



1 **Florida State Massage Therapy Association, Inc.**

2 ***Bylaws***

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

4 **Section 1. Name**

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

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

11 **Section 2. Offices**

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

16 **Section 3. Objectives and Purposes**

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

- 18 1. Organizing and uniting its Members in a sense of community;
19 2. Promoting the scientific and practical efficacy of massage therapy as practiced
20 by Massage Therapists and Practitioners;
21 3. Advancing the education of its members through continuing education;
22 4. Establishing and promoting ethical guidelines;
23 5. Enhancing communication between FSMTA members and other healthcare
24 professionals;
25 6. Promoting the recognition of Massage and Practitioners as qualified
26 healthcare professionals;
27 7. Lobbying for recognition of the unique expertise of the massage profession.

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31 **Article II. Membership**

32 **Section 1. General**

- 33 A. Admission to membership will be irrespective of race, color, creed, military status,
34 national origin, sex, age, marital status, religion, sexual orientation, physical ability,
35 or any other United States Supreme Court protected class.
36 B. Members will be governed by FSMTA, Bylaws, Policies and Procedures, Code of
37 Ethics, Code of Conduct and Patient Bill of Rights.

38 **Section 2. Membership Classifications**

39 FSMTA Members will be assigned to one classification noted below. The FSMTA
40 Membership list belongs to FSMTA and may only be used with the written permission of
41 the Executive Board or Executive Committee.

- 42 A. Massage Practitioner
43 B. Associate
44 C. Student
45 D. Honorary Member

46 **Section 3. Privileges**

47 A. Membership privileges are contingent upon application submission and
48 approval; payment of assessed fees and dues; assignment of membership
49 classification; assignment of Chapter or At-Large membership; and otherwise being
50 a member in good standing as defined by the FSMTA Policies and Procedures, and
51 Code of Ethics, Code of Conduct.

52 B. Membership privileges by Membership Classification:

- 53 a. Massage Practitioner
54 b. Associate
55 c. Student
56 d. Honorary Member

57 **Section 4. Membership Dues Annually**

- 58 A. The Membership Year extends for a 12-month period.
59 B. Annual Membership Payment One Time Payment per year:

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- 61 1. Membership dues and renewal are due and payable each year on or before
62 the date of membership expiration.
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64 2. Membership dues remaining unpaid on their renewal date, will be deemed
65 delinquent, the Member will not be considered a Member in Good Standing,
66 and membership will be revoked until payment for membership is brought up
67 to date and the delinquent former Member petitions the Executive Board for
68 readmission to membership.
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70 3. The Executive Finance Committee may waive any member's dues for a
71 period of one year for members in Good Standing who demonstrate
72 financial hardship related to a catastrophic illness or other event.
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74 4. The Executive Board will determine membership dues and fees, and
75 their apportionment among the Chapters, in accordance with the FSMTA
76 Bylaws, Policies and Procedures, Code of Ethics, Code of Conduct, and
77 Patients' Bill of Rights.
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79 C. Annual Membership Payment – Equally Divided Monthly Payments:
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81 1. FSMTA offers a monthly payment plan using auto debit/credit
82 deductions for which Members sign up online and commit to 12
83 payments.
84 2. Automatic renewal is generally for the lesser of a maximum period
85 of 6 years or the expiration date of the credit/debit card.
86 3. Members choosing to make equally divided monthly payments
87 under this section are not permitted to participate in the insurance
88 program sponsored by Allied Professionals Insurance Services for
89 Professional and General Liability Insurance.
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91 **Section 5. Membership Application**

- 92 A. Membership applications will be completed in full, and submitted with any
93 required fees and dues to the Corporate Office.

94 B. Membership in FSMTA is a privilege and not a right. Membership
95 Privileges become effective only after the Membership Application is processed
96 by the Corporate Office.

97 C. The Executive Board will determine an Application Fee for new or
98 delinquent Members.

99 1. Delinquent members are members who have not paid their dues. By their
100 expiration date.
101 2. The application fee or late fee is not to exceed \$50.



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103 **Section 6. Member Privacy**

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

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109 **Article III Meetings, Voting, Notice**

110 **Section 1. Annual Meeting**

111 A. The FSMTA Annual Business Meeting will be held at a date and time set by the
112 Executive Committee during the FSMTA Annual Convention.

113 B. Notice will be provided to FSMTA Members at least 30 days in advance of the
114 FSMTA Annual Business Meeting along with a copy of the Agenda and
115 proposed Bylaws changes. Notice must be publicized via any FSMTA
116 publication, email, U.S. Mail, or posting on the FSMTA home page. Any other
117 social media outlet may be used in addition to these postings

118 C. A quorum requires a majority of the Executive Committee and the number of
119 Members present. Once the Annual Meeting is called to order, the withdrawal
120 or subsequent absence of any Member will not result in the meeting being
121 cancelled or postponed.

