

# Florida State Massage Therapy Association, Inc.

## *Bylaws*

### **Article I. Name, Offices, and Purpose**

#### **Section 1. Name**

The name of the Association is the Florida State Massage Therapy Association, Inc., a not-for-profit corporation, that may be abbreviated as “FSMTA.”

The name, logo, trademark, service mark, patents, and any other related intellectual property are the rightful property of FSMTA and are reserved for FSMTA’s use. The FSMTA Executive Board may allow Members in good standing to use FSMTA’s name, logo, trademark, service mark, patents, and other related intellectual property.

#### **Section 2. Offices**

The FSMTA Executive Board may establish a Principal Place of Business (Corporate Office/FSMTA Headquarters) in a location of their choosing as well as establishing any other additional offices, as necessary. The FSMTA Executive Board may alter or change any office, including the Principal Place of Business, as necessary.

#### **Section 3. Objectives and Purposes**

The objectives and purposes of the FSMTA include but are not limited to:

1. Organizing and uniting its members in a sense of community.
2. Promoting the scientific and practical efficacy of massage therapy as practiced by Massage Therapists and Practitioners.
3. Advancing the education of its members through educational opportunities.
4. Establishing and promoting ethical guidelines.
5. Enhancing communication between FSMTA members and other healthcare professionals.
6. Promoting the recognition of Massage and Practitioners as qualified healthcare professionals.
7. Lobbying for recognition of the unique expertise of the massage profession.

### **Article II. Membership**

#### **Section 1. General**

- A. Admission to membership will be irrespective of race, color, creed, military status, national origin, sex, age, marital status, religion, sexual orientation, physical ability, or United States Supreme Court protected designations.
- B. Members must be Florida Licensed Massage Therapists, or others following approval by the Executive Board, per Policies and Procedures.
- C. Members will be governed by FSMTA: Articles of Incorporation, Bylaws, Policies and Procedures, Code of Ethics, Code of Conduct and Patient's Bill of Rights.

## **Section 2. Membership Classifications**

- A. FSMTA Members will be assigned to one classification noted below.
  - 1. LMT Member
  - 2. Student Member
  - 3. Associate Member
  - 4. Lifetime Member
  - 5. Retired Member
- B. Request for change in membership classification shall be made in writing to FSMTA headquarters within thirty (30) days of meeting the definition of another classification as defined by Policies & Procedures.

## **Section 3. Membership Application**

- A. Membership applications will be completed in full and submitted with any required fees and dues to FSMTA headquarters.
- B. Membership Privileges and benefits become effective only after the Membership Application is processed by FSMTA headquarters and all dues and fees have been paid.
- C. The Executive Board will determine an Application Fee for new or expired Members.
  - 1. The application fee for new members or expired members rejoining not to exceed \$50.

## **Section 4. Member Privacy**

Both the FSMTA membership list and member contact information are the legal property of the Association and shall be used only with the written permission of the Executive Board, or Executive Committee. Members may opt out of having their information given or sold to any third party.

# **Article III. Meetings, Voting, Notice**

## **Section 1. Annual Meeting**

- A. The FSMTA Annual Business Meeting may be held at a date and time set by the Executive Committee whenever possible in conjunction with FSMTA Annual Convention.

- B. Notice will be provided to FSMTA Members at least 30 days in advance of the FSMTA Annual Business Meeting along with a copy of the Agenda and proposed Bylaws changes. Notice must be publicized via any FSMTA publication, email, U.S. Mail, or posting on the FSMTA home page. Any other social media outlet may be used in addition to these postings.
- C. A quorum of the FSMTA Annual Meeting requires either the Executive President; the Executive 1st Vice President; or the Executive 2nd Vice President in attendance; including the Executive Board. LMT Members in good standing, registered and in attendance when the meeting begins. Once the Annual Meeting is called to order, the withdrawal or subsequent absence of any Member will not result in the meeting being cancelled or postponed.
- D. Before adjournment of the FSMTA Annual Business Meeting, any newly elected officers will be installed by the Executive Director of Elections.
- E. Individual persons may hold more than one position on the Executive Board, each individual person may only possess one vote.
- F. Voting:
  1. Bylaws changes require a (3/4) three-fourths affirmative vote of the quorum of membership at the FSMTA Annual Meeting. The only exception to this is a vote for FSMTA Dissolution that requires a (3/4) three fourths super majority vote of the Executive Board of Directors.
  2. Policies and Procedure changes require a (2/3) two thirds vote of the Executive Board during a sanctioned meeting.
  3. All other voting requires a majority vote unless otherwise addressed in these Bylaws.
  4. Voting may be by U.S. Mail, in person ballot, voice, email or electronic means.

## **Section 2. Executive Quarterly Meetings**

- A. FSMTA Executive Quarterly Meetings will be held at a date and time set by the Executive Committee.
- B. Notice will be provided to Executive Board Members at least 30 days in advance. Notice must be publicized via any FSMTA publication, email, U.S. Mail, or posting on the FSMTA home page. Any other social media outlet may be used in addition to these postings.
- C. A quorum of the FSMTA Executive Quarterly Meeting requires either the Executive President; the Executive 1st Vice President; or the Executive 2nd Vice President in attendance; including the Executive Board. Once the Executive Quarterly Meeting is called to order, the withdrawal or subsequent absence of any Member will not result in the meeting being cancelled or postponed.
- D. Individual persons may hold more than one position on the Executive Board, each individual person may only possess one vote.
- E. Voting
  1. Policies and Procedure changes require a (2/3) two thirds vote of the Executive Board during a sanctioned meeting.
  2. All other voting requires a majority vote unless otherwise addressed in these Bylaws.
  3. Voting may be by U.S. Mail, in person ballot, voice, email or electronic means.

