

**BYLAWS OF THE
AMERICAN MASSAGE THERAPY ASSOCIATION
AUGUST 2018 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.
- 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, Director, 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 BOARD OF DIRECTORS

Section 1. Composition

- A. The members of the National Board of Directors are:
 - 1. President;
 - 2. President-Elect;
 - 3. Immediate Past President;
 - 4. Nine (9) Directors
- B. An individual may hold only one (1) voting position on the National Board of Directors.
- C. The President, President-Elect and Immediate Past President are the Officers of AMTA.
- D. 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. Authority

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

Section 3. Methods of Selection

The eligible voting members of AMTA shall elect five (5) Directors each year according to the procedures set forth in AMTA's Bylaws, Policies, and Procedures. The President-Elect is elected by the National Board of Directors from among the Directors during the first month after the beginning of each fiscal year according to the procedures set forth in AMTA's Bylaws, Policies, and Procedures.

Section 4. Eligibility for Candidacy

- A. A candidate for the position of Director 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:
 - a. Has served as an AMTA chapter elected volunteer within the last three years.
 - b. Has served as an elected or appointed AMTA national volunteer within the last three years.
 - c. Has served as an AMTA national operational committee volunteer within the last three years.
 - 3. Not have received a letter of reprimand or been removed from office/position.
- B. A candidate for the office of President-Elect must:
 - 1. Be a current Director having completed the prior full fiscal year.
- C. 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 position of President-Elect.
- D. All Directors shall maintain Professional membership classification throughout their terms of office.
- E. 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 position of Director.

Section 5. 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 and 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 and 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 and Immediate Past President.
- D. Directors other than President-Elect, President and Immediate Past President serve for two (2) fiscal years or until a successor is elected.
- E. The term of office for elected Directors begins on the first day of the new fiscal year following the year they are elected.

Section 6. Vacancy and Succession

- A. A vacancy in any National position 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 set forth in these Bylaws, AMTA's Policies and Procedures and Position Descriptions including the Preamble.

- C. The resignation of a National Director must be made in writing and be presented to the National President or the National Board of Directors.
- D. 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.
- E. In the event of a vacancy in the office of President-Elect, the National Board of Directors shall elect one of the Directors to succeed to the office of President-Elect.
- F. 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.
- G. In the event of a vacancy in the office of Director, the office may be filled by action of the National Board of Directors. Such Director shall remain in office until the next regularly scheduled election.

Section 7. Removal from Office

Any nationally elected Director may be removed by a vote of the membership whenever, in its judgment, the best interests of AMTA would be served thereby. Any Officer or appointed volunteer 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 6 of this Article.

Section 8. 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. Individuals elected to the National Board of Directors shall resign any elected or appointed committee or staff position in AMTA, and/or any other massage-related association or professional group, effective no later than the day prior to taking office. 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 9. 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 10. Executive Committee

- A. The members of the Executive Committee shall be:
 1. President-Elect;
 2. President;
 3. Immediate Past President;
- 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 11. 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 evaluation and/or actions, 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 VIII. NOMINATIONS AND ELECTIONS

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

Section 1. Nominations

- A. To be a candidate for the national board a complete application must be submitted, received by the Slate Selection Commission, and be in order.
- B. A candidate for the board must be a member in good standing and hold Professional membership classification.
- C. Candidates for an elected position will be placed on a ballot as per the slate submitted by the Slate Selection Commission.

Section 2. Elections

- A. The annual election of National Directors shall be held by ballot in accordance with AMTA Policy.
- B. Election of Directors shall be by a majority of votes cast.

ARTICLE IX. 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 X. 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. Assembly of Delegates (Assembly or AoD)