122 D. Before adjournment of the FSMTA Annual Business Meeting, any newly elected
123 officers will be installed by the Executive Elections Committee Chair.

124 E. Individual persons may hold more than one position on the Executive Board but each
125 individual person only possesses one vote.

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127 F. Voting:

128 a. Bylaws changes require a (3/4) three fourths affirmative vote. The only
129 exception to this is a vote for FSMTA Dissolution that requires a (3/4) super
130 majority vote of the Membership.

131 b. Policies and Procedure changes require a (2/3) two thirds vote of the
132 Executive Board.

133 c. All other voting requires a majority vote unless otherwise addressed in these
134 Bylaws.

135 d. Voting may be by U.S. Mail, in person ballot, voice, E-mail or any other
136 means.

137 e. Any FSMTA employee who is also an FSMTA MEMBER shall possess one
138 vote. However, FSMTA employees who are not FSMTA Members in good
139 standing possess no vote.



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G. 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 that reports, findings, or recommendations 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.

Section 2. Quarterly and Regular Meetings

- A. FSMTA 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 requires a majority of the Executive Committee and the number of Executive Board Members present. Once the 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 but each individual person only possesses one vote.
- E. Voting:
 - a. Policies and Procedure changes require a (2/3) two thirds vote of the Executive Board.
 - b. All other voting requires a majority vote unless otherwise addressed in these Bylaws.
 - c. Voting may be by U.S. Mail, in person ballot, voice, E-mail or any other means.
 - d. Any FSMTA employee who is also an FSMTA MEMBER shall possess one vote. However, FSMTA employees who are not FSMTA Members in good standing possess no vote.



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

195 **Section 3. Special Meetings**

- 196 A. Special Meetings may be held on the written request of any Executive Board
197 Member who provides specific details of the necessity of such a meeting to the
198 Executive President. The Executive President, at his or her discretion may either call
199 for a Special Meeting or may postpone the matter until the next scheduled Quarterly
200 Meeting. If the Special Meeting is postponed, the Executive Board Member may
201 petition the entire Executive Board for a Special Meeting. The Executive Board may
202 vote by a (2/3) two thirds majority to hold such a meeting if the Executive President
203 postpones it.
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205 B. Special Meetings will be held at a date and time set by the Executive Committee.
- 206 C. Notice will be provided to Executive Board Members at least 15 days in
207 advance. Notice must be publicized via any FSMTA publication, email, U.S.
208 Mail, or posting on the FSMTA home page. Any other social media outlet may
209 be used in addition to these postings. Special Meetings are limited to addressing
210 only issues provided in the Notice of such a Special Meeting.
- 211 D. A quorum requires a majority of the Executive Committee and the number of
212 Executive Board Members present or the number of Members present. Once
213 the Meeting is called to order, the withdrawal or subsequent absence of any
214 Member will not result in the meeting being cancelled or postponed.
- 215 E. Individual persons may hold more than one position on the Executive Board but each
216 individual person only possesses one vote.
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- 218 F. Voting:
219 a. Policies and Procedure changes require a (2/3) two thirds vote of the
220 Executive Board.
221 b. All other voting requires a majority vote unless otherwise addressed in these
222 Bylaws.



- 223 c. Voting may be by U.S. Mail, in person ballot, voice, E-mail or any other
224 means.
225 d. Any FSMTA employee who is also an FSMTA MEMBER shall possess one
226 vote. However, FSMTA employees who are not FSMTA Members in good
227 standing possess no vote.
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230 G. Closed Sessions: FSMTA meetings are open to FSMTA Members unless the
231 Executive Board requires a closed session. All closed sessions are subject to be kept
232 in strict confidence by those individuals participating. However, confidentiality will
233 allow that reports, findings, or recommendations be forwarded to the appropriate
234 board or agency including the Florida Department of Health. Closed sessions may be
235 held for these reasons:
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237 1. Disciplinary actions;
238 2. Confidential negotiations, arbitration, or mediation;
239 3. Personnel matters;
240 4. Candidate reviews;
241 5. Ballot preparation and vote tabulation;
242 6. Any other matter in which public disclosure might damage the FSMTA or
243 individuals, associated with the FSMTA.

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245 **Article IV Governance**

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

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

251 **Section 2. Governing Authority of the Executive Board**

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

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B. Appointed Positions:

Directors, Chairs and Special Committee Chairs are appointed by Executive President and affirmed by the Board of Directors by a simple majority vote.

1. Legislative
2. Ethics
3. Parliamentary Procedure
4. Convention
5. Awards
6. Membership
7. Sports Team
8. FSMTA Store
9. Election Committee
10. Social Media
11. Massage Message Magazine
12. Massage Therapy Awareness Week
13. Massage Research
14. Legislative Awareness Days
15. Massage Television
16. Chair for Massage Research

C. Additional Officers

Immediate Past President is by succession as designated in the Policies and Procedures.