## **Section 3. Special Meetings**

Special Meetings may be held on the written request of any Executive Board Member who provides specific details of the necessity of such a meeting to the Executive President. The Executive President, at their discretion may either call for a Special Meeting or may postpone the matter until the next scheduled Executive Quarterly Meeting. If the Special Meeting is postponed, the Executive Board Member may petition the entire Executive Board for a Special Meeting. The Executive Board may vote by a (2/3) two thirds majority to hold such a meeting if the Executive President postpones it.

#### **Section 4. Closed Sessions**

- A. Closed Sessions: FSMTA meetings are open to FSMTA Members unless the Executive Board requires a closed session. All closed sessions are subject to be kept in strict confidence by those individuals participating. However, confidentiality will allow those reports, findings, or recommendations to be forwarded to the appropriate board or agency including the Florida Department of Health. Closed sessions may be held for these reasons:
1. Disciplinary actions.
  2. Confidential negotiations, arbitration, or mediation.
  3. Personnel matters.
  4. Candidate reviews.
  5. Ballot preparation and vote tabulation.
  6. Any other matter in which public disclosure might damage the FSMTA or individuals associated with the FSMTA.

### **Article IV. Governance**

#### **Section 1. Governing Authority of Executive Board**

The FSMTA will be governed by elected or appointed Members of the Executive Board who will act on behalf of and for the best interest of the FSMTA and its members in accordance with these Bylaws, FSMTA Policies and Procedures, and all applicable laws and regulations.

#### **Section 2. Composition of the Executive Board**

- A. Elected by Members in good standing eligible to vote.
1. Executive President
  2. Executive First Vice-President
  3. Executive Second Vice President
  4. Executive Secretary
  5. Executive Treasurer
  6. All Chapter Presidents or their Representative

B. Appointed Positions

Executive Directors, Chairs and Special Committee Chairs are appointed by Executive President and confirmed by the Executive Board of Directors by a simple majority vote. Executive Chairs and Special Committee Chairs may be listed in accordance with the Policies and Procedures of the FSMTA.

1. Executive Director of Communication
2. Executive Director of Conventions
3. Executive Director of Educational Standards
4. Executive Director of Elections
5. Executive Director of Ethics
6. Executive Director of FSMTA Store
7. Executive Director of Legislative Affairs
8. Executive Director of Membership
9. Executive Director of Sports Team
10. Executive Director of Parliamentary Procedures

### **Section 3. Voting Privileges for the Executive Board of Directors**

- A. All Executive Board positions that are subject to election by FSMTA Membership shall be voting positions.
- B. The Executive President shall be entitled to vote at any meeting when vote is by ballot or when voting as any other member. In all other cases, the Executive President may, but is not obligated to, vote when such vote will affect the result, i.e. cause or break a tie.
- C. Directors except for the Executive Director are voting for positions on the Executive Board of Directors. Sub-Committee Chairs, Special Committees or ad hoc Committees do not have a vote.
- D. An individual may hold more than one position. If an individual holds more than one voting position, that individual shall only have one vote.
- E. Any Members of the Executive Board of Directors shall immediately disclose to the Board any conflict of interest on an issue which would provide economic gain or other advantage to them and shall refrain from voting on such issues.

### **Section 4. Executive Board Meetings**

Quarterly, Annual, and Special Meetings Executive Board Meetings will be held at least semiannually. The Executive President will set the agenda for each meeting and publish it at least seven (7) days in advance unless otherwise noted in the Bylaws.

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

- A. The Executive Committee includes:
  1. Executive President serving as Chair
  2. Executive First Vice President
  3. Executive Second Vice President
  4. Executive Treasurer
  5. Executive Secretary
- B. The Executive Committee shall conduct, manage, and administer the day-to-day business of the FSMTA in the best interests of its members subject to the FSMTA Bylaws, Policies and Procedures, and any other Executive Board votes or decisions including but not limited to:

1. Taking minutes at all conferences and meetings.
  2. Acting on behalf of the Executive Board for emergency matters.
  3. Waiving eligibility requirements of chapter elected positions.
  4. Reporting to the Executive Board about all actions taken.
  5. Interacting with outside agencies, groups, and individuals.
- C. The Executive Committee may not adopt or amend the Bylaws or modify or amend any action of either the Executive Board or any vote of the Voting Membership.
- D. The EFC (Executive Finance Committee) is composed of the Executive Treasurer as Chair, the Executive President as Vice Chair, along with the Executive Director as advisor only 3 with no vote. This committee also includes:
1. one Executive Board Member that is not on the Executive Committee, and
  2. two non-board FSMTA members. The Executive Treasurer chooses the committee members, and all appointees are to be approved by the Executive Board.
- E. The Executive President and the Executive Treasurer serve on the EFC for the duration of their tenure on the Executive Committee. The term of the Executive Board member and one of the non-members will be reappointed in even numbered years, and the remaining non-member will be reappointed in odd numbered years.

