the Annual Membership Meeting, there may be additional candidates nominated from the floor by School, Teacher and CE members. No name shall be placed into nomination without the consent of the nominee.

Section 3. Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* govern the proceedings of the Alliance 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 Alliance may adopt.

Article VI – Board of Directors

Section 1. General Powers.

- A. The affairs and properties of the Corporation shall be controlled and managed by a Board of Directors which shall be called the Board of Directors (hereinafter referred to as the BOD), consisting of elected members in accordance with the provisions of applicable law, the Articles of Incorporation and these Bylaws.
- B. Consistent with this authority, the BOD shall:
 - 1. Create strategic plans to carry out the mission and goals of the Alliance.
 - 2. Develop policies and maintain a procedures manual.
 - 3. Employ a Chief Staff Executive who shall hire administrative staff and determine their duties.
 - 4. Adopt and provide oversight to an annual budget.

5. Approve the appointment of committee members and chairs made by the President as provided in these Bylaws.
6. Select an independent certified public accountant to prepare the annual financial review or audit of the Alliance.
7. Present an annual report to the Membership.

Section 2. Composition.

- A. The BOD shall be comprised of seven voting members:
 1. Two Directors, who shall be from the School Member category;
 2. Two Directors, who shall be from the Teacher Member category;
 3. Two Directors, who shall be from the Continuing Education Provider Member category; and
 4. One Director-at-Large, who may be from the School, Teacher or CE Member category.
- B. There shall be no more than one Director serving at any time representing the same School or CE Member. For the purposes of this Section, "School" shall mean any institution or campus location owned by the same entity, whether for-profit or non-profit.
- C. 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. Chief Staff Executive; and
 2. Immediate Past President, who shall serve in this capacity for one year following the expiration of his/her term as President.

Section 3. Eligibility and Term.

- A. Directors shall be members in good standing at the time of their nomination and election to the BOD. If a Director who is representing a School or CE Member leaves their position with that institution, he/she may complete their term as Director, but shall not be eligible for re-election unless he/she is representing another institution in the same membership category when nominations and elections are held for that seat.
- B. No member of the BOD shall concurrently hold an elected or appointed office in a state or national association, regulatory agency or accrediting agency that, in the opinion of the Board of Directors, would result in potential or actual conflict of interest with the Alliance.
- C. Directors are elected to a two-year term, and may serve a maximum of two consecutive terms. If a Director is elected to fill the unexpired term of another Director, that term shall count towards one of the two consecutive terms allowed, unless there is less than one year remaining in that unexpired term.
- D. Directors shall take their seat on the BOD September 1.

Section 4. Conduct of Business.

- A. A majority of the BOD shall constitute a quorum for official business. If there are vacant seats on the BOD, the quorum shall be calculated based on the current number of sitting Directors. Ex-officio members are not counted for the purpose of establishing a quorum.

- B. The BOD shall hold at least two meetings per year, one of which shall be considered the annual meeting. This meeting shall coincide with the date and location of the Annual Membership Meeting of the Alliance. Meetings may be called by the President, or in the absence of the President, by the Vice-President, upon the initiative of such officer or upon the request of two members of the BOD.
- C. Actions to be taken at the annual meeting shall be: Directors' Annual Report, election of officers, standing committee reports and such other business as may come before the meeting. If the annual meeting is not held at the time designated by these Bylaws, a substitute annual meeting may be called by or at the request of the BOD, and such meeting shall be designated and treated for all purposes as the annual meeting.
- D. Notice Requirements:
 - 1. Notice of face-to-face meetings of the BOD shall be conveyed by mail or electronic means to each BOD member at least 30 days prior to the meeting date.
 - 2. Notice of telephonic meetings of the BOD shall be conveyed by mail or electronic means at least 5 days prior to the meeting date.
 - 3. The meeting notice requirements of this Section may be waived by the unanimous consent of the BOD members.
- E. Action Without Meeting: Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Directors or of the committee, as the case may be, and filed with the minutes of the proceedings of the BOD or committee, whether done before or after the action is taken.
- F. Executive Session: The BOD may meet in executive session only for discussion and resolution of personnel matters, legal matters, transactions involving real property, or matters related to the status of members or Directors.