Section 3. Voting Privileges for the Executive Board of Directors

All Executive Board positions that are subject to election by FSMTA Membership shall be voting positions, including Executive Immediate Past President.

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.

Directors except for the Executive Director, Committee Chairs are voting positions on the Executive Board of Directors. Special Committees do not have a vote.

An individual may hold more than one position. If an individual holds more than one voting position, that individual shall only have one vote.

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.



300 **Section 4. Executive Board Meetings**

301 Quarterly, Annual, and Special Meetings

302 Regular Meetings will be held at least semiannually. The Executive President will set
303 the agenda for each Meeting and publish it at least 7 days in advance unless otherwise
304 noted in the Bylaws.

305 **Section 5. Executive Committee**

306 A. The Executive Committee includes:

- 307 1. Executive President serving as Chairperson
- 308 2. Executive First Vice President
- 309 3. Executive Second Vice President
- 310 4. Executive Treasurer
- 311 5. Executive Secretary

312
313 B. The Executive Committee will manage the day-to-day business of the FSMTA in the
314 best interests of its members subject to the FSMTA Bylaws, Policies and Procedures, and
315 any other Executive Board votes or decisions including but not limited to:

- 316 1. Taking minutes at all conferences and meetings;
- 317 2. Acting on behalf of the Executive Board for emergency matters;
- 318 3. Wave eligibility requirements of all chapters elected positions;
- 319 4. Reporting to the Executive Board about all actions taken;
- 320 5. Interacting with outside agencies, groups, and individuals.

321 C. The Executive Committee may not adopt or amend the Bylaws, or modify or amend
322 any action of either the Executive Board or any vote of the Voting Membership.

323 D. The Executive Finance Committee is composed of the Executive Committee with
324 the Executive Treasurer as its Chairperson and the Executive President as the Vice
325 Chairperson, along with the Executive Director as advisor possessing no vote.

326 **Article V. Executive Officers**

327 **Section 1. Executive Officers**

328 Executive Officers will be elected by Voting Members in good standing for a two-year term
329 unless an officer resigns and a successor is required. Executive Officers will meet eligibility
330 requirements. The Executive President will automatically succeed to Executive Immediate Past
331 President for a term concurrent with a newly-elected Executive President. The Executive
332 Officers will include:

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- 334 A. Executive President, voting.
- 335 B. Executive First Vice President, voting.
- 336 C. Executive Second Vice President, voting.
- 337 D. Executive Treasurer, voting.
- 338 E. Executive Secretary, voting.
- 339 F. Executive Immediate Past President, voting.
- 340 G. Executive Director, non-voting

341 **Section 2. Executive Officer Duties**

342 The Executive President will function as the Chief Officer and the Official Spokesperson for the
343 FSMTA.

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345 **Section 3. Administration:**

346 The Executive Committee may hire Staff, such as an Executive Director, to efficiently manage
347 the day-to- day operations of the Association. In the absence of an Executive Director, the
348 Executive Committee will manage the day to day operations of the Association.

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350 **Article VI. Executive Committees**

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352 **Section 1. Directors and Committees**

353 A. Directors and Committee Chairs are appointed by the Executive President
354 and approved by majority vote of the Executive Board. Such Directors and
355 Committee Chairs will serve for the lesser of a one-year term or until discharged by
356 the Executive President.

357 B. Executive Special/Sub Committees will convene as necessary. Special/Sub
358 Committee Chairs are appointed by the Executive President and approved by the
359 Executive Board for a specified time, or until discharged by the Executive President.
360 When the Special/Sub Committee Chair is appointed, she/he will be given a time
361 frame in which necessary information must be delivered to the Executive Board.

362 C. Committee Members will be chosen by Committee Directors and Chairs and
363 approved by majority vote of the Executive Board.

364 D. Standing FSMTA Directors:

- 365 1. Executive Director of Parliamentary Procedures
- 366 2. Executive Director of Ethics
- 367 3. Executive Director of Educational Standards
- 368 4. Executive Director of Legislative Affairs
- 369 5. Executive Director of Convention

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- 371 E. Standing FSMTA Committees:
- 372 1. Membership
 - 373 2. Sports Team
 - 374 3. Awards
 - 375 4. Social Media
 - 376 5. Massage Message Magazine
 - 377 6. FSMTA Store
 - 378 7. Elections
 - 379 8. Legislative Awareness Day
 - 380 9. Massage Therapy Awareness Week
 - 381 10. Massage Television
 - 382 11. Massage Research
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384 **Article VII. Chapters**

385 **Section 1. Chapter Representation**

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

387 **Section 2. Chapter Charters**

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

393 A. Application for Chapter Charter may be made to the Executive Board providing the
394 proposed Chapter:

- 395 1. Is not currently served by a chapter within fifty miles and
- 396 2. At least twenty-five Members reside there as defined in membership
397 classification in these bylaws.
- 398 3. The proposed Chapter demonstrates that it can form a Chapter Board of five
399 (5) voting Massage Members to govern it.