## **Article V. Executive Officers**

### **Section 1. Executive Officers**

Executive Officers will be elected by Voting Members in good standing for a two-year term unless an officer resigns, and a successor is required. Executive Officers will meet eligibility requirements The Executive Officers will include:

1. Executive President, voting.
2. Executive First Vice President, voting.
3. Executive Second Vice President, voting.
4. Executive Treasurer, voting.
5. Executive Secretary, voting.

### **Section 2. Executive Officer Duties**

- A. The Executive President will function as the Chief Officer and the Official Spokesperson for the FSMTA.
- B. The Executive Officers shall perform all duties customary to their office, as described in the Bylaws, Policies & Procedures, as directed by the Executive Board and LMT membership. Prescribed by parliamentary authority adopted by the FSMTA, all applicable laws, in the best interest of the FSMTA and its members.

### **Section 3. Administration**

The Executive Committee may hire staff to efficiently manage the day-to-day operations of the Association. The Executive Board may determine the need for a Management Company/Executive Director to carry out the efficient administration of the FSMTA. In the absence of an Executive Director, the Executive Committee will manage the day-to-day operations of the Association.

## **Article VI. Executive Committees**

### **Section 1. Directors and Committees**

- A. Executive Directors are appointed by the Executive President and approved by a majority vote of the Executive Board. Executive Directors will serve for the lesser of a one-year term or until discharged by the Executive President.
- B. Executive Special/Sub Committees will convene, as necessary. Executive Special/Sub Committee Chairs are appointed by the Executive President and approved by the Executive Board for a specified time, or until discharged by the Executive President. When the Executive Special/Sub Committee Chair is appointed, they will be given a time frame in which necessary information must be delivered to the Executive Board.
- C. Executive Committee Members will be chosen by the Executive Director and approved by the Executive Director.
- D. FSMTA Standing Executive Directors:
  - 1. Executive Director of Communication
  - 2. Executive Director of Conventions
  - 3. Executive Director of Educational Standards
  - 4. Executive Director of Elections
  - 5. Executive Director of Ethics
  - 6. Executive Director of FSMTA Store
  - 7. Executive Director of Legislative Affairs
  - 8. Executive Director of Membership
  - 9. Executive Director of Sports Team
  - 10. Executive Director of Parliamentary Procedures

## **Article VII. Chapters**

### **Section 1. Chapter Representation**

Chapters are defined as distinct geographic representative assemblies of FSMTA members.

### **Section 2. Chapter Charters**

FSMTA may have Chapters throughout the World. Each Chapter will hold a Charter bearing the name: FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC. \_\_\_\_\_ CHAPTER indicating the country, region, state, county, township, or district locating the chapter.

- A. Application for Chapter Charter may be made to the Executive Board providing the proposed Chapter:
  - 1. Is not currently served by a chapter within fifty miles; and
  - 2. At least twenty-five Members reside there as defined in membership classification in these bylaws.
  - 3. The proposed Chapter demonstrates that it can form a Chapter Board of five (5) voting Massage Members to govern it.
- B. The authority to approve or revoke a Chapter is reserved to the Executive Board and requires a (2/3) two thirds majority vote.

### **Section 3. Chapter Governing Authority**

- A. Chapters will be governed by the FSMTA Bylaws, Policies & Procedures, and directives of the Executive Board.
- B. Chapters and proposed Chapters agree that the Executive Finance Committee is authorized to take over Chapter funds and financial records when prudent, including, but not limited to the following situations:
  - 1. Reasonable evidence exists that misappropriation of Chapter funds has occurred or is occurring.
  - 2. A declaration of insufficient funds to operate.
  - 3. Failure of a Chapter to conform to the Bylaws and Policies & Procedures.
  - 4. Suit being filed against the Association or Chapter.
  - 5. Revocation of a Chapter charter.
  - 6. Reasonable evidence exists of impropriety or misfeasance on the part of any individual having access to Chapter funds.

### **Section 4. Chapter Annual Business Meeting**

In addition to Regular Meetings, Chapters will designate an Annual Business Meeting to elect officers and will provide all Chapter Members in good standing with at least 14-day notice of its Chapter Annual Business Meeting. If a Chapter's Annual Business Meeting does not occur, elections may occur by electronic means. New officers may be installed at the next Chapter Meeting as long as the election process is in compliance with the local laws. Annual meeting must be held before October 31st to approve the chapter's budget.

### **Section 5. Regular Chapter Meetings**

Each Chapter shall annually hold a minimum of two regular meetings for the mutual benefit of its members, to discuss business pertaining to the FSMTA and the massage therapy profession. Notice for any regular meetings shall be provided at least 14 days before such meeting.

### **Section 6. Regular Chapter Board Meetings**



The Chapter President will set the date, time, and place of each Regular Chapter Board Meeting that will be held at minimum quarterly. The Chapter President will provide an agenda to each Chapter Board Member at least 24 hours in advance of Regular Chapter Board Meetings.

### **Section 7. Special Chapter Meetings**

Special Chapter meetings may be called by the Chapter or Executive President upon seven days' notice by electronic means. Special meetings may be called by members of the Chapter Board in a similar manner, upon written request made by a majority of the Chapter Board to the Chapter and Executive President. The agenda for this meeting will be provided with the Notice, and the meeting topic will be strictly limited to this Agenda. The Chapter President or Executive President may set the date, time, and place of a Special Chapter Board Meeting after providing at least seven (7) days electronic notice and an Agenda to Chapter Board Members. Special Meetings are limited to only matters listed in the Agenda. No meeting shall be held without the Chapter President or one of the Chapter Vice-Presidents in attendance.