Article VII – Officers

Section 1. Duties.

The Officers of the Alliance and their duties are set forth as follows:

- A. **President:** Shall preside at all meetings of BOD, serve as a spokesperson for the Alliance, serve as the liaison between the BOD and the Alliance's professional staff, appoint members and chairs of Standing Committees and Special Committees, serve as an ex-officio member of all committees except the Nominating Committee, 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 election.
- 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 Membership.

Section 2. Election and Term of Office.

Officers are elected by the BOD at the first meeting following the annual election of Directors by the Membership. Officers shall serve for a one-year term, and may be re-elected to the same office for a maximum of three terms.

Section 3. Qualifications.

- A. At the time of their nomination and election, Officers shall be a Director who is currently serving on the BOD, subject to the term limits set forth herein.
- B. The President shall have served at least one year as a member of the BOD.

Section 4. 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, or Directors shall be filled by appointment by the President, subject to approval by the BOD. The appointee shall serve until the next Annual Election of Officers.

Section 5. Removal.

- A. The BOD may remove any Officer, Director or committee member from their position 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 Alliance 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, including attendance at meetings.
 - 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 Alliance.
 - 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 Alliance.
 - 7. Any conduct determined by the BOD to be detrimental to the Alliance.
- B. Such removal shall be without prejudice to any contract rights of the individual removed.

Section 6. Executive Committee.

- A. The BOD may establish an Executive Committee, which shall be comprised of the three Officers of the BOD, who shall have a vote, and the Chief Staff Executive, who shall have a voice but not a vote. The Executive Committee shall be charged with specific purpose and decision making authority by the BOD, and shall operate solely within that charge.
- B. The quorum and meeting notice requirements of Article VI, Section 4, herein, shall apply to the Executive Committee.

Article VIII. Chief Staff Executive and Management

Section 1. Responsibility.

- A. Responsibility for the day-to-day management of the Alliance shall be maintained by the Chief Staff Executive, subject to the direction of the Articles of Incorporation, Bylaws, Board of Directors, policies and laws of the state of incorporation.
- B. The Chief Staff Executive shall serve as corporate secretary and oversee maintenance of all documents and records of the Alliance and shall perform such additional duties as may be defined and directed by the BOD.

Section 2. Employment.

The Chief Staff Executive may be employed directly by the Alliance, upon the recommendation of a special committee appointed by the President, which employment shall be subject to the approval of the BOD at a regular or special meeting. Alternatively, BOD may enter into a service contract with an association management company (AMC) to provide both administrative staffing as well as executive leadership. In the AMC model, the BOD retains the right to approve the Chief Staff Executive by the process described herein.

Section 3. Evaluation.

The BOD shall conduct an annual written performance appraisal of the Chief Staff Executive.

Article IX – Committees

Section 1. Standing Committees.

The Alliance shall maintain the following Standing Committees:

- A. **Education Committee:** Shall provide general oversight of the development of educational resources and programs for members.
- B. **Policy Committee:** Shall research and develop proposed amendments to the Bylaws as well as policies and procedures, as directed by the BOD.
- C. **Professional Standards Committee:** Shall provide general oversight of and guidance on issues related to standards in massage therapy education, teaching and practice.
- D. **Finance 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 Alliance's investments and the CPA review or audit. The committee shall, working in conjunction with the President and the Alliance's professional staff, 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 needs.

Section 2. Nominating Committee.

There shall be three members on the Nominating Committee, who shall be elected annually by the membership for a one-year term. Such election shall take place at the same time as the annual election of Directors. Members of the Nominating Committee so elected shall recommend a slate of candidates for the following year's election process for Directors.

Section 3. Special Committees.

The BOD may establish special (or ad hoc) committees as needed to accomplish the mission of the Alliance, 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. Any special committee so appointed shall limit its activities to the accomplishment of those tasks for which it was appointed, and shall have no power to act except as to such powers which are specifically conferred upon such committee by action of the BOD. Upon completion of the tasks for which such committee was appointed, it shall stand discharged.