400 B. The authority to approve or revoke a Chapter is reserved to the Executive Board and
401 requires a (2/3) two thirds majority vote.

402 **Section 3. Chapter Governing Authority**

403 A. Chapters will be governed by the FSMTA Bylaws and Policies & Procedures, and
404 directives of the Executive Board.



405 B. Chapters and proposed Chapters agree that the Executive Finance Committee is
406 authorized to take over Chapter funds and financial records when prudent, including,
407 but not limited to the following situations:

- 408 1. Reasonable evidence exists that misappropriation of Chapter funds has
409 occurred or is occurring;
- 410 2. A declaration of insufficient funds to operate;
- 411 3. Failure of a Chapter to conform to the Bylaws and Policies & Procedures;
- 412 4. Suit being filed against the Association or Chapter;
- 413 5. Revocation of a Chapter charter;
- 414 6. Reasonable evidence exists of impropriety on the part of any individual
415 having access to Chapter funds.

416

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

418 In addition to Regular Meetings, Chapters will designate an Annual Business Meeting to
419 elect officers and provide all Chapter Members in good standing with at least 14-day notice
420 of its Chapter Annual Business Meeting. If a Chapters Annual Business Meeting does not
421 occur, elections may occur via by electronic means. (i.e. Survey Monkey) and new officers
422 may be installed at the next Chapter Meeting as long as the election process is in compliance
423 with the local laws.

424 **Section 5. Regular Chapter Meetings**

425 Each Chapter shall annually hold a minimum of two regular meetings for the mutual benefit of
426 its members and to discuss business pertaining to the FSMTA and the massage therapy
427 profession. Notice for any regular meetings shall be provided at least 14 days before such
428 meeting. The Chapter President will set the date, time, and place of each Regular Chapter
429 Board Meeting. The Chapter President will provide an agenda to each Chapter Board Member
430 at least 24 hours in advance of Regular Chapter Board Meetings

431 **Section 6. Special Chapter Meetings**

432 Special Chapter meetings may be called by the Chapter President upon seven days' notice by
433 electronic means. The agenda for this meeting will be provided with the Notice, and the meeting
434 topic will be strictly limited to this Agenda. The Chapter President or Executive President may
435 set the date, time, and place of a Special Chapter Board Meeting after providing at least 3 days
436 electronic notice and an Agenda to Chapter Board Members. Special Meetings are limited to
437 only matters listed in the Agenda.

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440 **Section 7. Quorum and Voting at Chapter Meetings**

441 A. Quorum is defined as a majority of the Chapter’s Board of Directors present when
442 the Chapter Meeting is called to order and 2 Chapter Board Members must be in
443 attendance. The withdrawal or subsequent absence of any voting Member in good
444 standing will not result in the meeting being cancelled or postponed. Individual persons
445 may hold more than one position on the Chapter Board, but each individual person, no
446 matter the number of positions, only will possess one vote. Unless otherwise noted, votes
447 will be by majority.

448 B. Voting Members in good standing are defined as all Voting Members whose
449 membership is paid, not subject to disciplinary action or is currently on probation by
450 the Executive Board of Directors.

451 C. Each Voting Member will have one vote.

452 D. Unless otherwise indicated, all votes will be decided by majority of voting
453 Members in good standing timely casting their vote.

454 **Section 8. Chapter Board Governing Authority**

455 The chapters will follow the rules and regulations set forth by these Bylaws, and by the
456 decisions of the Executive Board of Directors and the Executive Committee, and will adhere to
457 the decisions of their Chapter Board. Chapter Boards may not amend these Bylaws.

458 **Section 9. Chapter Officers and Chapter Board**

459
460 Chapter Officers will be elected by Voting Members in good standing for two-year terms unless
461 an officer resigns and successor is required. Chapter Officers will meet eligibility requirements.
462 The Chapter President will automatically succeed to Immediate Past Chapter President for a term
463 concurrent with a newly-elected Chapter President. Chapter Officers will manage Chapter
464 activities in accordance with the FSMTA Bylaws, Policies and Procedures, and decisions of the
465 Executive Board of Directors and Executive Committee.

466
467 The Chapter Board includes:

468
469 A. Elected Chapter Board Officers

- 470 1. Chapter President
471 2. Chapter First Vice President
472 3. Chapter Second Vice President
473 4. Chapter Secretary
474 5. Chapter Treasurer
475 6. Immediate Past President by succession



- 476 B. Appointed Chapter Board Members
- 477 1. Chapter Hospitality Chair
- 478 2. Chapter Sports Massage Chair
- 479 3. Chapter Educational Standards Chair
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481 **Section 10. Chapter Board Powers and Duties:**

482 The Chapter Board will manage each FSMTA Chapter in accordance with the FSMTA
483 Bylaws, Policies and Procedures, Rules and Regulations, Executive Committee. and/or
484 Executive Board directions in the best interests of FSMTA Association while following
485 local, state, federal and international laws. The Chapter Board may not conflict with any
486 FSMTA action, adopt or utilize any alternative Bylaws, Policies and Procedures, Rules or
487 Regulations or obligate in any way the FSMTA either financially or legally.