### **Section 8. Quorum and Voting at Chapter & Chapter Board Meetings**

- A. Quorum is defined as a majority of the Chapter's Board of Directors present when the Chapter Meeting is called to order and two (2) Chapter Board Members must be in attendance. The withdrawal or subsequent absence of any voting Member in good standing will not result in the meeting being cancelled or postponed. Individual persons may hold more than one position on the Chapter Board, but each individual person, no matter the number of positions, will possess only one vote.
- B. Voting Members in good standing are defined as all Voting Members whose membership is paid, not subject to disciplinary action or is currently on probation by the Executive Board of Directors.
- C. Each Voting Member will have one vote.
- D. Unless otherwise indicated, all votes will be decided by a majority of voting Members in good standing.
- E. All Chapter Board positions subject to appointment by the Chapter President as Chairs of Chapter Committees.
- F. Elected Chapter Board members are voting positions on the Chapter Board. Appointed Standing Chapter board members have a vote on the Chapter Board. Sub-Committee Chairs, Special Committees or ad hoc do not have a vote.
- G. Chapter Board members shall immediately disclose to the Executive Board of Directors any conflict of interest on an issue which would provide economic gain or other advantage to them and shall refrain from voting on such issues.

### **Section 9. Chapter Board Governing Authority**

The chapters will follow the rules and regulations set forth by FSMTA Bylaws, Policies and Procedures, decisions of the Executive Board of Directors, Executive Committee, and will adhere

to the decisions of their Chapter Board. Chapter Boards may not amend either FSMTA Bylaws or Policies and Procedures.

## **Section 10. Chapter Officers and Chapter Board**

Chapter Officers will be elected by Voting Members in good standing for two-year terms unless an office resigns, and successor is required. Chapter Officers will meet eligibility requirements. Chapter Officers will manage Chapter activities in accordance with the FSMTA Bylaws, Policies and Procedures, decisions of the Executive Board of Directors and Executive Committee.

The Chapter Board includes:

### **A. Elected Chapter Board Officers**

1. Chapter President
2. Chapter First Vice President
3. Chapter Second Vice President
4. Chapter Secretary
5. Chapter Treasurer

### **B. Appointed Standing Chapter Board Members by Chapter President:**

1. Chapter Hospitality Chair
2. Chapter Sports Massage Chair
3. Chapter Educational Standards Chair

## **Section 11. Chapter Board Powers and Duties**

- A. The Chapter Board will manage each FSMTA Chapter in accordance with the FSMTA Bylaws, Policies and Procedures, Rules and Regulations, Executive Committee. and/or Executive Board directions in the best interests of FSMTA while following local, state, federal and international laws.
- B. The Chapter Board may not conflict with any FSMTA action, adopt, or utilize any alternative Bylaws, Policies and Procedures, Rules or Regulations or obligate in any way the FSMTA either financially or legally.
- C. The Chapter Board, on behalf of itself or the LMT Membership, may petition the Executive Board for ratification or reversal of decisions made by the Executive Finance Committee.

## **Section 12. Chapters and Chapter Election Schedules**

The Chapters' elections should be completed on or before January 1st of each chapter's election year. Election schedules are in accordance with the Policies and Procedures of the FSMTA.

## **Section 13. Chapter Standing Committees**

Chapter Committee Chairs will be appointed by the Chapter President and approved by the Chapter Board and will serve a one-year term, or until discharged by the Chapter President. Committee members are appointed by the Committee Chair.

1. Chapter Hospitality Chair
2. Chapter Sports Team Chair
3. Chapter Educational Standards Chair

## **Section 14. Chapter Special Committees**

Chapter Special Committees will be convened as needed and will be used for a short term. When the Committee Chair is appointed, they will be given a time frame in which the needed information will be given to the Chapter Board. Chapter Special Committee Chairs are appointed by the Chapter President and approved by the Chapter Board for a specified time, or until discharged by the Chapter President. Chapter Elections Committee (only needed during Chapter elections).

## **Article VIII. Election**

### **Section 1. Elections for Executive and Chapter Office**

If not already appointed, the Executive President will nominate an Executive Director of Elections from among the members of the Executive Board at least twelve months before elections. The Executive Board will vote to approve the Executive Director of Elections by majority vote.

- A. The Executive Director of Elections will then select 5 (five) past or present Executive Board Members to serve as members of the Executive Election Nominating Committee. These members will be approved by a majority vote of the Executive Board. This Executive Committee will solicit nominations for Executive Officers and determine the eligibility of the potential nominees based on the criteria listed in previous Articles. According to the local laws, the Executive Director of Elections is part of the Nominations Subcommittee but does not have a vote and is only a liaison council to the Executive Board, and General Membership.
- B. The Executive Director of Elections will then select 5 (five) past or present Executive Board Members to serve as members of the Executive Election Balloting Committee. These members will be approved by a majority vote of the Executive Board, to create, distribute, validate, and count the ballots.
- C. The Executive Director of Elections will communicate directly with the Message Message Editor for publication of candidate statements. The Elections Ballot must be in accordance with the US EAC Standards. The Sample Ballot must be published to the general membership 15 days prior to the general election and can be published in various forms of communication to ensure that the general membership will be informed.
- D. The Executive Director of Elections will communicate directly with the Executive Director of Ethics and/or the FSMTA Legal Counsel regarding issues related to candidate eligibility.
- E. All Executive Elections Committee and Subcommittee deliberations will be confidential unless appealed to the Executive Board.

