

# FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC.

## BYLAWS

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**ARTICLE 1.**  
**NAME, OFFICES, PURPOSE**

**SECTION 1. NAME**

The name of the Association is FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC. a corporation not for profit hereinafter referred to as "FSMTA", the "Corporation", or the "Association".

The name and its logo are the property of the FSMTA and can be used only by Association members in good standing as designated in Policies & Procedures. 2/5/00

**SECTION 2. OFFICES**

The Executive Board, in order to carry out its business, may establish a central office and offices in other locations.

**SECTION 3. OBJECTIVES AND PURPOSES**

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

- A. organizing and uniting its members in fellowship;
- B. uniting and organizing the efforts and skills of its members to promote the scientific and practical effectiveness of the massage therapy profession in the interest of public health;
- C. advancing the knowledge, education and interests of its members through continuing education;
- D. establishing an ethical and cooperative set of professional guidelines;
- E. enhancing communication between its members and other health care professionals;
- F. creating and promoting professional recognition for Licensed Massage Therapists as qualified health care professionals, in the best interests of the public and the massage therapy profession;
- G. drafting and preparing proposals on behalf of its members regarding the Massage Practice Act, Florida Statutes, Chapter 480 and related Florida laws, for presentation to the Florida State Legislature, and otherwise representing its members at every level of government affecting the education, licensure, practice, and scope of the massage therapy health care profession.

**ARTICLE 2.**  
**MEMBERSHIP**

**SECTION 1. GENERAL PROVISIONS**

Membership in the FSMTA shall be governed by the following provisions:

- A. Members shall be Florida Licensed Massage Therapists and others in concurrence with the objectives and purposes of the FSMTA.
- B. Members shall be of honorable service.
- C. Members shall be governed by FSMTA Bylaws, Policies & Procedures and Code of Ethics.
- D. Admission to membership shall be irrespective of race, creed, national origin, sex, age, marital status, religion, sexual orientation, or physical ability.

## **SECTION 2. CLASSIFICATIONS**

Members shall be assigned to one (1) membership classification as follows:

### **A. LMT MEMBER**

A Florida Licensed Massage Therapist (LMT), licensed by the Florida Department of Health, Division of Medical Quality Assurance, and subject to rules promulgated by the Board of Massage Therapy, Florida Statutes Chapter 480, and related Florida laws. *10/25/98*

### **B. STUDENT MEMBER**

1. A student attending a school of massage licensed by the Florida Department of Education with Board of Massage Therapy approved curriculum meeting the standards for Florida licensure in massage therapy.
2. A person registered with the Florida Department of Health, Division of Medical Quality Assurance, Board of Massage Therapy as a massage therapy apprentice and enrolled in a program meeting the standards for Florida licensure in massage therapy. *10/25/98*
3. A person otherwise qualified by the Florida Department of Health, Division of Medical Quality Assurance, Board of Massage Therapy to take the Florida massage therapy licensing examination. *10/25/98*

### **C. ASSOCIATE MEMBER**

1. A person in concurrence with the objectives and purposes of the FSMTA, including a retired Licensed Massage Therapist, or massage therapist legally practicing in another state or country. *2/5/00*
2. A corporation, organization, company, school, or association in concurrence with the objectives and purposes of the FSMTA.
  - a. Each corporation, organization, company, school, or association shall designate one (1) representative for Associate Membership. *2/5/00*
  - b. Associate Membership will be issued in the name the corporation, or organization, company, school, or association represented, c/o the designated representative. *2/5/00*

### **D. HONORARY MEMBER**

1. Honorary Member is a designation of honor bestowed by the Executive Board for the purpose of honoring an individual contributing exemplary service or knowledge of benefit to the massage therapy profession or the FSMTA. *2/5/00*
2. Honorary membership shall be retained for a period of one (1) year, effective upon next membership renewal date. Dues shall be waived during the period of Honorary membership *2/5/00*
3. Members elected as officers or directors shall serve without compensation. However, dues waived for an officer or director granted Honorary Member status does not constitute compensation, but is in recognition of the exemplary service by that officer or director to the Association. *2/5/00*
4. Honorary membership shall be bestowed or withdrawn by a majority vote of the Board.

### **SECTION 3. PRIVILEGES**

- A. All membership privileges shall be contingent upon proper application, payment of fees and dues, membership classification, membership assignment to a Chapter or at-Large, and membership otherwise in good standing.
- B. Each membership classification shall have privileges, in accordance with FSMTA Bylaws and Policies & Procedures, including but not limited to:
  - 1. LMT MEMBERS  
LMT Members may vote, hold office, chair and serve on committees at the State and Chapter levels, except LMT Members-at-Large relinquish these privileges at the Chapter level.
  - 2. STUDENT MEMBERS
    - a. Student Members may serve on committees, have the privilege of the floor in discussions and offer suggestions.
    - b. Student Members shall not vote, hold office, or chair committees.
  - 3. ASSOCIATE MEMBERS
    - a. Associate Members may serve on committees, have the privilege of the floor in discussions, and offer suggestions.
    - b. Associate Members shall not vote, hold office, or chair committees.
  - 4. HONORARY MEMBERS
    - a. Honorary Members may serve on committees, have the privilege of the floor in discussions, and offer suggestions.
    - b. Honorary Members shall not vote, hold office, or chair committees, unless simultaneously meeting the definition of LMT Membership.
- C. 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. *2/5/00*

### **SECTION 4. MEMBERSHIP YEAR, DUES**

- A. The membership year shall be for a period of twelve (12) calendar months. *10/22/95*
- B. For renewal of annual membership, dues shall be due and payable each successive membership year on or before the first day of the month of membership inception. *10/22/95*
- C. Membership dues remaining unpaid after thirty (30) days from the end of the membership year shall be deemed delinquent and membership revoked.
- D. Annual dues may be waived for a member demonstrating temporary financial hardship due to a catastrophic illness or event, until the dues can be paid or up to one (1) year, whichever is sooner, as determined by the Executive Finance Committee. *2/5/00*
- E. The Executive Board shall determine dues and fees, and the apportionment of dues and fees in accordance with Bylaws and Policies & Procedures.

## **SECTION 5. APPLICATION FOR MEMBERSHIP**

- A. Application for new and delinquent members shall be made on an approved Membership Application form, completed in full by applicant, and accompanied by all required fees and dues.
- B. Membership privileges shall begin at the time application, fees and dues have been fully processed by the Central Office, subject to all membership provisions in the Bylaws and Policies & Procedures. *2/5/00*
- C. The Application Fee for new and delinquent LMT Memberships shall be a non-refundable processing charge determined by the Executive Board. *10/22/95*
- D. The Executive Board shall have final authority in the admission to membership of any applicant. *2/5/00*

## **ARTICLE 3. MEMBERSHIP MEETINGS, VOTING, NOTICE**

### **SECTION 1. ANNUAL CONVENTION**

The Annual Convention shall be held at a time and place determined by the Convention Committee and approved by the Executive Board.