Section 4. Committee Membership and Term.

- A. Members and chairs of committees shall be appointed annually by the President, with the approval of the BOD. Vacancies may be filled by appointment for the remainder of an unexpired term.
- B. Only members in the School, Teacher and Continuing Education Provider categories are eligible to serve as chairs of standing or special committees. Members in those categories, along with Associate and Supporting Members, are eligible to serve in any other capacity on standing or special committees.

Article X – Contracts and Finances

Section 1. Fiscal Year.

The fiscal year of the Alliance shall run from January 1 to December 31.

Section 2. Contracts.

All contracts, deeds, and other legal instruments authorized by the BOD to be entered into on behalf of the Alliance shall be executed by the Chief Staff Executive.

Section 3. Loans.

No loans shall be contracted on behalf of the Alliance, and no evidences of indebtedness shall be issued in the name of the Alliance unless authorized by a two-thirds (2/3) majority of the BOD. Such authority shall be confined to specific instances.

Section 4. Deposits.

All funds of the Alliance not otherwise employed shall be promptly deposited to the credit of the Alliance in such bank, trust company, credit union or other financial depository as the BOD may select.

Section 5. Salaries and Reimbursements.

No compensation may be paid to any Officer or Director of the Alliance for services to the Alliance. The BOD may authorize reimbursement of any Officer or Director or any other member of the Alliance for expenses incurred by such Officer or Director or member in the performance of that Officer's or Director's or member's services to the Alliance. Such reimbursement shall not constitute compensation for services rendered.

Section 6. Checks, Drafts and Payments.

All checks, drafts or other orders for payment of money issued in the name of the Alliance shall be authorized by the Treasurer and the Chief Staff Executive.

Article XI – Amendments to the Bylaws

Section 1. Two-thirds Majority Required.

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the BOD at any regular or special meeting.

Section 2. Notice.

Notice of the proposed amendment or repeal shall be provided by mail or electronic means to the BOD at least 30 days before a meeting where such change is discussed.

Section 3. Certification.

Any such amendment or repeal of the Bylaws shall be duly certified by the Secretary of the Alliance as to the effective date thereof and placed with the official Bylaws.

Section 4. Effective Date.

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

Article XII – Miscellaneous Provisions

Section 1. Conflict of Interest.

All Directors, Officers, agents, and employees are required to disclose all actual or potential conflicts of interest in conducting the business of the Alliance. It shall be the responsibility of each individual to disclose such conflicts, and to recuse or withdraw when a conflict occurs in the discussion or action of any matter before the BOD.

Section 2. Indemnification.

The Alliance shall indemnify present or former members of the BOD, and officers, agents or employees of the Alliance against expenses actually and reasonably incurred by them in connection with any action, suit or proceeding to which any of them may be made a party by reason of being or having been a member of the BOD or officer, agent or employee of the Alliance, except as to matters wherein said member or officer, agent or employee shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.

Section 3. Dissolution.

In the event of dissolution of the Corporation, the BOD shall prepare a plan for the orderly distribution of its assets. 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 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 3, the terms of the first members elected to the Board of Directors of the Alliance shall be as follows:
 - 1. Director (School Member seat #1).....two years
 - 2. Director (School Member seat #2).....one year
 - 3. Director (Teacher Member seat #1)two years
 - 4. Director (Teacher Member seat #2)one year
 - 5. Director (CE Member seat #1)two years
 - 6. Director (CE Member seat #2)one year
 - 7. Director-at-Largetwo years

- B. The initial group of Directors elected at the 2010 Annual Meeting shall be seated immediately after election.

- C. As set forth in Article VII, Section 3B, the requirement that: “The President shall have served at least one year as a member of the BOD”, shall not apply during the first two annual elections of officers following adoption of these Bylaws.

- D. This Article shall expire two years from its adoption.

THIS IS TO CERTIFY that the above Amended and Restated Bylaws of Massage Therapy Education, Inc. were duly adopted by the Board of Directors at a meeting held on the 18th day of May, 2010.