- F. The Executive President may not serve on the Executive Elections Committee or its Subcommittees.
- G. The Executive Director of Parliamentary Procedures shall be a non-voting ex-officio member of the Elections Committee and its Sub-Committees.
- H. The Executive Director of Elections shall have direct access to the FSMTA/Chapter membership list at the time of close of nominations and balloting.

## **Section 2. Elections Procedures for Executive and Chapter Office**

### **A. Nominations**

- 1. Executive Director of Elections will publish date of election.
- 2. Nominating Subcommittees will:
  - a. Determine the opening and closing dates for nominations.
  - b. Nomination for Executive Office will be at least 30 days and for Chapter Office at least 20 days.
  - c. Prepare nomination applications.
  - d. Determine candidate eligibility as well as conflicts of interest as defined in Bylaws and Policy & Procedures.
  - e. Communicate with Executive Director of Elections /Chapter Elections Chair.

### **B. Campaigns**

- 1. Eligible nominees will be provided with equal opportunities to address the membership through a campaign message before any voting takes place.
  - a. Executive Committee Nominees may publish a campaign message through the Executive Elections Chair in Message Message Magazine, original unaltered, limited to 250 words.
  - b. Campaign statements may be posted on the FSMTA Website and in social media as long as they are unaltered from their original form.
  - c. Chapter nominees may publish campaign messages limited to 250 words in their Chapter newsletters.
- 2. Candidates and their agents or designees are prohibited from electioneering/distributing any campaign materials including buttons, hats, t-shirts, documents, or other items in any Executive/Chapter meeting spaces, functions, or post on Social Media sites during a sanctioned meeting/function.
- 3. All campaign complaints should be reported to the Executive Director of Elections in writing, including all supporting documentation regarding the alleged violation, who will investigate such complaints and determine any necessary intervention with the Executive Nominating Subcommittee. Such intervention may include a determination of candidate ineligibility and removal of the candidate from the ballot. Adverse determinations will be reported to the Executive Director of Ethics. Any appeal will be submitted to the Executive Board.

4. Candidates may attend FSMTA and allied industry functions in the capacity of a member, or as appropriate for the performance of duties of a currently held office, or position. The candidates shall not use such occasions for the purpose of electioneering.
5. Violation of these campaign procedures may cause an action of the Executive Board in accordance with Policies and Procedures.

#### C. Candidates Debates

1. A debate can be held at the Executive Director of Elections' discretion.
2. No membership funds can be used by any Executive Director, support staff or candidates to attend or participate in the debate.
3. No Per Diem, mileage, hotel rooms, or ERR can be submitted for reimbursement for this event out of the membership general funds.
4. Sponsorship can be obtained through advertising. Advertisements must be for a product or service. Advertisements cannot promote a candidate running for office.
5. A site designated for the debate must be published 15 business days prior to the opening of the balloting period of the election.
6. All candidates must approve the rules of the debate prior to arrival at the debate site.
7. All questions except rapid-fire questions must be given to the candidates 4 (four) hours prior to the debate.
8. All candidates shall get equal time for closing remarks at the end of the debate for the office which they are seeking.
9. The order in which the candidates will be asked questions shall be determined by lottery prior to the delivery of questions to the candidates in preparation for the debate.

#### D. Balloting

1. The Executive Balloting Subcommittee will create, distribute, validate, and count the ballots. Ballots may be either written or electronic.
2. The Executive Nominating Subcommittee will provide written notice of voting procedures to the FSMTA membership in compliance with US EAC Standards.
3. If a position is not contested, the Executive/Chapter Balloting Subcommittee may waive the necessity for a vote and declare a winner.
4. The prevailing individual in any contest will be determined by a simple majority of the votes cast.
5. The Executive Director of Elections will announce the election outcome at the Annual Business Meeting.
6. All ballots will be retained until the Executive/Chapter Board votes to destroy the ballots shall be reflected in the minutes. Ballots will be automatically destroyed at the opening of the next Executive/Chapter election cycle.

### **Section 3. Specific Election Procedures for Chapter Elections**

- A. If not already appointed, the Chapter President will nominate a Chapter Elections Chair from among the members of the Chapter at least three (3) months before elections. The Chapter Board will vote to approve the Chapter Elections Chair by majority vote. If there is no Chapter Elections Chair, the Executive Director of Elections can serve in that position.

1. The Chapter Elections Chairperson will then select three Chapter Members who are not running for a position to serve as members of the Chapter Election Nominating Committee. These members will be approved by a majority vote of the Chapter Board. This Committee will solicit nominations for Chapter Office and determine the eligibility of the potential nominees based on the criteria listed in previous articles.
2. The Chapter Elections Chair will then select three Chapter Members who are not running for a position, to serve as members of the Chapter Election Balloting Committee. These members will be approved by a majority vote of the Chapter Board to create, distribute, validate, and count the ballots.
3. The Chapter Elections Chair will communicate directly with the Executive Director of Elections regarding issues related to candidate eligibility.
4. All Chapter Elections Committee and Subcommittee deliberations will be confidential unless appealed to the Executive Elections Committee.
5. The Chapter President may not serve on the Chapter Elections Committee or its subcommittees.