### **SECTION 2. FSMTA ANNUAL BUSINESS MEETING**

- A. FSMTA Annual Business Meetings shall be held at a time and place determined by the Executive Board, and whenever possible, in conjunction with Annual Conventions.
- B. Notice of FSMTA Annual Business Meetings shall be given to each member in good standing no later than sixty (60) days prior to each meeting.
- C. There shall be an agenda for business to be addressed at this meeting. *2/5/00*
- D. No meeting shall be held without the State President or one of the State Vice-Presidents in attendance. *4/25/99*
- E. When a scheduled Annual Business Meeting does not occur due to acts of God or State of Emergency, the Executive Board may waive or re-schedule the meeting. If the meeting is waived, the Board shall obtain membership vote on all resolutions and other business that would have been on the agenda by mail vote. Newly elected Officers shall be installed by the State Elections Committee Chair and assume office as of the originally scheduled close of the Annual Business Meeting. *4/25/99*

### **SECTION 3. QUORUM AND VOTING AT FSMTA ANNUAL BUSINESS MEETINGS**

- A. The LMT Members in good standing, registered and in attendance when the meeting begins, shall constitute a quorum for the transaction of all business. *4/25/99*
- B. Each LMT Member in good standing and present at the time vote is taken shall be entitled to one (1) vote.
- C. A majority vote shall transact all business, unless otherwise required in the Bylaws.

- D. If the vote is by ballot, whether for election or other business, ballots shall be received until the published balloting period has expired, or if unpublished, until a motion to close balloting is approved by a two-thirds (2/3) vote. 4/25/99
- E. If LMT Members withdraw from the meeting, the members may continue to do business with the provision that any action taken is approved by the vote required of the original quorum. 4/25/99

#### **SECTION 4. VOTING BY MAIL, FAX OR OTHER LEGAL DOCUMENT**

Where mail vote is appropriate or called for, mail, fax, or other legal documents may be utilized by the Executive/Chapter Board for votes of LMT Membership and votes of the Board, in accordance with FSMTA Policies & Procedures. 4/25/99

#### **SECTION 5. NOTICE**

- A. Notice of meetings and any other notice requirement under the provisions of these Bylaws shall be:
  - 1. Construed to mean personal notice, but shall be given by postage paid mail, fax or other legal document unless otherwise provided in the Bylaws. 2/5/00
  - 2. Addressed to members at the addresses which appear on the Central Office membership list as of the date sent.
  - 3. Deemed to have been given on the date sent.
- B. Notice of meetings and elections may be made in the *Massage Message* magazine for State business, in Chapter newsletters for Chapter business, or by any other appropriate written means when written notice is required.
- C. Any member may waive, in writing, any notice requirement in the Bylaws.

#### **SECTION 6. CLOSED SESSIONS**

- A. There shall be no closed sessions or meetings of any members of the FSMTA, except the Executive, Executive Finance, Judicial Affairs, and the Elections Committees and its Sub-Committees may meet in closed sessions for the following purposes: 10/5/03
  - 1. Disciplinary actions.
  - 2. Confidential negotiations, arbitration, and mediations.
  - 3. Personnel interviews and related matters.
  - 4. Review of candidates for nomination.
  - 5. Matters in which public discussion may damage the FSMTA, Chapter, or well being of any individual.
  - 6. Counting of ballots and preparation of Written Vote Tabulation report.
- B. Parliamentary regulations of confidentiality shall pertain in such meetings.
- C. Reports of findings and recommendations resulting from such sessions or meetings shall be made to the appropriate Board.

## **ARTICLE 4. GOVERNANCE**

### **SECTION 1. GOVERNING AUTHORITY OF EXECUTIVE BOARD**

- A. The FSMTA shall be governed by its elected or appointed Directors of the Executive Board. The Executive Board shall act on behalf of the FSMTA and its members, in accordance with the FSMTA Constitution, Bylaws, Policies & Procedures, and all applicable laws.
- B. The Executive Board shall govern, conduct, manage, and administer the ongoing business of the FSMTA, including the intervals between FSMTA Annual Business Meetings, in the best interest of the FSMTA and its members, and toward the fulfillment of the mission, objectives and purpose of the Association. *2/5/00*

### **SECTION 2. COMPOSITION OF EXECUTIVE BOARD**

The Executive Board shall include but not be limited to the following elected and appointed positions:

- A. Elected by LMT Membership:
  - 1. State President
  - 2. State First Vice-President
  - 3. State Second Vice-President
  - 4. State Secretary
  - 5. State Treasurer
  - 6. Immediate Past State President
  - 7. Chapter Presidents (or designated Chapter representatives) representing all Chartered Chapters
- B. State Standing Committee Chairs appointed by State President:
  - 1. State Bylaws Committee
  - 2. State Educational Standards Committee
  - 3. State Legislative Committee

### **SECTION 3. VOTING PRIVILEGES OF EXECUTIVE BOARD**

- A. All Executive Board positions subject to election by the LMT Membership of the FSMTA shall be voting positions, including Immediate Past State President.
- B. The State 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 President may, but is not obligated to, vote when such vote will affect the result, i.e. cause or break a tie.

- C. State Standing Committee Chairs, appointed by the State President and approved by a majority vote of the Executive Board shall be voting positions.
- D. An individual may hold more than one (1) position. If an individual holds more than one voting position, that individual shall only have one vote.
- E. Executive Board members 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. *2/3/01*

#### **SECTION 4. QUORUM AND VOTING AT EXECUTIVE BOARD MEETINGS**

- A. A majority of the Executive Board members entitled to vote shall constitute a quorum for the transaction of all business. A smaller number may convene, without further notice, until a quorum is secured, however they shall not conduct business which requires a vote. *4/25/99*
- B. Each Board member entitled to vote and present at the time vote is taken shall be entitled to one vote.
- C. A majority vote shall transact all business, unless otherwise required in the Bylaws.
- D. If the vote is by ballot, whether for election or other business, ballots shall be received until the published balloting period has expired, or if unpublished until a motion to close balloting is approved by a two-thirds (2/3) vote. *4/25/99*
- E. If Board members withdraw from the meeting leaving less than a quorum, the Board may continue to do business with the provision that any action taken is approved by the vote required of the original quorum.

#### **SECTION 5. REGULAR MEETINGS OF EXECUTIVE BOARD**

- A. The Executive Board shall hold regular business meetings not less than semiannually. *4/18/09*
- B. The date, time, and place of the next-scheduled regular meeting shall be determined by the State President and announced at each Board meeting.
- C. No meeting shall be held and no state business conducted without the State President or one of the State Vice-Presidents in attendance.

