

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 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) 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 continuing education;
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 any other United States Supreme Court protected class.
- B. Members will be governed by FSMTA, Bylaws, Policies and Procedures, Code of Ethics, Code of Conduct and Patient Bill of Rights.

Section 2. Membership Classifications

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

- A. Massage Practitioner
- B. Associate
- C. Student
- D. Honorary Member
- E. Massage Instructor at an FSMTA School

Section 3. Privileges

- A. Membership privileges are contingent upon application submission and approval; payment of assessed fees and dues; assignment of membership classification; assignment of Chapter or At-Large membership; and otherwise being a member in good standing as defined by the FSMTA Policies and Procedures, and Code of Ethics, Code of Conduct.
- B. Membership privileges by Membership Classification:
 - a. Massage Practitioner
 - b. Associate
 - c. Student
 - d. Honorary Member

Section 4. Membership Dues; Annually

- A. The Membership Year extends for a 12-month period.
- B. Annual Membership Payment One Time Payment per year:
 - 1. Membership dues and renewals are due and payable each year on or before the date of membership expiration.
 - 2. Membership dues remaining unpaid on their renewal date, will be deemed delinquent, the Member will not be considered a Member in Good Standing, and membership will be revoked until payment for membership is brought up to date and the delinquent former Member petitions the Executive Board for readmission to membership.
 - 3. The Executive Finance Committee may waive any member's dues for a period of one year for members in Good Standing who demonstrate financial hardship related to a catastrophic illness or other event.
 - 4. The Executive Board will determine membership dues and fees, and their apportionment among the Chapters, in accordance with the FSMTA Bylaws, Policies and Procedures, Code of Ethics, Code of Conduct, and Patients' Bill of Rights.
- C. Annual Membership Payment – Equally Divided Monthly Payments:
 - 1. FSMTA offers a monthly payment plan using auto debit/credit deduction for which Members sign up online and commit to 12 payments.
 - 2. Automatic renewal is generally the lesser of a maximum period of 6 years or the expiration date of the credit/debit card.
 - 3. Members choosing to make equally divided monthly payments under this section are not permitted to participate in the insurance program sponsored by Allied Professionals Insurance Services for Professional and General Liability Insurance.

Section 5. Membership Application

Membership applications will be completed in full and submitted with any required fees and dues to the Corporate Office.

- A. Membership in FSMTA is a privilege and not a right. Membership Privileges become effective only after the Membership Application is processed by the Corporate Office and the Membership is approved by the Executive Board
- B. The Executive Board will determine an Application Fee for new or delinquent Members.
 - 1. Delinquent members are members who have not paid their dues. By their expiration date.

2. The application fee or late fee is not to exceed \$50.

Section 6. Member Privacy

The FSMTA membership list and member contact information is 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 will be held at a date and time set by the Executive Committee during the 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 requires either the Executive President; the Executive 1st Vice President; or the Executive 2nd Vice President in attendance; and a majority of the Membership. 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 Elections Committee Chair.
- E. Individual persons may hold more than one position on the Executive Board but each individual person only possesses one vote.
- F. Voting:
 1. Bylaws changes require a (3/4) three fourths affirmative vote of the quorum of membership. The only exception to this is a vote for FSMTA Dissolution that requires a (3/4) super majority vote of the Membership.
 2. Policies and Procedure changes require a (2/3) two thirds vote of the Executive Board.
 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 any other means.

5. 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.
- 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 either the Executive President; the Executive 1st Vice President; or the Executive 2nd Vice President in attendance; and a majority of the Membership. 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
 1. Policies and Procedure changes require a (2/3) two thirds vote of the Executive Board.
 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 any other means.

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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 3. Special Meetings

- A. 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 his or her discretion may either call for a Special Meeting or may postpone the matter until the next scheduled 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.
- B. Special Meetings will be held at a date and time set by the Executive Committee.
- C. Notice will be provided to Executive Board Members at least 15 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. Special Meetings are limited to addressing only issues provided in the Notice of such a Special Meeting.
- D. A quorum requires either the Executive President; the Executive 1st Vice President; or the Executive 2nd Vice President in attendance; and a majority of the Membership. 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.
- E. Individual persons may hold more than one position on the Executive Board but each individual person only possesses one vote.
- F. Voting

1. Policies and Procedure changes require a (2/3) two thirds vote of the Executive Board.
 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 any other means.
 4. 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.
- 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.

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 composite members in accordance with these Bylaws, FSMTA Policies and Procedures, and all applicable laws and regulations.

Section 2. Governing Authority 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

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

1. Director of Legislative Affairs
 - a. Board of Massage Therapy Chair
 - b. Legislative Awareness Day Chair
2. Director of Ethics
3. Director of Parliamentary Procedures
 - a. Bylaws Chair
 - b. Policy and Procedures Chair
4. Director of FSMTA Events
 - a. Convention Chair
 - b. Conference Chair
 - c. Awards Chair
 - d. Massage Therapy Awareness Week Chair
5. Director of Membership
6. Director of Education Standards
7. Sports Team Chair
8. Sports Team Chair
9. FSMTA Store Chair
10. FSMTA Store Chair
11. Executive Elections Chair
12. Director of Communication
 - a. Social Media Chair
 - b. Massage TV Chair
 - c. Massage Message Chair

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.