#### **Section 4. Candidate Eligibility for Chapter Office**

- A. Candidate for nomination to a Chapter Office shall satisfy the following requirements:
  1. Must be LMT Member in good standing.
  2. Must possess a valid government ID submitted to the Chapter Election Nominating Committee at the time of application.
  3. Must complete submitted application to the Chapter Election Nominating Committee, including the specified office, qualifications for office, and signed consent for nomination.
- B. A candidate for nomination to Chapter Office shall, in addition to the requirements in paragraph A above, satisfy the requirement of:
  - 1 Membership assignment to the Chapter.
  - 2 A candidate for nomination to Chapter President shall additionally meet the following requirement:
    - a. held a position on the Chapter Board for six (6) months, or
    - b. held a Chapter Committee Chair position for one (1) year.
- C. Any candidate for nomination to a Chapter Office concurrently an officer, director, committee chair, employee, independent contractor, or otherwise serving any other organization, association, company, corporation, or board where a potential conflict of interest with the FSMTA exists, shall immediately notify the Chapter Election Nominating Committee.
- D. The Chapter Election Nominating Sub-Committee of the Chapter Election Committee shall determine if conflict of interest or dual relationship exists for a candidate.
- E. An appeal of a Chapter Election Nominating Sub-Committee decision may be made to the Executive Board which shall make the final determination.

## **Section 5. Candidate Eligibility for Executive Board Office**

- A. Must be a Voting Member in good standing.
- B. Must possess a valid government issued ID submitted to the Executive Election Nominating Committee at the time of application.
- C. Must have completed and submitted an application to the Executive Election Committee.
- D. Must have served on the Chapter Board for at least six (6) months prior to the election.
- E. Must have already held a position on the Executive Board for at least 24 months prior to the election if the candidate is running for Executive President.
- F. Any candidate for nomination to an Executive Office concurrently an officer, director, committee chair, employee, independent contractor, or otherwise serving any other organization, association, company, corporation, or board where a potential conflict of interest with the FSMTA exists, shall immediately notify the Executive Election Nominating Committee.
- G. Must have been declared eligible to run by the Executive Nominating Committee.
- H. Candidates declared ineligible by the Executive Nominating Committee may appeal in writing to the Executive Board and may be allowed to run based on a (2/3) two thirds majority vote.
- I. Executive Committee Officers may not run more than two (2) consecutive elected terms in the same office.

## **Section 6. Election Challenges**

Any Voting Member may challenge any election outcome in which that member is eligible to vote by filing a written challenge with the Executive Director of Ethics and the Executive Director FSMTA Headquarters within 14 calendar days of disclosure of the results of the Executive/Chapter elections.

## **Section 7. Installation of Officers and Term Commencement**

Executive/Chapter Officers can only be installed by the Executive Director of Elections/Chapter Elections Chair. Executive Officers will be installed by the Executive Director of Elections at the Annual Business Meeting. The term of Executive Committee Officers will begin the first day after the Annual convention, or the first day after the Annual Business Meeting if not held during the Annual Convention. The term of Chapter Officers will begin the first day after the Chapter installation of officers is completed. Any person elected or appointed to any position referenced in these Bylaws should immediately notify the Executive President, Executive Director of Ethics, or any other member of the Executive Committee of any conflict of interest between that person's duty to the FSMTA and any duty to any other competing organization, association, or business interest potentially adverse to FSMTA interests. Further, if any person elected or appointed to any position referenced in these Bylaws is beholden to, or under the control of any



other person elected or appointed to any position referenced in these Bylaws, that person should also report a conflict of interest. Conflicts of interest and potential disqualifications should be reported to the Executive Director of Ethics for evaluation by the Executive Ethics Committee. The Executive Ethics Committee will investigate, evaluate, and report any conflicts necessitating disqualification to the Executive Committee, unless the complaint is against a member of the Executive Committee. In that case, the Executive Ethics Committee will consult with legal counsel for further action. The Executive Board of Directors may disqualify a person elected or appointed to any position referenced in these Bylaws by a 2/3 majority vote.

## **Section 8. Vacancies**

- A. Executive vacancies may be created by resignation, disqualification, disablement, or death. Elected or appointed officers who resign remain responsible for intentional acts and omissions while serving FSMTA. Vacancies in any elected or appointed offices referenced in these Bylaws should first be filled by succession whereby the President is succeeded by the First Vice President, then by the Second Vice President, then by the Secretary, then by the Treasurer, if the succeeding candidate is willing and able. If there is no successor, a vacancy in any elected office may be filled by an eligible candidate. To fill an executive vacancy, the Executive Board may waive eligibility requirements for an election that is outside their election cycle. All other Elections procedures will be followed. Subsequently elected or confirmed officers will serve for the remainder of the term of office.
- B. Chapter vacancies may be created by resignation, disqualification, disablement, or death. Elected or appointed officers who resign remain responsible for intentional acts and omissions while serving FSMTA. Vacancies in any elected or appointed offices referenced in these Bylaws should first be filled by succession whereby the President is succeeded by the First Vice President, then by the Second Vice President, then by the Secretary, then by the Treasurer, if the succeeding candidate is willing and able. If there is no successor, a vacancy in any elected office may be filled by an eligible candidate. To fill a chapter vacancy, the Executive Committee may waive eligibility requirements for an election that is outside their election cycle. All other Elections procedures will be followed. Subsequently elected or confirmed officers will serve for the remainder of the term of office.