#### **SECTION 6. SPECIAL MEETINGS OF EXECUTIVE BOARD**

- A. Special meetings of the Executive Board may be called by the State President upon fourteen (14) days written notice, or upon seven (7) days notice if by telephone or other speedy means of communication.
- B. Special meetings may be called by members of the Executive Board in a similar manner, upon written request made by a majority of the Board to the State President.
- C. The specific purpose(s) for which Special Meetings are called shall be stated at the time of notice.
- D. No meeting shall be held and no state business conducted without the State President or one of the State Vice-Presidents in attendance.

## **SECTION 7. POWERS & DUTIES OF EXECUTIVE BOARD**

- A. The Executive Board shall have the powers to govern, conduct, manage, and administer, all property and business of the FSMTA in the best interest of the FSMTA and its members, subject to all state and federal laws, Internal Revenue Service sections relating to not-for-profit corporations, and the FSMTA Constitution, Bylaws, Policies & Procedures and directives by vote of the LMT Membership.
- B. The Board shall have the powers to determine policies, procedures, rules, and guidelines for efficient and prudent administration of the FSMTA.
- C. The actions of the Board shall not conflict with any directive by vote of the LMT Membership of FSMTA.
- D. In addition to powers and duties expressly granted in the Bylaws and Policies & Procedures, the Board shall have all powers as are customary and prescribed by the parliamentary authority adopted by the FSMTA and all applicable laws. *4/25/99*

## **SECTION 8. GOVERNING AUTHORITY OF EXECUTIVE COMMITTEE**

- A. The Executive Committee shall include but not be limited to:
  - 1. State President, Chair
  - 2. State First Vice-President
  - 3. State Second Vice-President
  - 4. State Treasurer
  - 5. State Secretary
- B. The Executive Committee shall conduct, manage, and administer the ongoing business of the FSMTA during the intervals between Executive Board meetings, subject to the Constitution, Bylaws and Policies & Procedures, directives of the Board and LMT Membership, all applicable laws, and in the best interest of the FSMTA and its members. *2/5/00*
- C. The Executive Committee shall have all administrative power of the Executive Board, except the power to:
  - 1. adopt or amend Bylaws.
  - 2. modify any action or direction of the Executive Board, or LMT membership vote. *2/5/00*
- D. The powers and duties of the Executive Committee shall be to:
  - 1. take minutes of all conferences and meetings which meet a quorum. *2/5/00*
  - 2. act for the Executive Board on emergency matters. *2/5/00*
  - 3. waive requirements in Eligibility of Candidates for Chapter Office when in the best interests of the Chapter and the Association. *2/5/00*
  - 4. report to the Executive Board on action taken.
  - 5. make recommendations to the Executive Board. *2/5/00*
  - 6. review and approve any external correspondence other than standard business correspondence prepared on Association letterhead. *2/5/00*
  - 7. perform all other duties appropriate to the position and prescribed by the parliamentary authority adopted by the FSMTA and all applicable laws. *4/25/99*

## **SECTION 9. GOVERNING AUTHORITY OF EXECUTIVE FINANCE COMMITTEE**

- A. The Executive Committee shall be the Executive Finance Committee, with the State President as Chair and State Treasurer as Vice-Chair. *2/5/00*
- B. The powers and duties of the Executive Finance Committee shall be to:
1. manage and administer all financial aspects of the FSMTA, including the intervals between Executive Board meetings and in the best interest of the FSMTA and its members.
  2. oversee and/or prepare, review, and approve annual budgets *2/3/01*
  3. review and authorize any special expenditures not identified in the budget, in connection with the Financial Review Committee. *2/5/00*
  4. ensure that all required surety bonds and insurance are in effect for any person acting on behalf of the FSMTA.
  5. conduct and/or oversee annual audit or review of all accounting records of the FSMTA. *2/5/00*
  6. negotiate and sign all arrangements involving state business and convention which in any way obligate or benefit the FSMTA, or may otherwise render the Association vulnerable. *4/8/00*
  7. review, approve or reject and sign all approved arrangements involving Chapter business which in any way obligate or benefit the FSMTA, or may otherwise render the Association vulnerable. *1/31/10*
    - a. The Chapter and/or Chapter Board may appeal decisions of the Executive Finance Committee to the Executive Board upon proper petition according to the Bylaws and Policies & Procedures *1/31/10*
  8. take over State or Chapter funds and financial records when prudent, including but not limited to one or more of the following situations: *2/5/00*
    - a. reasonable evidence exists that misappropriation of State or Chapter funds has occurred or is occurring,
    - b. a declaration of insufficient funds to operate,
    - c. failure of a Chapter to conform to the Bylaws and Policies & Procedures,
    - d. suit being filed against the Association or Chapter,
    - e. revocation of a Chapter Charter,
    - f. reasonable evidence exists of misfeasance or malfeasance on the part of any individual having access to State or Chapter funds.
  9. make recommendations to the Executive Board.
  10. take minutes and report to the Executive Board on action taken. *2/3/01*
  11. perform all other duties described in the Bylaws and Policies & Procedures, appropriate to the position, directed by the Executive Board and vote of the LMT Membership and prescribed by the parliamentary authority adopted by the FSMTA and all applicable laws. *4/25/99*

## **ARTICLE 5. OFFICERS**

### **SECTION 1. EXECUTIVE OFFICERS**

- A. The following Executive Officers shall be elected by the LMT Members as the corporate officers of the FSMTA, in accordance with Bylaws and Policies & Procedures *4/25/99*
1. State President
  2. State First Vice-President
  3. State Second Vice-President
  4. State Secretary
  5. State Treasurer

- B. The elected term for each Executive Officer shall be two (2) years or until a successor is chosen.
- C. Each Executive Officer shall meet the eligibility requirements provided in Eligibility of Candidates.
- D. The term of office of the Immediate Past State President shall run concurrently with the term(s) of the presiding State President. The presiding State President shall automatically succeed to the office of Immediate Past State President upon successful completion of his/her final term as State President. *2/5/00*

## **SECTION 2. DUTIES OF EXECUTIVE OFFICERS**

- A. The Executive Officers shall perform all duties customary to the office and as described in the Bylaws and Policies & Procedures, as directed by the Board and LMT membership, and prescribed by the parliamentary authority adopted by the FSMTA and all applicable laws, in the best interest of the FSMTA and its members.
- B. The State President is the Chief Executive Officer and Chief Administrative Officer of the FSMTA and as such shall supervise all business of the Association, and shall see that all business and votes of the Association are carried out. *4/25/99*

## **SECTION 3. ADMINISTRATIVE OFFICERS**

The Executive Board may determine the need for Administrative Officers to carry out the efficient administration of the FSMTA.