- A. Purposes
1. Provides input regarding items brought forward for discussion as it pertains to the potential impact within each state.
 2. Selects and prioritizes AMTA position statement ideas to be sent to writing group(s).
 3. Operates in accordance with AMTA Policy.
- B. Composition
1. Candidate(s) for Delegate must be a Professional member in good standing, can only represent the chapter to which they are assigned, and must follow code of conduct, position description, and policy.
 2. Each chapter is allotted a maximum of two (2) Delegates and must notify the National office by March 1 of each year if they will be sending 1 or 2 Delegates for each given year.
 3. 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 Assembly of Delegates for their chapters.
 4. Delegates 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 and shall be elected in alternating years.
 - b. Delegate(s) shall serve no more than three consecutive elected terms.
 - c. In the case of resignation or for any other reason a Delegate is unable to complete their entire term; the chapter board shall appoint an eligible volunteer to assume the Delegate position for the remainder of the unexpired term.
 - d. A candidate for Delegate shall not have been removed from any Chapter or National office/position within the last twelve months.
- C. Duties
1. Delegates shall be responsible for supporting the purposes and performing responsibilities of the Assembly as described in Bylaws, Policy, and Delegate Position Description.
- D. Meetings
1. The Assembly shall convene annually at the National Convention.
 2. The Moderator of the Assembly of Delegates shall be appointed by the National President. The duties of the Moderator shall be:
 - a. To facilitate and host the meeting of the Assembly while it is in official session at the National Convention and;
 - b. To manage the online Forum for education and discussion.

3. Quorum and Voting
 - a. A simple majority of Delegates when the Assembly convenes shall constitute a quorum.
 - b. Each Delegate shall be entitled to only one vote when voting on the business of the Assembly.
 - c. Direction on how to vote by the chapter board or the membership shall not be binding upon the Delegate.

ARTICLE XI. COMMISSIONS

Section 1. Slate Selection Commission

- A. The Slate Selection Commission receives and reviews applications for candidacy to the national board and shall ensure that one qualified candidate is on the ballot for each open position. A member of the Slate Selection Commission may not be recruited for elected position.
- B. The Slate Selection Commission shall be appointed by the President with approval of the National Board of Directors.
 1. There shall be five members:
 - a. Two past National presidents having served as president within the last five years
 - b. Two current or past Slate Selection Commission members having served in that role within the last five years
 - c. One from current standing committees or CPC moderator
 2. The term of appointment is for two years beginning on the first day of the fiscal year following the appointment.
 3. Slate Selection Commission members shall serve no more than two consecutive two-year terms.
 4. The President-Elect is an ex-officio and non-voting member.
 5. The chair of the Slate Selection Commission shall be appointed by the President.
- C. Duties and empowerments of the Slate Selection Commission shall be defined in AMTA policy.

Section 2. Commissioner of Elections

- A. The Commissioner of Elections shall be appointed by the President with approval of the National Board of Directors.
- 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.

ARTICLE XII. 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 XIII. 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.

ARTICLE XIV. 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 XV. 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, and community building programs on the state and local levels; provide various means of communication; 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.

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 Board

- A. Titles and Method of Selection
 - 1. Elected officers shall only include a president, secretary, financial administrator, and two additional voting board members.
 - 2. Chapters that are identified by the national organization in accordance with policy as 'at risk' may have a three member board that shall include a president and two board members.
- 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 member currently under volunteer suspension status shall not be a candidate for elected office.
- C. Term of Office

1. The Chapter President shall be elected every even year for a term of two (2) years, not to exceed two (2) consecutive elective terms. In the event that no eligible candidate steps forward to run for the office of Chapter President, the current Chapter President remains in office until a successor is elected.
 2. The secretary shall be elected every even year for a term of two (2) years or until a successor is elected.
 3. The financial administrator shall be elected every odd year for a term of two (2) years or until a successor is elected.
 4. One half of the remaining board member positions shall be elected every year for a term of two (2) years or until successors are elected.
 5. An individual may hold only one elected position on the Chapter Board; however, they may also hold office in a Unit of that Chapter.
- D. Installation
1. The newly elected board member shall be installed during the Chapter Annual Meeting in which they are elected.
- E. Vacancy
1. A vacancy in any chapter position may be established through resignation, removal, disqualification, termination, disablement, or death prior to the regular end of term of office as determined in National Bylaws.
 2. All members filling vacancies must satisfy the eligibility requirements as set forth in these Bylaws, AMTA's Policies and Position Descriptions.
 3. The resignation of any chapter board member must be made in writing and be submitted to the Chapter Board, National President or AMTA Staff.
 4. In the event of a vacancy on a chapter board, the chapter board may elect a candidate to fill the position until the next regularly scheduled chapter election.
- F. Removal from Office
1. Any chapter board member 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 chapter board member may be removed by a two-thirds vote of the filled positions on the Chapter Board 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.
- G. Authority
1. The Chapter Board 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.
- H. Accountability
1. The Chapter Board shall be accountable to the National Board of Directors.
 2. Members of the Chapter Board shall report to the chapter president.
 3. The Chapter Board shall make appropriate reports and recommendations at the Chapter Annual meeting.
- I. Responsibilities
1. Establish policies for the chapter.