## **Article IX. Financial Records**

### **Section 1. Fiscal Year**

The fiscal year will be from January 1st through December 31st.

### **Section 2. Accounts**

All accounts and checks require two signatures. The Executive Committee Members are signatories. The Executive Treasurer is the Chair, the Executive President is the Vice Chair and Executive Director serves as Advisor. If there is a delay that would harm the FSMTA, one signature (i.e. Executive Director) will suffice with Executive Finance Committee approval. This must be noted and provided to the Executive Secretary for documentation purposes.



- A. On the Executive Committee, President and Treasurer are signatories on the account and the Executive Director is Ex Officio.
- B. When Executive Committee members are on the financial instrument or the check is made out to either of the two required signatories on the account, another member of the respective Executive Committee will sign.

### **Section 3. Bonding**

All signatories will be bondable and covered by Directors insurance, including all Executive Board members/Chapter Board members and only three (3) committee chairs.

### **Section 4. Financial Audit**

Financial Audits or Financial Reviews will be completed following a majority vote of the Executive Board.

### **Section 5. Real Estate**

FSMTA may purchase or sell Real Estate as necessary to conduct its business. The total value of any indebtedness for such real estate will not exceed one million dollars, subject to the approval by a TWO THIRDS (2/3) vote of the Executive Board of FSMTA.

### **Section 6. Indebtedness or Liability**

The highest amount of indebtedness or liability to which the FSMTA may, at any time, obligate itself, shall at no time exceed two-thirds (2/3) of the value of the property of the FSMTA.

### **Section 7. Records**

FSMTA will maintain any Executive and/or Chapter records required by law are stored digitally and/or housed at FSMTA Headquarters or designated storage facility. Permanent records, including but not limited to, financial records, minutes of meetings, Bylaws, Policies & Procedures, Amendments, Chapter Charters, and records of all other action taken.

### **Section 8. Corporate Seal**

FSMTA will possess a corporate seal that will be affixed to all required documents and housed at FSMTA Headquarters as needed.

### **Section 9. Trademark**

The name, initials, symbols, and logos of the association will be service marked, registered, and/or licensed, as appropriate, by and for the FSMTA as needed.

## **Article X. Ethics Committee & Judicial Affairs**

### **Section 1. Ethics Committee Composition & Duties**

The Executive Director of Ethics will be appointed, with the confirmation of the Executive Board of Directors, four members to the Executive Ethics Committee: one designated as the Executive

Ethics Vice Chair. The Executive Ethics Committee will determine whether any FSMTA Member, who has a justifiable complaint/grievance against them, is in violation of any FSMTA Bylaws, Policies, Procedures, Ethics, Code of Conduct or Patients' Bill of Rights.

## Section 2. Issues Subjecting Members to Discipline

- A. Members charged or convicted of any criminal offense including but not limited to violence, human trafficking, or improper patient contact in any State or Federal jurisdiction.
- B. Members who have had their professional license revoked or suspended by a regulatory board.
- C. Members subject to discipline that have not complied either with their agreement to any Sanctions or Remediation with the Executive Director of Ethics, or with any discipline imposed by the Executive Board.
- D. Members who have violated FSMTA Code of Ethics/Code of Conduct or Patients' Bill of Rights and are currently on probation or completing the directives of the Committee and/or Executive Board.
- E. Any Executive Board member or Chapter Board member that is not in attendance for more than two (2) consecutive sanctioned meetings shall be considered derelict in their duty to FSMTA and may be removed by a (2/3) two thirds majority vote of their respective Executive or Chapter Board.
- F. A Special Election will be convened to fill a vacancy for any Executive or Chapter office with nomination(s) for replacement(s) once the candidate(s) is/are approved by the Executive Elections Committee.

## Section 3. Complaint of Violation

The Executive Ethics Committee will evaluate complaints against members, in compliance with the following:

- A. Complaints must be in writing on the approved Grievance(s) Form and submitted to the Executive Director of Ethics within 30 days of the incident(s). Complaints about the Executive Director of Ethics should be submitted to the Executive Director of Elections and follow the same procedure. Initial Complaints will be investigated in a confidential manner and presented to the Executive Ethics Committee, within 14 days of receiving the grievance/complaint.
- B. Upon the Executive Ethics Committee determination, by majority vote, that the complaint is without merit, the complainant will be notified, and confidentiality maintained within 14 days of Executive Ethics Committee Meeting with an explanation.
- C. If the Executive Ethics Committee determines, by a majority vote, that the complaint is valid, the subject of the complaint will be informed of the complaint against **them** within 14 days and will be provided with 14 days to respond.
- D. During the Executive Ethics Committee investigation, the Complaint and the investigation are considered confidential. If either party breaks the investigations' confidentiality, the Executive

Ethics Committee may recommend sanction and/or remediation of the Party that breached confidentiality.