# **ARTICLE 6. COMMITTEES**

## **SECTION 1. STATE STANDING COMMITTEES**

- A. The State Standing Committees shall include but not be limited to:
  1. State Bylaws Committee
  2. State Educational Standards Committee
  3. State Legislative Committee
- B. State Standing Committee Chairs and members shall be appointed by the State President and approved by a majority vote of the Executive Board.
- C. State Standing Committee Chairs and members shall serve a term of one (1) year or until discharged by the State President, or until successors are chosen.

## **SECTION 2. STATE SPECIAL COMMITTEES**

- A. State Special Committees may be formed by the State President, Executive Board, or LMT Members to carry out specific projects for the Association. *2/5/00*
- B. State Special Committee Chairs and members shall be appointed by the State President and approved by a majority vote of the Executive Board, except the State Elections Committees which shall be elected by the Executive Board and shall elect their own chairs. *2/3/01*
- C. State Special Committee Chairs and members shall serve a term of one (1) year, or the duration of the committee assignment, or until discharged by the State President, whichever first occurs.

### **SECTION 3. STATE SUB-COMMITTEES**

- A. State Sub-committees may be formed to carry out specific portions of the work of a State Standing or Special Committee with the approval of the State President. *2/5/00*
- B. State Sub-committee Chairs and members shall be appointed by the State President and approved by a majority vote of the Executive Board, except the Balloting and Nominating sub-committees which shall be elected by the Board and shall elect their own chairs. *4/25/99*
- C. State Sub-committee Chairs and members shall serve a term of one (1) year, or the duration of the committee assignment, or until discharged by the State President, whichever first occurs. *4/25/99*

### **SECTION 4. DUTIES OF STATE COMMITTEES AND CHAIRS**

- A. All State committees shall hold appropriate meetings, take minutes, submit written reports as directed by the State President or Executive Board, and perform the duties delegated to them and all other duties described in the Bylaws, Policies & Procedures, appropriate to the position and function, as directed by the State President, Executive Board, and prescribed by the parliamentary authority adopted by the FSMTA, and all applicable laws. *2/5/00*
- B. All State committees shall coordinate efforts with and assist the corresponding Chapter committees.
- C. The State President is ex-officio member of all State committees except the Elections Committee, and its sub-committees and the State Judicial Affairs Committee. *10/5/03*

### **SECTION 5. STATE JUDICIAL AFFAIRS COMMITTEE**

*10/5/03*

- A. The State Judicial Affairs Committee shall be the Executive Committee.
- B. The State Judicial Affairs Committee shall perform the duties as described in the Bylaws and Policies & Procedures.
- C. The Chair of the State Bylaws Committee shall be an ex-officio non-voting member of the State Judicial Affairs Committee

## **ARTICLE 7. CHAPTERS**

### **SECTION 1. REPRESENTATION**

Chapters shall be representative assemblies of membership of the FSMTA, and as such, be assigned individual memberships in accordance with Policies & Procedures for membership assignments.

### **SECTION 2. CHAPTER CHARTERS**

- A. FSMTA shall have Chapters throughout the State of Florida. Each Chapter shall hold a Chapter Charter bearing the name: FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC., \_\_\_\_\_ CHAPTER, indicating the county or district location of the Chapter.

- B. Application for Chapter Charter may be made to the Executive Board for any county or district which meets all of the following requirements: *2/5/00*
  - 1. is not currently served by a chapter within fifty (50) miles; and
  - 2. twenty-five (25) LMT Members currently reside there; and
  - 3. has demonstrated that it can form a Chapter Board of five (5) LMT Members to govern it.
- C. The Executive Board has the power to accept or revoke a Chapter Charter at any regular Board meeting, or special meeting called for that purpose, by a 2/3 vote, in accordance with Bylaws and Policies & Procedures.

### **SECTION 3. GOVERNING AUTHORITY**

- A. Chapters shall adopt and at all times be governed by the FSMTA Constitution, Bylaws, and Policies & Procedures, and directives of the Executive Board. *2/5/00*
- B. The Executive Finance Committee is authorized to take over Chapter funds and financial records when prudent, including but not limited to one or more of the following situations: *2/5/00*
  - 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 misfeasance or malfeasance on the part of any individual having access to Chapter funds.

### **SECTION 4. CHAPTER ANNUAL BUSINESS MEETING**

- A. One regular Chapter meeting shall be designated by the Chapter President as the Chapter Annual Business Meeting.
- B. Notice of Chapter Annual Business Meetings shall be given to each Chapter member in good standing no later than fourteen (14) days prior to each meeting.
- C. No meeting shall be held without the Chapter President or one of the Chapter Vice-Presidents in attendance.
- D. When a scheduled Chapter Annual Business Meeting does not occur due to acts of God or State of Emergency, the Chapter President shall designate the next-scheduled regular meeting as same, or may call a special meeting if required for compliance with the Chapter Election Schedule. Newly-elected officers shall be installed by the Chapter Elections Committee Chair and assume office as of the originally scheduled close of the Annual Business Meeting when chapter elections are conducted by mail ballot. *4/25/99*

## **SECTION 5. REGULAR CHAPTER MEETINGS**

- A. Each Chapter shall annually hold a minimum of two (2) regular meetings for the mutual benefit of its members and to discuss business pertaining to the FSMTA and the massage therapy profession.
- B. Notice of all regular Chapter meetings shall be given to each member in good standing no later than fourteen (14) days prior to the meeting.
- C. No meeting shall be held and no Chapter business conducted without the Chapter President or one of the Chapter Vice-Presidents in attendance.

## **SECTION 6. SPECIAL CHAPTER MEETINGS**

- A. Special Chapter meetings may be called by the State or Chapter President upon fourteen (14) days written notice, or upon seven (7) days notice if by telephone or other speedy means of communication. *2/5/00*
- B. The specific purpose(s) for which Special Meetings are called shall be stated at the time of notice.
- C. No meeting shall be held and no Chapter business conducted without the Chapter President or one of the Chapter Vice-Presidents in attendance.

## **SECTION 7. QUORUM AND VOTING AT CHAPTER MEETINGS**

- A. The Chapter LMT Members in good standing, registered and in attendance when the meeting begins, shall constitute a quorum for the transaction of all business. *4/25/99*
- B. Each Chapter LMT Member in good standing and present at the time vote is taken shall be entitled to one (1) vote.
- C. A majority vote shall transact all business, unless otherwise required in the Bylaws.
- D. If the vote is by ballot, whether for election or other business, ballots shall be received until the published balloting period has expired, or if unpublished until a motion to close balloting is approved by a two-thirds (2/3) vote. *4/25/99*
- E. If Chapter LMT Members withdraw from the meeting, the members may continue to do business with the provision that any action taken is approved by the vote required of the original quorum. *4/25/99*

## **SECTION 8. GOVERNING AUTHORITY OF CHAPTER BOARD**

- A. Each Chartered Chapter shall be governed by its elected or appointed Directors of the Chapter Board. The Chapter Board shall act on behalf of the FSMTA and the Chapter in accordance with the Constitution, Bylaws, Policies & Procedures, directives of the Executive Board and Chapter LMT Membership, and all applicable laws. *2/5/00*
- B. The Chapter Board shall govern, conduct, manage, and administer the ongoing business of the Chapter, including the intervals between all Chapter meetings, in the best interests of the FSMTA and its members.