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489 **Section 11. Chapters and Chapter Election Schedules:**

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

493 **Section 12. Chapter Committees**

494 Chapter Committee Chairs will be appointed by the Chapter President and approved by the
495 Chapter Board, and will serve for one year term, or until discharged by the Chapter President.
496 Committee members are appointed by Committee Chairperson and approved by the Chapter
497 President.

- 498 A. Chapter Legislative Affairs Committee
- 499 B. Chapter Education Committee
- 500 C. Chapter Special Events (including Sports Team)

501 **Section 13. Chapter Special Committees**

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

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510 **Article VIII. Election:**

511 **Section 1. Elections for State and Chapter Office**

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

516 A. The Executive Election Chairperson will then select 5 (five) past or present
517 Executive Board Members to serve as members of the Executive Election Nominating
518 Committee. These members will be approved by a majority vote of the Executive
519 Board. This Committee will solicit nominations for Executive Officers and determine
520 the eligibility of the potential nominees based on the criteria listed in previous Articles.
521 According to the local laws, the Elections Chairman is part of the Nominations
522 Subcommittee; but does not have a vote, and is only a liaison - council to the Executive
523 Board, and General Membership.

524 B. The Executive Elections Chairperson will then select 5 (five) past or present
525 Executive Board Members to serve as members of the Executive Election Balloting
526 Committee. These members will be approved by a majority vote of the Executive
527 Board; to create, distribute, validate, and count the ballots.

528 C. The Executive Elections Chairperson will communicate directly with the
529 *Message Message* Editor for publication of candidate statements. The Elections Ballot
530 must be in accordance with the US EAC Standards. The Sample Ballot must be
531 published to the general membership 15 days prior to the general election, and can be
532 published in various forms of communication to ensure that the general membership
533 will be informed.

534 D. The Executive Elections Chairperson will communicate directly with the Executive
535 Director of Ethics and/or the FSMTA Legal Counsel regarding issues related to
536 candidate eligibility.

537 E. All Executive Elections Committee and Subcommittee deliberations will be
538 confidential unless appealed to the Executive Board.

539 F. The Executive President may not serve on the Executive Elections
540 Committee or its Subcommittees.

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545 **Section 2. Elections Procedures for State and Chapter Office**

546 A. Nominations

- 547 1. Elections Chairperson will publish date of election.
548 2. Nominating Subcommittees will:
549 i. Determine the opening and closing dates for nominations.
550 Nomination for Executive Office will be at least 30 days and for Chapter
551 Officer at least 20 days;
552 ii. Prepare nomination applications;
553 iii. Determine candidate eligibility;
554 iv. Communicate with Executive /Chapter Elections Chairperson.

555 B. Campaigns

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557 1. Eligible nominees will be provided with equal opportunities to address the
558 membership through a campaign message before any voting takes place.
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560 i. Executive Committee nominees may publish a campaign message
561 through the Executive Elections Chairperson in *Massage Message*
562 *Magazine*, original and unaltered, limited to 250 words.
563 ii. Campaign statements can also be posted on the FSMTA Website and in
564 social media as long as they are unaltered from their original form or
565 truncated.
566 iii. Chapter nominees may publish – campaign messages limited to 250
567 words in their Chapter newsletters.
- 568 2. Candidates and their agents or designees are prohibited from
569 electioneering/distributing any campaign materials including buttons, hats, t-
570 shirts, documents, or other items in any Executive/Chapter meeting spaces,
571 functions, or social media sites during a meeting.
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573 3. All campaign complaints should be reported to the Executive Elections
574 Chairperson, who will investigate such complaints and determine any necessary
575 intervention with the Executive Nominating Subcommittee. Such intervention
576 may include a determination of candidate ineligibility and removal of the
577 candidate from the ballot. Adverse determinations will be reported to the
578 Executive Director of Ethics. Any appeal will be submitted to the Executive
579 Board.
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- 585 C. Candidates Debates:
586 1. A debate can be held at the Elections Chairperson's discretion. No
587 membership funds can be used by the chair/support staff or candidates to attend or
588 participate in the debate.
589 2. No Per Diem, mileage, hotel rooms, or ERR can be submitted for
590 reimbursement for this event out of the membership general funds.
591 3. Sponsorship can be obtained through advertising. Advertisements must
592 be for a product or service. Advertisements cannot promote a candidate running for
593 office.
594 4. A site designated for the debate must be published 15 business days
595 prior to the opening of the balloting period of the election.
596 5. All candidates must approve of the rules of the debate prior to arrival at
597 the debate site.
598 6. All questions except rapid-fire questions must be given to the
599 candidates 4 (four) hours prior to the debate.
600 7. All candidates shall get equal time for closing remarks at the end of the
601 debate for the office which they are seeking.
602 8. The order in which the candidates will be asked questions shall be
603 determined by lottery prior to the delivery of questions to the candidates in preparation for
604 the debate.

