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

(Adopted May 18, 2010; Amended: January 26, 2011; January 3, 2012; February 7, 2012; February 2, 2013; March 23, 2015, July 25, 2015, August 25, 2016, June 19, 2019, December 11, 2019; February 19, 2020; April 14, 2021; August 11, 2021; December 13, 2023)

Article I – Name

As stated in its Articles of Incorporation, the name of the Corporation is the Alliance for Massage Therapy Education, Inc., hereinafter referred to as the "Alliance."

Article II – Office

The location of the principal office of the Alliance shall be at a place designated by the Board of Directors (also referred to herein as "BOD").

Article III – Objectives and Purposes

Section 1. General

The objectives and purposes of the Alliance are as stated in the Articles of Incorporation.

Section 2. Mission

The Alliance for Massage Therapy Education serves as an independent voice, advocate, and resource for the massage therapy and bodywork education community.

Section 3. Goals

The goals of the Alliance are to:

1. Promote the National Teacher Education Standards Project that guides and informs effective teaching of students and professionals.
2. Have a Certified Educator of Therapeutic Massage and Bodywork in every course or classroom.
3. Advocate for the interests of members through collaboration with stakeholder organizations, governmental agencies, and regulatory bodies.
4. Provide educational opportunities for educators and administrators.
5. Provide resources to members for professional development and classroom enhancement.
6. Support visibility of certified educators and member schools.
7. Provide opportunities for service, support, networking, and camaraderie amongst our community.

Section 4. Vision

Our vision is to advance the therapeutic massage and bodywork professions by strengthening and elevating educational practices and standards through supporting, credentialing, and engaging educators.

Article IV – Membership

Section 1. Membership Categories.

Members of each of the following categories have voting rights and privileges.

School

Defined as *institutions* offering entry-level training programs in massage, bodywork, and somatic therapies.

Teacher/Administrator

Defined as *instructors* or *administrators* in a school or an organization.

CE Provider

Defined as those *individuals, businesses, or institutions* whose primary instructional activity is offering post-graduate training.

Allied

Defined as *companies* that provide products and services to the education sector, as well as other *stakeholder organizations* in the massage therapy field that wish to support the work of the Alliance.

Supporter

Defined as *individuals* who support the work of the Alliance. Supporting members *are NOT* teachers, school owners/administrators, or CE Providers, but wish to support the mission of the AFMTE.

Section 2. Qualification and Admission.

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

Section 3. Rights of Members.

- A. All Members:
 1. May attend meetings of the Alliance as described in Article V, and receive all products and services identified as member benefits.
 2. May serve on any committees and as chair of any committees.
 3. May serve on the BOD.
 4. May participate in discussions at the Annual Business Meeting, and vote on referenda and proposals as brought forth by the BOD at the Annual Business Meeting.
- B. Schools, CE Providers, and Allied Members must select one representative from their organization to represent their interests in the Alliance.

Article V – Meetings and Election of Directors

Section 1. Annual Meeting.

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

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the proceedings of the Alliance in all cases to which they are applicable.

Section 2. Nominations and Elections.

A. Board of Directors

1. The Leadership Development Committee shall oversee and seek nominations from School, Teacher/Administrator, Allied, CE, and supporting members, and shall present a slate of qualified candidates according to current Policies and Procedures. No name shall be placed into nomination without the consent of the nominee.

2. Elections shall be conducted annually by ballot, whether at the Annual Membership Meeting, or by a secure system delivered by mail or electronic means per Policies and Procedures. Directors shall be elected by a plurality of votes cast.

B. Leadership Development Committee

1. A slate of candidates shall be put forth by the current Leadership Development Committee following a request for applications and a vetting process.

2. Elections shall be conducted annually by ballot, whether at the Annual Membership Meeting, or by a secure system delivered by mail or electronic means. Leadership Development Committee members shall be elected by a plurality of votes cast.

Article VI – Board of Directors

Section 1. General Powers.