## **SECTION 9. COMPOSITION OF CHAPTER BOARD**

The Chapter Board shall include but not be limited to the following elected and appointed positions:

- A. Elected by Chapter LMT Members:
  - 1. Chapter President
  - 2. Chapter First Vice-President
  - 3. Chapter Second Vice-President
  - 4. Chapter Secretary
  - 5. Chapter Treasurer
  - 6. Immediate Past Chapter President
  
- B. Chapter Standing Committee Chairs appointed by Chapter President:
  - 1. Chapter Bylaws Committee
  - 2. Chapter Educational Standards Committee
  - 3. Chapter Legislative Committee

## **SECTION 10. VOTING PRIVILEGES OF CHAPTER BOARD**

- A. All Chapter Board positions subject to election by the Chapter shall be voting positions, including Immediate Past Chapter President.
  
- B. All Chapter Board positions subject to appointment by the Chapter President as Chairs of Chapter Standing Committees, shall be non-voting positions.
  
- C. The Chapter 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 President may, but is not obligated to, vote when such vote will affect the result, i.e. cause or break a tie.
  
- D. An individual may hold more than one (1) position, but not more than one (1) voting position on the Chapter Board.
  
- E. Chapter Board members 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. *2/5/00*

## **SECTION 11. QUORUM AND VOTING AT CHAPTER BOARD MEETINGS**

- A. A majority of the Chapter Board members entitled to vote shall constitute a quorum for the transaction of all business. A smaller number may convene, without further notice, until a quorum is secured, however they shall not conduct business which requires a vote. *4/25/99*
  
- B. Each Chapter Board member entitled to vote and present at the time vote is taken shall be entitled to one (1) vote.
  
- C. A majority vote shall transact all business, unless otherwise required in the Bylaws.
  
- D. If the vote is by ballot, whether for election or other business, ballots shall be received until the published balloting period has expired, or if unpublished until a motion to close balloting is approved by a two-thirds (2/3) vote. *4/25/99*
  
- E. If Chapter Board members withdraw from the meeting leaving less than a quorum, the Board may continue to do business with the provision that any action taken is approved by the vote required of the original quorum.

## **SECTION 12. REGULAR MEETINGS OF CHAPTER BOARD**

- A. The Chapter Board shall hold regular business meetings not less than quarterly.
- B. The date, time, and place of the next-scheduled regular meeting shall be determined by the Chapter President and announced at each Chapter Board meeting.
- C. No meeting shall be held without the Chapter President or one of the Chapter Vice-Presidents in attendance.

## **SECTION 13. SPECIAL MEETINGS OF CHAPTER BOARD**

- A. Special meetings of the Chapter Board may be called by the Chapter President upon fourteen (14) days written notice, or upon seven (7) days notice if by telephone or other speedy means of communication.
- B. Special meetings may be called by members of the Chapter Board in a similar manner, upon written request made by a majority of the Board to the Chapter President.
- C. The specific purpose(s) for which Special Meetings are called shall be stated at the time of notice.
- D. No meeting shall be held without the Chapter President or one of the Chapter Vice-Presidents in attendance.

## **SECTION 14. POWERS AND DUTIES OF CHAPTER BOARD**

- A. The Chapter Board shall have the powers with which to govern, conduct, manage and administer all property, business, and financial aspects of the Chapter, in accordance with the FSMTA Constitution, Bylaws, Policies & Procedures, directives of the Executive Board, vote of State and Chapter membership, prescribed by the parliamentary authority adopted by the FSMTA, and all applicable laws, in the best interest of the Chapter, the FSMTA and its members.
- B. The powers of the Chapter Board shall not conflict with any action taken by vote of the Chapter, the Executive Board, the Executive Finance Committee, or the LMT Membership. *1/31/10*
- C. The Chapter Board shall not adopt or utilize any bylaws, except the FSMTA Bylaws.
- D. The Chapter Board may enter into arrangements which financially or otherwise obligate or benefit the FSMTA, or may otherwise render the Association vulnerable, only with the approval of and under the signature of, the Executive Finance Committee. *2/5/00*
- E. The Chapter Board, on behalf of itself or the LMT Membership, may petition the Executive Board for ratification or reversal of decisions made by the Executive Finance Committee. *1/31/10*
- F. In addition to powers and duties expressly granted to Chapters in the Bylaws and Policies & Procedures, all other Chapter business shall be conducted in accordance with Bylaws and Policies & Procedures governing the corresponding Executive/State business when those powers and duties are not in conflict. *2/5/00*

**SECTION 15. CHAPTER OFFICERS**

- A. The following Chapter Officers shall be elected by the LMT Members of the Chapter: *4/25/99*
  - 1. Chapter President
  - 2. Chapter First Vice-President
  - 3. Chapter Second Vice-President
  - 4. Chapter Secretary
  - 5. Chapter Treasurer
- B. The elected term for each Chapter Officer shall be two (2) years or until a successor is chosen.
- C. Each Chapter Officer shall meet the eligibility requirements provided in Eligibility of Candidates.
- D. The term of office of the Immediate Past Chapter President shall run concurrently with the term(s) of the presiding Chapter President. The presiding Chapter President shall automatically succeed to the office of Immediate Past Chapter President upon successful completion of his/her final term as Chapter President. A Chapter President who resigns to hold an Executive Office shall be considered to have completed his/her term as Chapter President and may succeed to the position of Immediate Past Chapter President when the current Immediate Past Chapter President's term expires or earlier if the position becomes vacant. *2/5/00*

**SECTION 16. DUTIES OF CHAPTER OFFICERS**

- A. The Chapter Officers shall perform all duties customary to the office and as described in the Bylaws and Policies & Procedures, as directed by the Executive and Chapter Boards and Chapter membership vote, and prescribed by the parliamentary authority adopted by the FSMTA and all applicable laws, in the best interest of the FSMTA and its members. *2/5/00*
- B. The Chapter President is the Chief Chapter Officer and as such shall supervise all business of the Chapter, and shall see that all business and votes of the Chapter are carried out.