Section 4. Executive Board Meetings

Quarterly, Annual, and Special Meetings

Regular Meetings will be held at least semiannually. The Executive President will set the agenda for each Meeting and publish it at least 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 will manage 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. Wave eligibility requirements of all chapters 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 with no vote. This committee also includes (1) one Executive Board Member that is not on the Executive Committee, and (4) four non-board FSMTA members. The Executive Treasurer chooses the committee members and all appointees are to be approved by the Executive Board.

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 President will automatically succeed to Executive Immediate Past President for a term concurrent with a newly elected Executive President. The Executive Officers will include:

- A. Executive President, voting.
- B. Executive First Vice President, voting.
- C. Executive Second Vice President, voting.
- D. Executive Treasurer, voting.
- E. Executive Secretary, voting.
- F. Executive Immediate Past President, non-voting.
- G. Executive Director, non-voting

Section 2. Executive Officer Duties

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

Section 3. Administration

The Executive Committee may hire Staff, such as an Executive Director, to efficiently manage the day-to-day operations of the Association. 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 and Executive Committee Chairs are appointed by the Executive President and approved by a majority vote of the Executive Board. Such Directors and Committee Chairs 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. 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 Special/Sub Committee Chair is appointed, she/he 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 Executive Directors and Executive Chairs and approved by the Executive Director or Executive Chair.
- D. Standing Executive FSMTA Chairs:
 - 1. Executive Sports Team
 - 2. Executive Social Media
 - 3. FSMTA Massage Message Magazine
 - 4. FSMTA Store Chair
 - 5. Executive Elections Chair
 - 6. Executive Legislative Awareness Day Chair
 - 7. Massage Therapy Awareness Week Chair
 - 8. Massage Television Chair
 - 9. Executive Massage Research Chair
 - 10. Executive Convention Chair
 - 11. Executive Financial Committee
 - 12. Executive Convention Coordinator
 - 13. Executive Awards Chair

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 and 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 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 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 via by electronic means. (i.e. Survey Monkey) and new officers may be

installed at the next Chapter Meeting as long as the election process is in compliance with the local laws.

Section 5. Regular Chapter Meetings

Each Chapter shall annually hold a minimum of two regular meetings for the mutual benefit of its members and 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. The Chapter President will set the date, time, and place of each Regular Chapter Board Meeting. The Chapter President will provide an agenda to each Chapter Board Member at least 24 hours in advance of Regular Chapter Board Meetings.

Section 6. Special Chapter Meetings

Special Chapter meetings may be called by the Chapter President upon seven days' notice by electronic means. 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 3 days electronic notice and an Agenda to Chapter Board Members. Special Meetings are limited to only matters listed in the Agenda.

Section 7. Quorum and Voting at Chapter 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 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, only will possess one vote. Unless otherwise noted, votes will be by majority.
- 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 timely casting their vote.

Section 8. Chapter Board Governing Authority

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

Section 9. Chapter Officers and Chapter Board

Chapter Officers will be elected by Voting Members in good standing for two-year terms unless an officer resigns and successor is required. Chapter Officers will meet eligibility requirements. The Chapter President will automatically succeed to Immediate Past Chapter President non-voting member of the Board, passed 6/12/2018 for a term concurrent with a newly elected Chapter President. Chapter Officers will manage Chapter activities in accordance with the FSMTA Bylaws, Policies and Procedures, and 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
 - 6. Immediate Past President by succession non-voting member, Advisor
- B. Appointed Chapter Board Members
 - 1. Chapter Legislative Hospitality Chair
 - 2. Chapter Sports Massage Chair
 - 3. Chapter Educational Standards Chair

Section 10. Chapter Board Powers and Duties

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 Association while following local, state, federal and international laws. 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.

Section 11. Chapters and Chapter Election Schedules

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

Chapters and Chapter Election Schedules:

Chapter	Election Cycle
Big Bend	Odd Numbered Years
Brevard	Odd Numbered Years

Broward	Even Numbered Years
Central Florida	Even Numbered Years
Dade	Even Numbered Years
Emerald Coast	Even Numbered Years
First Coast	Odd Numbered Years
Flagler/Volusia	Even Numbered Years
Gulf Coast	Odd Numbered Years
Heart of Florida	Even Numbered Years
Keys	Odd Numbered Years
North Central Florida	Even Numbered Years
Palm Beach	Even Numbered Years
Sarasota/Manatee	Odd Numbered Years
Southwest Florida	Odd Numbered Years
Sugar Dunes	Even Numbered Years
Suwannee	Even Numbered Years
Tampa Bay	Odd Numbered Years
Treasure Coast	Odd Numbered Years

Section 12. Chapter 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 Committee Chairpersons.