A. The affairs and properties of the Alliance shall be controlled and managed by the BOD, consisting of elected members in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws.

B. Consistent with this authority, the BOD shall:

1. Create strategic plans to carry out the mission and goals of the Alliance.
2. Adopt policies and maintain a procedures manual.
3. Adopt and provide oversight to an annual budget.
4. Approve staffing decisions and oversee staff.
5. Approve the appointment of committee chairs made by the President.
6. Approve the committee members as presented by the committee chair.
7. Present an annual report to the Membership.
8. Amend, alter, or repeal the Bylaws of the Alliance.
9. Alter or change the name of the Alliance.
10. Amend the Articles of Incorporation of the Alliance.
11. Adopt a plan of merger or adopt a plan of consolidation with another organization.
12. Authorize the sale, lease, or mortgage of all or substantially all of the property and assets of the Alliance.
13. Authorize the voluntary dissolution of the Alliance or revoke proceedings thereof.

Section 2. Composition.

- A. The BOD shall be comprised of no less than seven and no more than ten voting members, with:
 - 1. One Director, who shall be from the School Member category;
 - 2. One Director, who shall be from the Teacher/Administrator Member category;
 - 3. One Director, who shall be from the Continuing Education (CE) Member category; and
 - 4. Four to Seven other Directors, who may be from the School, Teacher/Administrator, CE Provider, Allied, or Supporter Member category.
- B. There shall be no more than one Director serving at any time representing the same School, CE Provider, or Allied Member.
- C. There may be ex-officio members of the BOD who shall have a voice at meetings but no vote, per Policies and Procedures.

Section 3. Eligibility and Term.

- A. Directors shall be members in good standing at the time of their nomination and election to the BOD.
- B. If a Director who is representing a School or CE Provider Member leaves their position with that institution, they may complete their term as Director, but shall not be eligible for re-election unless they are representing another institution at the time when nominations and elections are held for that seat.
- C. No member of the BOD shall concurrently hold an elected or appointed office in a state or national association, regulatory agency, or accrediting agency that, in the opinion of the BOD, would result in potential, perceived or actual conflict of interest with the Alliance.
- D. Directors are elected to a three-year term, on a staggered election schedule. Board members shall serve in accordance with terms defined in the Policy and Procedures Manual. Directors shall take their seat on the BOD on September 1.

Section 4. Conduct of Business.

- A. A majority of the BOD shall constitute a quorum for official business. If there are vacant seats on the BOD, the quorum shall be calculated based on the current number of sitting Directors. Ex-officio members are not counted for the purpose of establishing a quorum.
- B. The BOD shall hold at least six meetings per year, one of which shall be considered the Annual Meeting. This meeting shall coincide with the date of the Annual Membership Meeting of the Alliance. Meetings may be called by the President, or in the absence of the President, by the Vice-President, upon the initiative of such an officer or upon the request of two members of the BOD.
- C. Executive Session: The BOD may meet in Executive Session only for discussion and resolution of personnel matters, legal matters, transactions involving real property, matters related to the status of members or Directors, or matters where public knowledge may be harmful to the organization.

Section 5. Removal.

The BOD may remove any Officer, Director, or committee member from their position by a majority vote of the BOD, as outlined in the Policy and Procedures Manual.

Article VII – Officers

Section 1. Duties.

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

- A. **President:** Shall preside at all meetings of BOD, serve as a spokesperson for the Alliance, serve as the liaison between the BOD and the Alliance's professional staff or shall appoint an alternate director to fulfill this duty, appoint or remove chairs of Standing Committees and Special Committees with BOD approval, may serve as an ex-officio member of all committees except the Leadership Development Committee, sign contracts with the approval of the BOD, have banking privileges including signing checks as per policy, vote as needed to break a tie or ensure a quorum, and assume all powers and duties customarily incident to the office of President.
- B. **Vice President:** Shall assist the President, perform the duties of the President in the President's absence, and fill any vacancy in the office of President until the next election.
- C. **Treasurer:** Shall oversee the financial affairs of the Alliance, shall have check signing authorization as per policy, shall present an annual budget to the BOD, shall assure that quarterly financial reports are presented to the BOD, and that annual financial reports are provided to the Membership. Will ensure that taxes are completed annually.
- D. **Secretary:** Shall serve as corporate secretary and oversee maintenance of all documents and records of the Alliance and shall perform such additional duties as may be defined and directed by the BOD.
- E. **Immediate Past President:** Shall serve on the Executive Committee for one year to ensure continuity of leadership as appropriate.