**SECTION 17. CHAPTER ELECTION SCHEDULE**

Elections for Chapter Officers may be held at Chapter Annual Business Meeting or by mail vote on or before February 1 of the election year, according to the following election schedule: *2/3/01*

**ELECTION IN EVEN-NUMBERED YEARS**

Broward	
Central Florida	
Dade	
Emerald Coast	Gulf
Flagler/Volusia	Key
Heart of Florida	Sarasota/Man
North Central Florida	Southwest
Palm Beach	
Sugar Dunes	Treasure
Suwannee Valley	

**ELECTION IN ODD-NUMBERED YEARS**

Big Bend
Brevard
First Coast
Coast
s
atee
Florida
Tampa Bay
Coast

## **SECTION 18. CHAPTER STANDING COMMITTEES**

- A. The Chapter Standing Committees shall include but not be limited to:
  - 1. Chapter Bylaws Committee
  - 2. Chapter Educational Standards Committee
  - 3. Chapter Legislative Committee
- B. Chapter Standing Committee Chairs and members shall be appointed by the Chapter President and approved by a majority vote of the Chapter Board.
- C. Chapter Standing Committee Chairs and members shall serve a term of one (1) year or until successors are chosen.

## **SECTION 19. CHAPTER SPECIAL COMMITTEES AND SUB-COMMITTEES**

Chapter Special Committees and Sub-committees may be formed by the Chapter President, Chapter Board, or Chapter LMT Members to carry out specific projects for the Chapter. *2/5/00*

## **SECTION 20. DUTIES OF CHAPTER COMMITTEES AND CHAIRS**

- A. All Chapter committees shall hold appropriate meetings, take minutes, submit written reports as directed by the Chapter President or Chapter Board, and perform the duties delegated to them and all other duties described in the Bylaws, Policies & Procedures, appropriate to the position and function, as directed by the Chapter President, Chapter Board, and prescribed by the parliamentary authority adopted by the FSMTA, and all applicable laws. *2/5/00*
- B. All Chapter committees shall coordinate efforts with the corresponding State committees.
- C. The Chapter President is ex-officio member of all Chapter committees except the Elections Committee and its sub-committees. *4/25/99*

## **ARTICLE 8. DISQUALIFICATION, VACANCIES**

### **SECTION 1. DISQUALIFICATION**

- A. Elected or appointed Executive/Chapter Board members, Administrative Officers, committee chairs and committee members or independent contractors shall immediately notify the Executive Board of a potential conflict of interest. *2/5/00*
- B. Conflict of interest may include, but not be limited to: concurrently being an officer, director, committee chair, employee, independent contractor, or otherwise serving any other organization, association, company, corporation, or board where a conflict of interest with the FSMTA may exist.
- C. Conflict of interest may exist when Executive/Chapter Officers or Board members use their positions in the FSMTA to promote their own professional endeavors, or benefit financially from service in their positions. *2/5/00*
- D. The Executive Board shall determine whether conflict of interest exists, and may disqualify or remove the individual by a two-thirds (2/3) vote. *2/5/00*

- E. Disqualification shall be automatic for all but one party in circumstances where relationships have the potential to conflict with the interests of the Association or interfere with the individuals carrying out their duties to the best of their abilities and in the best interests of the Association. Such circumstances shall include, but not be limited to: *2/5/00*
1. dual relationship in which an elected or appointed Executive Board voting member, or Administrative Officer, is concurrently a party in a significant personal, professional, or business relationship with another elected or appointed Executive Board voting member, Administrative Officer, or independent contractor, effective for parties elected or appointed after February 5, 2000. *2/5/00*
  2. dual relationship in which an elected or appointed Chapter Board voting member, is concurrently a party in a significant personal, professional, or business relationship with another elected or appointed Chapter Board voting member, Administrative Officer, or independent contractor, effective for parties elected or appointed after February 5, 2000. *2/5/00*
- F. When dual relationship is in question, appeal may be made to the Executive Board which shall make the final determination by majority vote. *2/5/00*
- G. Where dual relationship exists, all parties are automatically and immediately disqualified or removed from their positions unless all but one of the parties voluntarily resigns. *2/5/00*
- H. An Executive Officer shall not concurrently hold a position on a Chapter Board except that of Chapter Immediate Past President. *2/5/00*
- I. As a transition measure, a voting member of the Executive Board in a significant personal relationship with another voting member of the Executive Board as of February 5, 2000 shall be exempt from the provisions in Article 8, Section 1, paragraph E, subparagraph 1. Effective February 5, 2000 to January 31, 2002. *2/5/00*

## **SECTION 2. CREATION OF VACANCIES**

- A. A vacancy in any elected or appointed position may be established through disqualification, termination, disablement, death, succession of the Vice Presidents, or resignation prior to the regular end of the term.
- B. A vacancy shall terminate all rights, powers and duties relevant to the position of the individual creating a vacancy. This shall include terminating the right of a vacating President to automatically succeed to the position of Immediate Past President. *2/5/00*
- C. The individual creating a vacancy shall be held responsible to the FSMTA for individual acts and omissions while serving the FSMTA.

## **SECTION 3. VACANCIES BY RESIGNATION**

- A. The resignation of any Executive/Chapter Officer, Executive/Chapter Board member, Administrative Officer, independent contractor, State/Chapter Standing or Special Committee Chair, or any other appointee, shall be made in writing to the appropriate President. *2/5/00*
- B. Any resignation is final once received by the State/Chapter President and is effective immediately or on the agreed upon date. *2/5/00*
- C. Any director who is absent from three (3) consecutive meetings of the Board without significant cause as communicated to and determined by the Judicial Affairs Committee shall be deemed to have tendered their resignation as of the date of the third meeting. *10/01/11*

## **SECTION 4. FILLING VACANCIES**

- A. Each individual filling a vacancy shall satisfy the eligibility requirements appropriate to the position, as provided in the Bylaws.
- B. A vacancy in the office of the President shall be filled by the First Vice-President and Second Vice-President, in succession.
- C. A vacancy in the office of the Immediate Past President shall remain vacant until the presiding President succeeds to the position upon successful completion of his/her term. *2/5/00*
- D. A vacancy in any other Executive/Chapter Office or elected committee position shall be filled as follows: *2/5/00*
  - 1. The President shall notify the State/Chapter Elections Committee Chair of the vacancy. The Elections Committee and its Sub-Committees shall solicit nominations from the appropriate Board and conduct the election process. *2/5/00*
  - 2. A majority vote of the Board at any regular meeting, special meeting called for that purpose, or by mail vote shall fill the vacancy. *4/25/99*
- E. A vacancy in an appointed, voting or non-voting position, except the Elections Committee and its sub-committees, on the Executive/Chapter Board shall be filled by presidential appointment, and approved by a majority vote of the appropriate Board, at any regular Board meeting, special meeting called for that purpose, or by mail vote, unless otherwise provided in the Bylaws and Policies & Procedures. *10/5/03*
- F. A vacancy in any other appointed position shall be filled by Presidential appointment only, unless otherwise provided in the Bylaws and Policies & Procedures. *4/6/03*
- G. The individual filling a vacancy shall complete the original term of that position. *4/25/99*
- H. An individual willing to fill a vacated voting position shall not be required to relinquish a currently held voting position in order to qualify as a candidate. *4/25/99*