2. Conduct the ongoing day-to-day business of the chapter.
 3. Adopt Standing Rules and Chapter Policy 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.
- J. Chapter Board Meetings
1. The Chapter Board shall meet a minimum of two (2) times each year.
 2. 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 upon seven (7) days notice in writing, or upon three (3) days notice by telephone.
 3. There shall be no executive sessions/secret meetings of the Chapter Board except for the following purposes: confidential negotiations, mediation, volunteer conduct or matters in which public discussion may damage the association or well-being of individuals.
 4. Quorum and Voting
 - a. At any meeting of the Chapter Board, no less than a majority of the Chapter Board shall constitute a quorum; however, a smaller number may convene until a quorum is secured.
 - b. Email ballots may be conducted at any time by the Chapter Board only for the purpose of filling vacancies, approving appointments, or approving minutes. A board member, at the direction of the president, shall conduct the email ballot. Ballots shall not be destroyed until so instructed by the Chapter Board at its next meeting.
 - c. Each board member qualified to vote shall be entitled to only one (1) vote.

Section 6. 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.
 2. No meeting shall be held without the president or other board member in attendance.
 3. Notice shall be emailed to each member of record at the last known email 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. In addition, meeting information may be posted on the chapter website and/or via social media.
 5. All members in attendance at any chapter meeting must pay appropriate registration fee(s) unless otherwise exempted by the Chapter Board.
 6. 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/election results of board members and delegates.
 - b. Chapter financial report.

Section 7. Elections

- A. Chapters shall conduct annual elections for officers and delegates in accordance with AMTA Policy. Elections shall be conducted in one of the following manners:
 - 1. Direct Elections at Annual Meeting
 - 2. Online Elections
- B. Online Elections
 - 1. A chapter may hold online elections only upon proper adoption of Chapter Standing Rules as provided for in Section 11, Paragraph B.1 of this Article. The chapter must comply with the procedural document regarding online ballot elections.
- C. Reporting Election Results
 - 1. Within fifteen (15) days after chapter elections, a list of the board members elected and complete updated chapter volunteer roster shall be submitted to the national office.

Section 8. Committees

- A. Committees and Workgroups
 - 1. Chapter standing committees shall be determined by the Chapter Board.
 - 2. A member of any membership classification is eligible to serve as a committee member, workgroup member or chair.
 - 3. Standing committee chairs shall be appointed by the President with approval from the Chapter Board for a term of one (1) year, and reviewed annually, or until successors are appointed.
 - 4. Standing committee 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. Workgroup chairs shall be appointed by the president and approved by the Chapter Board and shall serve until their specified task is completed or until they are discharged.
 - 6. Workgroup members shall be appointed by the workgroup chair and approved by the president and shall serve until their specified task is completed or until they are discharged.

Section 9. Official Chapter News and Information

- A. The Chapter Board shall determine the communication methods the chapter uses to inform chapter members about chapter activities and programs such as chapter events, accomplishments, elections and volunteer contact information.
- B. News and information policies and advertising must conform with Association standards and policies.

Section 10. Units

- A. A chapter may form units in accordance with AMTA Policy.

Section 11. 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 powers and duties of the Chapter Board, and nomination and election procedures shall be approved by a two-thirds (2/3) majority vote of the assembly at a chapter meeting.
 - 2. All other proposed Chapter Standing Rules shall be approved by a two-thirds (2/3) majority vote of the Chapter Board.
 - 3. Proposed amendments to the Chapter Standing Rules, which must be approved by the professional members of the chapter present at the chapter meeting, shall be emailed to the professional members of the chapter no less than thirty (30) days prior to a chapter meeting in which they will be voted on.
 - 4. Chapters that have websites and/or social media shall post proposed amendments to the Chapter Standing Rules thirty (30) days prior to a chapter meeting on their chapter website and/or social media.
 - 5. 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.
 - 6. 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 may appeal the chair's ruling to the National Board of Directors.
 - 7. 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.