Section 2. Election and Term of Office.

Officers are elected by the BOD at the first meeting following the Annual Election of Directors by the Membership. Officers shall serve in accordance with the terms defined in the Policy and Procedures Manual.

Section 3. Qualifications.

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

Section 4. Vacancies in Office.

- A. A vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term.
- B. A vacancy occurring in the offices of Vice President, Treasurer, or Secretary shall be filled by appointment by the President, subject to approval by the BOD. The appointee shall serve until the next Annual Election of Officers.

Section 5. Executive Committee.

- A. The BOD may establish an Executive Committee, which shall be comprised of the four officers of the BOD, and the Immediate Past President, if applicable. The Executive Committee shall be charged with conducting Alliance business between BOD meetings as needed, except the authority to change Bylaws or Articles of Incorporation.
- B. The quorum and meeting notice requirements of Article VI, Section 4, herein, shall apply to the Executive Committee.
- C. Minutes of the Executive Committee meetings shall be shared with the BOD within ten business days.

Article VIII – Committees

Section 1. Standing Committees.

The Alliance may maintain the following standing committees:

- A. **Education Committee**
- B. **Governance Committee**
- C. **Finance Committee**
- D. **Membership Committee**
- E. **Strategic Planning Committee**
- F. **Event Planning Committee**
- G. **Leadership Development Committee**
- H. **Marketing Committee**
- I. **Equity, Diversity, and Belonging Committee**

Section 2. Special Committees.

- A. The BOD may establish special (or ad hoc) committees as needed to accomplish the mission of the Alliance. Special committees may include subcommittees, task forces, advisory panels, focus groups, or other groups designated by the BOD.
- B. Any special committee so appointed shall limit its activities to the accomplishment of those tasks for which it was appointed, and shall have no power to act except as to such powers which are specifically conferred upon such committee by action of the BOD. Upon completion of the tasks for which such committee was appointed, it shall stand discharged.

Article IX – Contracts and Finances

Section 1. Fiscal Year.

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

Section 2. Contracts.

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

Section 3. Loans.

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

Section 4. Deposits.

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

Section 5. Stipends and Reimbursements.

The BOD may authorize a stipend to, or reimbursement of, any Officer, Director, or any other member of the Alliance in the performance of that Officer's or Director's or member's services to the Alliance.

Section 6. Checks, Drafts, and Payments.

All checks, drafts, or other orders for payment of money in the name of the Alliance shall be authorized by the BOD and issued by the Treasurer, as per policy..

Article X – Amendments to the Bylaws

Section 1. Two-thirds Majority Required.

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

Section 2. Notice.

Notice of the proposed amendment or repeal shall be provided by mail or electronic means to the BOD and members at least 30 days before a meeting where such changes are ratified.

Section 3. Certification.

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

Section 4. Effective Date.

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

Article XI – Miscellaneous Provisions

Section 1. Conflict of Interest.

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

Section 2. Indemnification.

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

Section 3. Dissolution.

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

THIS IS TO CERTIFY that the above Amended and Restated Bylaws of the Alliance for Massage Therapy Education, Inc. were duly adopted by the Board of Directors at a meeting held on the 11th day of August, 2021.

(Adopted May 18, 2010; Amended: January 26, 2011; January 3, 2012; February 7, 2012; February 2, 2013; March 23, 2015, July 25, 2015, August 25, 2016, June 19, 2019, December 11, 2019; February 19, 2020; April 14, 2021; August 11, 2021; December 13, 2023)