## **ARTICLE 9. ELECTION OF OFFICERS**

### **SECTION 1. ELIGIBILITY OF CANDIDATES**

- A. A candidate for nomination to an Executive/Chapter Office shall satisfy the following requirements:
  - 1. LMT Member in good standing
  - 2. Florida residency, as evidenced by Affidavit or other proof submitted to the Nominating Committee at the time of application.
  - 3. Nomination Application submitted to the Nominating Committee, including the specified office, qualifications for office, and signed consent for nomination. *4/25/99*
  - 4. Executive Committee Officers may not serve more than two (2) consecutive elected terms in the same office. *4/1/06*
- B. A candidate for nomination to Executive Office shall additionally meet the following requirements:
  - 1. LMT Member in good standing for two (2) years. *4/23/99*
  - 2. held a position on the Executive Board or a Chapter Office for two (2) years. *4/25/99*

- C. A candidate for nomination to Chapter Office shall, in addition to the requirements in paragraph A above, satisfy the requirement of:
  - 1. Membership assignment to the Chapter.
  - 2. A candidate for nomination to Chapter President shall additionally meet the following requirement:
    - a. held a position on the Chapter Board for six (6) months, or *2/5/95*
    - b. held a Chapter Committee Chair position for one (1) year. *4/25/99*
- D. Any candidate for nomination to an Executive Office or Chapter Office concurrently an officer, director, committee chair, employee, independent contractor, or otherwise serving any other organization, association, company, corporation, or board where a potential conflict of interest with the FSMTA exists, shall immediately notify the appropriate Nominating Committee.
- E. The State/Chapter Nominating Sub-Committee of the Elections Committee shall determine if conflict of interest or dual relationship exists for a candidate as provided in Disqualification. *2/5/00*
- F. Appeal of a Nominating Sub-Committee decision may be made to the Executive Board which shall make the final determination. *2/5/00*

## **SECTION 2. ELECTION PROCEDURES**

- A. For Executive Officer elections, at a regular meeting of the Executive Board not less than six (6) months prior to elections, the Board shall elect a State Elections Committee Chair from its past or present members, except the State President and any candidates. *2/5/00*
  - 1. The Elections Chair shall present to the Board for election a State Nominating Sub-Committee consisting of five (5) past or present members of the Board, except the State President and any candidates. The Nominating Sub-Committee shall elect its own chair. *2/5/00*
  - 2. The Elections Chair shall present to the Board for election a State Balloting Sub-Committee consisting of no less than three (3) past or present members of the Board, except the State President and any candidates. The Balloting Sub-Committee shall elect its own chair. *2/5/00*
  - 3. The State Elections Committee and its Sub-Committees shall conduct all elections for Executive Officers, including election to fill a vacancy, for a one (1) year term or until a successor is chosen. *4/25/99*
- B. For Chapter Officer elections, at a regular meeting not less than thirty (30) days prior to elections, the Chapter LMT Members shall elect a Chapter Elections Committee Chair from the Board or themselves, except the Chapter President and any candidates. *4/25/99*
  - 1. The Elections Chair shall present to the LMT Members for election a Chapter Nominating Sub-Committee consisting of no less than three (3) LMT Members, one of whom shall be a Chapter Board member, except the Chapter President and any candidates. *4/25/99*
  - 2. The Elections Chair shall present to the LMT Members for election a Chapter Balloting Sub-Committee consisting of no less than two (2) LMT Members, except the Chapter President and any candidates. The Balloting Sub-Committee shall elect its own Chair. *4/25/99*

- C. The duties and powers of the State/Chapter Elections Committee and its Sub-Committees shall include but not be limited to: 4/25/99
1. The Elections Committee Chair shall be a non-voting ex-officio member and shall attend all meetings of the Nominating and Balloting Sub-Committees. 4/25/99
  2. The Bylaws Chair shall be a non-voting ex-officio member of the Elections Committee and its Sub-Committees. 4/25/99
  3. The State Elections Committee Chair shall have direct access to the *Message Message* Editor, the FSMTA/Chapter membership list at time of close of nominations and balloting, and the FSMTA attorney for advice regarding disqualification of a candidate. 4/25/99
  4. All deliberations of the Elections Committee and its Sub-Committees are and shall remain confidential. 4/25/99
- D. Nominations Procedures shall include but not be limited to: 4/6/03
1. The Nominating Sub-Committee shall determine and announce the opening and closing dates of the nomination period. The nomination period shall be not less than thirty (30) days for Executive Offices and not less than twenty (20) days for Chapter Offices. 4/25/99
  2. Notice of election of Executive/Chapter Officers shall be given when the State/Chapter Elections Committee announces the nomination period. Announcement to membership may be made in the *Message Message/* Chapter Newsletter or by any other appropriate written means, and nominations procedures shall be included. 4/25/99
  3. The duties of the Nominating Sub-Committee shall include but not be limited to: 4/6/03
    - a. determine and announce the nomination period to membership;
    - b. prepare the Nomination Application;
    - c. receive Nomination Applications and other required documentation from all candidates, including candidates to be nominated from the floor when appropriate;
    - d. determine whether eligibility requirements have been met;
    - e. determine whether a conflict of interest exists for a candidate;
    - f. consider the qualifications of all candidates;
    - g. announce the Nominating Sub-Committee Report to membership prior to balloting.
  4. Nominations may be made from the floor when the election is held at the Chapter Annual Business Meeting, after the Nominating Sub-Committee Report has been given, provided: 4/25/99
    - a. the candidate has met all of the eligibility requirements herein;
    - b. the candidate has submitted all required documentation to the Chapter Nominating Sub-Committee prior to the meeting at which the election is held.
  5. If election of Executive/Chapter Officers is by mail vote, the nominees shall be all eligible nominees whose Nomination Applications were received within the nomination period. 4/6/03