- 605
606 D. Balloting
607
608 1. The Balloting Subcommittee will create, distribute, validate, and count the
609 ballots. Ballots may be either written or electronic.
610 2. The Nominating Subcommittee will provide written notice of voting
611 procedures to the FSMTA membership in compliance with US EAC Standards.
612 3. If a position is not contested, the Balloting Subcommittee may waive
613 the necessity for a vote and declare a winner.
614 4. The prevailing individual in any contest will be determined by a
615 simple majority of the votes cast.
616 5. The Elections Chairperson will announce the election outcome at the
617 Annual Business Meeting.
618 6. All ballots will be retained until the Executive or Chapter Board votes to
619 destroy the ballots or will be automatically destroyed at the opening of the next
620 Executive/Chapters election cycle.

621

622 **Section 3. Specific Election Procedures for Chapter Elections Only**

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

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1. The Chapter Elections Chairperson will then select 3 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 Chairperson will then select 3 (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 Chairperson will communicate directly with the Executive Elections Chairperson 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.

649 **Section 4. Candidate Eligibility for Executive Board Office**

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- A. Must be a Voting Member in good standing;
 - B. Must possess a valid government ID;
 - C. Must have completed and submitted an application to the Executive Election Committee Chair;
 - D. Must have served on the Chapter Board for at least 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. Must have been declared eligible to run by the Executive Nominating Committee;
 - G. 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.

663

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665 **Section 5 Election Challenges**

666 Any Voting Members may challenge any election outcome in which that member is eligible
667 to vote by filing a written challenge with the Executive Director of Ethics the FSMTA office
668 within (14) calendar days of disclosure of the results of the Executive /Chapter elections.
669

670 **Section 6. Installation of Officers and Term Commencement:**

671 Executive/Chapter Officers can only be installed by the Executive/Chapter Elections
672 Chairperson. Executive Officers will be installed by the Executive Elections
673 Chairperson at the Annual Business Meeting. The term of Executive Committee
674 Officers will begin the first day after the Annual convention, or the first day after the
675 Annual Business Meeting if not held during the Annual Convention. The term of
676 Chapter Officers will begin the first day after the Chapter installation of officers is
677 completed.

678
679 Any person elected or appointed to any position referenced in these Bylaws should
680 immediately notify the Executive President, Executive Director of Ethics, or any other
681 member of the Executive Committee of any conflict of interest between that person's
682 duty to the FSMTA and any duty to any other competing organization, association, or
683 business interest potentially adverse to FSMTA interests. Further, if any person
684 elected or appointed to any position referenced in these Bylaws is beholden to, or
685 under the control of any other person elected or appointed to any position referenced
686 in these Bylaws, that person should also report a conflict of interest. Conflicts of
687 interest and potential disqualifications should be reported to the Executive Director of
688 Ethic for evaluation by the Executive Ethics Committee. The Executive Ethics
689 Committee will investigate, evaluate, and report any conflicts necessitating
690 disqualification to the Executive Committee, unless the complaint is against a member
691 of the Executive Committee. In that case, the Executive Ethics Committee will
692 consult with legal counsel for further action, including those officers who have
693 missed three consecutive meetings. The Executive Board of Directors may disqualify
694 a person elected or appointed to any position referenced in these Bylaws by a 2/3
695 majority vote.

696 **Section 7. Vacancies**

697 Executive/Chapter vacancies may be created by resignation, disqualification, disablement, or
698 death. Elected or appointed officers who resign remain responsible for intentional acts and
699 omissions while serving FSMTA. Vacancies in any elected or appointed offices referenced in
700 these Bylaws should first be filled by succession whereby the President is succeeded by the
701 First Vice President, then by the Second Vice President, then by the Secretary, then by the
702 Treasurer. A vacancy in the office of Immediate Past President will not be filled. If there is
703 no successor, a vacancy in any elected office may be filled by an eligible candidate. To fill an
704 executive/chapter vacancy, the Executive Board may waive eligibility requirements for an



705 election that is outside their election cycle. All other Elections procedures will be followed.
706 Subsequently elected or confirmed officers will serve for the remainder of the term of office.

707 **Article IX. Financial Records**

708 **Section 1. Fiscal Year**

709
710 The fiscal year will be from January 1st through December 31st.
711

712 **Section 2. Accounts**

713 All accounts and checks require two signatures. The Executive Committee Members are
714 signatures. The Executive Treasure is the Chair and Executive President is the Vice Chair
715 and Executive Director as Advisor. If there is a delay would harm the FSMTA one signature
716 (i.e. Executive Director) will suffice with respective board approval. This must be noted by
717 the Executive Secretary in the current board minutes.