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

Section 13. 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, she/he 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 Elections Chair from among the members of the Executive Board at least twelve months before elections. The Executive Board will vote to approve the Elections Chair by majority vote.

- A. The Executive Election Chair 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 Elections Chairman 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 Elections Chair 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 Elections Chair 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 Elections Chairperson 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.

Section 2. Elections Procedures for Executive and Chapter Office

A. Nominations

- 1. Executive Elections Chair 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 Officer at least 20 days;
 - c. Prepare nomination applications;
 - d. Determine candidate eligibility;
 - e. Communicate with Executive /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 and unaltered, limited to 250 words.
 - b. Campaign statements can also 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 Social Media sites during a meeting.
- 3. All campaign complaints should be reported to the Executive Elections Chair, 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 Ethics Chair. Any appeal will be submitted to the Executive Board.

C. Candidates Debates

1. A debate can be held at the Executive Elections Chair's discretion.
2. No membership funds can be used by the chair/support staff or candidates to attend or participate in the debate.
3. No Per Diem, mileage, hotel rooms, or ERR can be submitted 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 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 Elections Chair 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 or will be automatically destroyed at the opening of the next Executive/Chapter election cycle.

Section 3. Specific Election Procedures for Chapter Elections Only

- A. If not already appointed, the Chapter President will nominate a Chapter Elections Chair from among the members of the Chapter at least 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 Elections Chair can serve in that position.
 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 Chair 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 Chair will communicate directly with the Executive Elections Chair 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 Executive Board Office

- 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.

Section 5. Election Challenges

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

Section 6. Installation of Officers and Term Commencement

Executive/Chapter Officers can only be installed by the Executive/Chapter Elections Chairperson. Executive Officers will be installed by the Executive Elections Chairperson 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, including those officers who have missed three consecutive meetings. 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 7. Vacancies

Executive/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. A vacancy in the office of Immediate Past President will not be filled. If there is no successor, a vacancy in any elected office may be filled by an eligible candidate. To fill an executive/chapter 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.

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 signatures. The Executive Treasurer is the Chair and Executive President is the Vice Chair and Executive Director as Advisor. If there is a delay would harm the FSMTA one signature (i.e. Executive Director) will suffice with respective board approval. This must be noted by the Executive Secretary in the current board minutes.

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

Section 3. Bonding

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

Section 4. Financial Audit

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

Section 5. Real Estate

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

Section 6. Records

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

Section 7. Corporate Seal

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

Section 8. Trademark

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

Article X. Ethics Committee & Judicial Affairs

The Ethics Chair will be appointed, with the confirmation of the Executive Board of Directors, four members to the Ethics Committee; one designated as the Vice Chairperson. The 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. Membership may be revoked for the following, but are not limited to:

Section 1. 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 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 quarterly 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 2. 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 Director of Ethics within 30 days of the incident(s). Complaints about the Executive Director of Ethics should be submitted to the Executive Ethics Vice Chairperson 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 the Chair 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 him or her, 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 3. 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, (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 he/she is an Executive /Chapter Board Member, he/she loses the right to vote, but must continue to complete his/her duties. If an officer does not complete his/her 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 he/she is a Chapter/ Executive Board Member, he/she loses the right to vote. Board Members cannot perform Chapter/ Executive duties until the suspension is completed. The duties are to be handled by another Executive 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 and 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 and may include fines of up to \$500.

Section 4. 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 Remediation will be held confidential except where any fines are paid directly to the Executive Treasurer and Sanctions tracked by the Director of Ethics Committee and or the Executive Elections Committee, and, as necessary, passed to any succeeding Chair. As long as 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 4. Grievance Process Appeals

For the purposes of an appeal, the 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 Director of Ethics will present the Complaint. The Subject of the Complaint will be permitted to respond. The 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 and 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; but 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 subject the Subject to further discipline including possible expulsion.

Article XI. Bylaws and Policies and Procedures Amendments

Section 1. Bylaws

- A. A 20-day notice to the FSMTA Board of Directors is required in order to change the Bylaws via Amendment(s) to these Bylaws.
- B. Voting is to be held at the Annual Business Meeting and requires a (3/4) three fourths affirmative vote of the quorum present.

Section 2. Policy and Procedures

- A. A 14-day notice is required to amend Policies and Produces.
- B. Voting to pass amendments requires a (2/3) two-thirds affirmative vote of the quorum present.
- C. Any other voting requires a simple majority vote of the quorum, or as otherwise stated in 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 majority vote of the Executive Board of Directors.

These Bylaws were restated on 6/24/2019 (revised) and replaced any preceding Bylaws.

Executive President- Joyce Prahasky

Executive 1st Vice President- Adrian Morell

Executive 2nd Vice President- Lloyd List

Executive Treasurer- Krystal Haworth

Executive Secretary- Kathryn Holcomb-Kirby