## **Section 4. Sanctions and Remediation**

If the Executive Ethics Committee determines, by a majority vote, that remediation is required, the remediation may include, but is not limited to:

- A. Reprimands: A member may receive up to three written warnings within a twelve-month period and be subject to fines of up to \$500.
- B. Probation: Probationary terms may be of the following durations: (3) three months, (6) six months, (1) one year, or term of office (up to 2 years) with fines of up to \$500.00. The probationer cannot participate in any elections, and if the member is an Executive /Chapter Board Member, the officer loses the right to vote and must continue to complete their duties. If an officer does not complete their duties, that officer may be found to be in Dereliction of Duty and subject to further discipline.
- C. Suspension: Terms include of suspension may be of the following durations: (6) six months, (1) one year, or term of office (up to 2 years) with fines of up to \$500.00. The member cannot participate in any elections and, if they are a Chapter/ Executive Board Member, they lose the right to vote. The Board Member cannot perform Chapter/ Executive duties until the suspension is completed. The duties are to be handled by another Executive/Chapter Board Member chosen by the affected Executive Board or Chapter.
- D. Membership Revocation: Membership Revocation will immediately forfeit all rights, privileges, and benefits of Membership which may include fines of up to \$500. Persons subject to Membership Revocation may reapply for membership after (2) two years provided all fines and conditions imposed by the Executive Board are met.
- E. Expulsion: Expulsion will result in permanent loss of membership as well as all rights, privileges, and benefits which may include fines of up to \$500.

## **Section 5. Grievance Process**

The Executive Ethics Committee will investigate all Complaints confidentially. If there is a finding that the Complaint was not substantiated, the Executive Ethics Committee will notify the Complainant and the Subject of the Complaint that there was no cause and that FSMTA will not proceed with any discipline. The Executive Ethics Committee will report to the Executive Board that it investigated “x” number of Complaints that were not found to be valid, and the case will be closed. If the Executive Ethics Committee finds that the Complaint was substantiated, the Executive Ethics Committee will notify the Complainant and the Subject of the Complaint that cause was found. The Executive Ethics Committee will notify the Subject of the Complaint of any recommended Sanctions or Remediation. If the Subject of the Complaint agrees to comply with the Sanctions or Remediation, the Executive Ethics Committee will report to the Executive Board that an investigation revealed a violation and that the Subject agreed to the Sanctions and Remediation. The Complaint and any Sanctions and /or Remediation will be held confidential except where any fines are paid directly to the Executive Treasurer then Sanctions will be tracked by the Executive Director of Ethics and /or the Executive Director of Elections, if necessary,

passed to any succeeding Director. If practical, and in the absence of any reporting or other legal requirements to the contrary, confidentiality will be maintained. If the Subject does not agree to comply, the Subject of the Complaint may appeal to the Executive Board at the next regularly scheduled Quarterly Meeting.

## **Section 6. Grievance Process Appeals**

For the purposes of an appeal, the Executive Director of Ethics will provide copies of the Complaint, any response from the Subject of the Complaint, and the investigative findings of the Executive Ethics Committee to the Executive Board. The matter will no longer be held confidential. The Executive Board will consider the Complaint and Response at the next scheduled Quarterly Meeting. The Executive Director of Ethics will present the Complaint. The Subject of the Complaint will be permitted to respond. The Executive Director of Ethics may then rebut the Subject and the Complainant may have a chance to present their side. The Complainant and the Subject of the Complaint will be asked to leave. The Executive Board Meeting and the Executive Board will deliberate in closed session, determine whether or not there was a violation and what Sanctions or Remediation, if any, are necessary. The Executive Board may or may not follow the Executive Ethics Committee's recommendations for Sanctions or Remediation. The Complainant and the Subject of the Complaint will be notified of the outcome of the Executive Board's vote; all deliberations of the Executive Board and any votes cast will be held strictly confidential. Sanctions and Remediation require a majority vote. Failure of the Subject to comply with the Executive Board's determination will expose the Subject to further discipline including possible expulsion.

## **Article XI. Bylaws and Policies and Procedures Amendments**

### **Section 1. Bylaws**

- A. A 30-day notice to the FSMTA Board of Directors is required in order to change the Bylaws via Amendment(s).
- B. Voting is to be held at the Annual Business Meeting and requires a (2/3) two-thirds affirmative vote of the quorum present.

### **Section 2. Policy and Procedures**

- A. A 14-day notice is required to amend Policies and Procedures.
- B. Voting to pass amendments requires a (2/3) two-thirds affirmative vote of the quorum present during an Executive Board Meeting.
- C. Any other voting requires a simple majority vote of the quorum, or as otherwise stated in 914 Bylaws or Policy and Procedures.
- D. These Bylaws supersede all Policies and Procedures.

## **Article XII. Dissolution**

The FSMTA may be dissolved upon (3/4) three fourths super majority vote of the Executive Board of Directors.

The FSMTA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the FSMTA. In the event that the Corporation is dissolved, either as a result of the action of the Executive Board or by proclamation of the Secretary of State, the assets of the Corporation shall be disposed of in the following manner: If the assets were dissolved for purposes of forming another association, the assets would go to the successor corporation and/or to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic non-profit or not-for-profit organizations to be elected by the Executive Board, and in accordance with all applicable laws. Members shall be notified within thirty (30) days of an Executive Board decision to dissolve the Corporation

These Bylaws were restated on June 23, 2022 and replaced any preceding Bylaws.

Amended Bylaws were voted on June 24, 2023

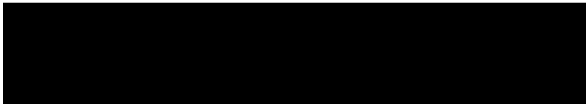
Executive President- Crystal A. Howard



Executive 1st Vice President- Patrick Ian McIntosh




Executive 2nd Vice President- Rebecca Pollock



Executive Treasurer- Lori Bell



Executive Secretary- Vacant



Signatures not displayed for security purposes.