718 A. On the Executive Committee/Chapter Level, President and Treasurer are
719 signatures on the account and the Executive Director as Exoficio.

720 B. And on the Executive Committee/Chapter Level members are on the financial
721 instrument or check is made out to either of the two required signatories on the account,
722 another member of the respective Executive Committee or Chapter Level will sign.

723 **Section 3. Bonding**

724 All signatories will be bondable and covered by Directors insurance;
725 Includes All Executive Board members/Chapter Board members and
726 only 3 committee chairs.

727

728 **Section 4. Financial Audit**

729

730 Financial Audits will be completed following majority vote of the Executive Board.

731 **Section 5. Real Estate**

732 FSMTA may purchase Real Estate as necessary to conduct its business. The total value of
733 any indebtedness for such real estate will not exceed one million dollars.

734 **Section 6. Records**

735

736 FSMTA will maintain any Executive or Chapter records required by law and housed in the
737 corporate office.



738 **Section 7. Corporate Seal**

739 FSMTA will possess a corporate seal that will be affixed to all required documents, and housed
740 in the Corporate Office as needed.

741 **Section 8. Trademark**

742
743 The name, initials, symbols, and logos of the association will service marked, registered,
744 and/or licensed, as appropriate, by and for the FSMTA as needed.

745

746

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

748 The Executive Director of Ethics will be appointed, with the confirmation of the
749 Executive Board of Directors, four members to the Executive Ethics Committee; one
750 designated as the Vice Chairperson. The Executive Ethics Committee will determine
751 whether any FSMTA Member, who has a justifiable complaint/grievance -filed against
752 them, is in violation of any FSMTA Bylaws, Policies, Procedures, Ethics, Code of
753 Conduct or Patients' Bill of Rights. Membership may be revoked for the following, but
754 are not limited to:

755 **Section 1. Issues Subjecting Members to Discipline**

756 A. Members charged or convicted of any criminal offense including but not
757 limited to violence, human trafficking, or improper patient contact in any State or
758 Federal jurisdiction;

759

760 B. Members who have had their professional license revoked or suspended
761 by a regulatory board;

762

763 C. Members subject to discipline that have not complied either with their
764 agreement to any Sanctions or Remediation with the Ethics Chair, or with any
765 discipline imposed by the Executive Board;

766

767 D. Members who have violated FSMTA Code of Ethics/Code of Conduct
768 or Patients' Bill of Rights, and are currently on probation or completing the
769 directives of the Committee and/or Executive Board;

770

771 E. Any Executive Board member or Chapter Board member that is not in
772 attendance for more than two (2) consecutive quarterly meetings shall be
773 considered derelict in their duty to FSMTA and may be removed by a (2/3) two
774 thirds majority vote of their respective Executive or Chapter Board;

775



776 F. A Special Election will be convened to fill a vacancy for any State or
777 Chapter office with nomination(s) for replacement(s). Once the candidate(s) is/are
778 approved by the Elections Committee.
779

780 Section 2. Complaint of Violation 781

782 A. The Executive Ethics Committee will evaluate complaints against
783 members, in compliance with the following:
784

785
786 Complaints must be in writing on the approved Grievance(s) Form and
787 submitted to the Executive Director of Ethics within 30 days of the
788 incident(s). Complaints about the Executive Director of Ethics should be
789 submitted to the Executive Ethics Vice Chairperson, and follow the same
790 procedure. Initial Complaints will be investigated in a confidential manner
791 and presented to the Executive Ethics Committee, within 14 days of the
792 Director receiving the grievance/complaint.

793 B. Upon the Executive Ethics Committee determines, by majority vote, that the
794 complaint is without merit, the complainant will be notified and confidentiality
795 maintained within 14 days of Ethics Committee Meeting with an explanation.

796 C. If the Executive Ethics Committee determines, by majority vote, that the
797 complaint is valid, the subject of the complaint will be informed of the complaint
798 against him or her, within 14 days and will be provided with 14 days to respond.

799 D. During the Ethics Committee investigation, the Complaint and the investigation
800 are considered confidential. If either party breaks the investigations' confidentiality, the
801 Ethics Committee may recommend sanction and/or remediation of the Party that
802 breached confidentiality.

803 Section 3. Sanctions and Remediation:

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

806
807 A. Reprimands: A member may receive up to three written warnings within a
808 twelve-month period and be subject to fines of up to \$500.
809

810 B. Probation: Probationary terms may be of the following durations: (3) three, (6)
811 six months, (1) one year, or term of office (up to 2 years) with fines of up to \$500.00.
812 The probationer cannot participate in any elections, and if he/she is an Executive
813 /Chapter Board Member, he/she loses the right to vote, but must continue to complete
814 his/her duties. If an officer does not complete his/her duties, that Officer may be found
815 to be in Dereliction of Duty and subject to further discipline.
816



817 C. Suspension: Terms include of suspension may be of the following durations: (6)
818 six months, (1) one year, or term of office (up to 2 years) with fines of up to \$500.00.
819 The Member cannot participate in any elections and, if he/she is a Chapter/ Executive
820 Board Member, he/she loses the right to vote. Board Members cannot perform Chapter/
821 Executive duties until the suspension is completed. The duties are to be handled by
822 another Executive Board Member chosen by the affected Executive Board or Chapter.
823

824 D. Membership Revocation: Membership Revocation will immediately forfeit all
825 rights, privileges, and benefits of Membership and may include fines of up to
826 \$500. Persons subject to Membership Revocation may reapply for membership after
827 (2) two years provided all fines and conditions imposed by the Executive Board are
828 met.
829

830 E. Expulsion: Expulsion will result in permanent loss of membership as
831 well as all rights, privileges, and benefits and may include fines of up to \$500.

832 Section 4. Grievance Process

833 The Ethics Committee will investigate all Complaints confidentially. If there is a
834 finding that the Complaint was not substantiated, the Ethics Committee will notify the
835 Complainant and the Subject of the Complaint that there was no cause and that
836 FSMTA will not proceed with any discipline. The Ethics Committee will report to the
837 Executive Board that it investigated “x” number of Complaints that were not found to
838 be valid and the case will be closed. If the Ethics Committee finds that the Complaint
839 was substantiated, the Ethics Committee will notify the Complainant and the Subject
840 of the Complaint that cause was found. The Ethics Committee will notify the Subject
841 of the Complaint of any recommended Sanctions or Remediation. If the Subject of the
842 Complaint agrees to comply with the Sanctions or Remediation, the Ethics Committee
843 will report to the Executive Board that an investigation revealed a violation and that
844 the Subject agreed to the Sanctions and Remediation. The Complaint and any
845 Sanctions and Remediation will be held confidential except where any fines are paid
846 directly to the Executive Treasurer and Sanctions tracked by the Chair of the Ethics
847 Committee and or the Elections Committee, and, as necessary, passed to any
848 succeeding Chair. As long as practical, and in the absence of any reporting or other
849 legal requirements to the contrary, confidentiality will be maintained. If the Subject
850 does not agree to comply, the Subject of the Complaint may appeal to the Executive
851 Board at the next regularly scheduled Quarterly Meeting.

852 Section 4. Grievance Process Appeals

853
854 For the purposes of an appeal, the Ethics Chair will provide copies of the Complaint, any
855 response from the Subject of the Complaint, and the Investigative findings of the Ethics
856 Committee to the Executive Board. The matter will no longer be held confidential. The
857 Executive Board will consider the Complaint and Response at the next scheduled Quarterly
858 Meeting. The Ethics Chair will present the Complaint. The Subject of the Complaint will be
859 permitted to respond. The Ethics Chair may then rebut the Subject and the Complainant may



860 have a chance to present their side. The Complainant and the Subject of the Complaint will be
861 asked to leave the Executive Board Meeting and the Executive Board will deliberate in closed
862 session and determine whether or not there was a violation and what Sanctions or Remediation,
863 if any, are necessary. The Executive Board may or may not follow the Ethics Committee's
864 recommendations for Sanctions or Remediation. The Complainant and the Subject of the
865 Complaint will be notified of the outcome of the Executive Board's vote; but all deliberations
866 of the Executive Board and any votes cast will be held strictly confidential. Sanctions and
867 Remediation require a majority vote. Failure of the Subject to comply with the Executive
868 Board's determination will subject the Subject to further discipline including possible

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

870 **Section 1. Bylaws**

871 A. A 20-day notice to the FSMTA Board of Directors is required in to change-the
872 Bylaws via Amendment(s) to these Bylaws.

873 B. Voting is to be held at the Annual Business Meeting and requires a (3/4) three
874 fourths affirmative vote of the quorum present.

875

876 **Section 2. Policies and Procedures**

877

878

879 A. A 14-days' notice is required to amend Policies and Produces.

880

881 B. Voting to pass amendments requires a (2/3) two thirds affirmative vote of the
882 quorum present at a quarterly Board Meeting.

883

884 C. Any other voting requires a simple majority vote of the quorum, or as otherwise
885 stated in Bylaws or Policy and Procedures.

886

887 D. These Bylaws supersede all Policies and Procedures.

888

889 **Article XII. Dissolution:**

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

892



893 These Bylaws were restated on June 22, 2017 and replaced any preceding
894 Bylaws.
895

896 Joyce Prahasky

897 Executive President

Joyce Prahasky

898 Adrian Morell

899 Executive 1st Vice President

A. Morell

900 Lloyd List

901 Executive 2nd Vice President

Lloyd List

902 Terry Lowder

903 Executive Treasurer

Terry Lowder

904 Krystal Haworth

905 Executive Secretary

Krystal Haworth