E. Campaign Procedures: 2/5/00

1. All eligible nominees shall be provided an equal opportunity to address membership prior to vote. 2/5/00
  - a. Executive Officer nominees may address the membership utilizing a Campaign Message of up to 250 words in the election issue of the *Message Magazine*.
  - b. Chapter Officer nominees may address the Chapter membership utilizing a Campaign Message of up to 250 words in the Chapter newsletter published immediately prior to balloting or with the ballot.
2. Electioneering activities include, but are not limited to campaign speeches, posters, and the distribution of brochures, flyers, buttons, hats, T-shirts and other items intended for the promotion of a candidate/nominee. 2/5/00
3. Buttons, hats, T-shirts and other electioneering items designed to be worn on the person may be worn by any individual in any location provided the individual does not distribute the item(s) being worn. 2/5/00
4. Electioneering activities are not permitted in the meeting space of any State/Chapter function. 2/5/00
5. When elections occur at a State/Chapter meeting, electioneering activities are not permitted in the meeting space or polling area as delineated by the Elections Committee based upon the layout of the meeting site. 2/5/00
6. A candidate/nominee may attend FSMTA and allied industry functions in the capacity of a member, or as appropriate for the performance of duties of a currently held office, or position. The candidate/nominee shall not use such occasions for the purpose of electioneering. 2/5/00
7. Complaints of violation of campaign procedures shall be addressed to the State Elections Chair in writing, including all supporting documentation regarding the alleged violation. 2/5/00
8. The State Elections Committee and its Sub-Committees shall act as a single body to declare a campaign procedure violation. The violating candidate/nominee shall be notified by the Elections Chair to cease the offending activity, and if the activity does not immediately cease, the nominee shall be declared disqualified and removed from the ballot. 4/25/99
9. Appeal of a decision of the Elections Committee and its Sub-Committees may be made to the Executive Board. 2/5/00
10. Violation of these campaign procedures may cause an action of the Executive Board in accordance with Policies and Procedures, 4/6/03

F. Balloting and Voting Procedures shall include but not be limited to:

1. Election of Executive Officers shall occur by mail vote prior to the FSMTA Annual Business Meeting. Election of Chapter Officers may occur at Chapter Annual Business Meeting or by mail vote prior to the meeting. 4/25/99
2. All elections shall be by ballot, unless otherwise specified in the Bylaws. 4/25/99

3. Voting procedures shall be specifically outlined and announced prior to vote, and if by mail vote, shall be included with ballots. 4/25/99
4. If there is only one nominee for each and every office, the Executive/Chapter Board may waive the mail vote and declare the nominees elected by majority vote. If there is only one nominee for a Chapter office, the Elections Chair may take a voice vote for that office or declare the nominee elected by acclamation when election occurs at Chapter Annual Business Meeting. 2/5/00
5. A majority of valid ballots cast shall elect. 4/25/99
6. When there are more than two (2) choices, and no choice attains a majority, then preferential vote shall elect. 4/25/99
7. Elections shall be conducted by the Elections Committee and tabulated by its Balloting Sub-Committee. The Balloting Sub-Committee shall prepare a written Vote Tabulation Report certified by all members, and forwarded to the Elections Committee Chair for safekeeping. The Elections Committee Chair shall immediately notify the appropriate Board and all nominees of the results. 4/25/99
8. All ballots received shall be retained by the Elections Committee chair until the Executive/Chapter Board votes to destroy them or to retain them in the safekeeping of the Secretary. 4/25/99
9. The State/Chapter Elections Committee Chair shall announce election results to the membership in the *Message Message* magazine/Chapter newsletter and at the FSMTA/Chapter Annual Business Meeting. 2/5/00

### **SECTION 3. CHALLENGE OF ELECTION RESULTS**

Any LMT Member may challenge an election in which eligible to vote, by bringing a written challenge in accordance with Policies & Procedures for Judicial Affairs to the Central Office within fourteen (14) days of close of balloting. 4/6/03

### **SECTION 4. INSTALLATION, COMMENCEMENT OF TERMS**

- A. Executive/Chapter Officers shall be installed by the appropriate Elections Chair and take oath of office at FSMTA/Chapter Annual Business Meeting. 4/25/99
- B. The terms of office for Chapter Officers shall commence immediately following installation. 4/1/06
- C. The terms of office for Executive Officers shall commence the first day after the close of convention. 4/1/06

## **ARTICLE 10. FINANCIAL, RECORDS, SEAL**

### **SECTION 1. FISCAL YEAR**

The fiscal year of the FSMTA shall be from April 1 through March 31.

### **SECTION 2. ACCOUNTS**

- A. There shall be no less than two (2) signatories on all FSMTA State/Chapter accounts and checks, except when a delay would cause harm to the Association. 2/5/00

- B. One signatory shall be the State/Chapter President or State/Chapter Treasurer unless the check is payable to that President. The second signatory shall be another State/Chapter Officer or Executive Director of the FSMTA unless the check is payable to that officer. 2/3/01
- C. All State and Chapter accounts shall be managed and reported in accordance with Financial Policies & Procedures. 2/5/00

### **SECTION 3. BONDING**

All signatories and all other individuals handling or having access to State/Chapter funds shall be bonded.

### **SECTION 4. FINANCIAL AUDIT OR REVIEW**

- A. The FSMTA/Chapter financial records shall be closed annually on March 31.
- B. The State/Chapter financial records shall be audited or reviewed by an outside firm, when requested by majority vote of the Executive Board. The audit or review shall be approved by the Executive Board. 10/1/11

### **SECTION 5. REAL ESTATE**

The total amount of value of the real estate which the corporation may hold shall be ONE MILLION (\$1,000,000) DOLLARS subject to the approval by a TWO THIRDS (2/3) vote of the Executive Board of FSMTA. 4/22/07

### **SECTION 6. INDEBTEDNESS OR LIABILITY**

The highest amount of indebtedness or liability to which the Corporation may, at any time, obligate itself, shall at no time shall exceed two-thirds (2/3) of the value of the property of the corporation 4/22/07

### **SECTION 7. RECORDS**

The FSMTA and its Chapters shall maintain permanent records, including but not limited to, financial records, minutes of meetings, Constitution, Bylaws, Policies & Procedures, Amendments, Chapter Charters, and records of all other action taken.

### **SECTION 8. CORPORATE SEAL**

The FSMTA shall have a corporate seal which shall be affixed to all required documents.

## **ARTICLE 11. JUDICIAL AFFAIRS**

To preserve and protect the standing of the Association and the profession, disciplinary action may be initiated against a member for the following reasons:

- A. A member convicted of any violation of Florida Statutes, Chapter 480 or Chapter 456. 10/5/03
- B. A member convicted of any felony offense.
- C. A member convicted of committing or threatening a violent act.

All other categories of complaints are presumed to be of a parliamentary or procedural nature and are to be appropriately dealt with in a formal and official meeting of the Executive Board. 10/5/03

## **ARTICLE 12. BYLAWS, POLICIES & PROCEDURES**

### **AMENDMENT OF BYLAWS AND POLICIES & PROCEDURES**

- A. The Executive Board may make, adopt, amend or rescind Bylaws when not in conflict with the Constitution or any action taken by vote of the LMT Membership, at any regular Board meeting or special meeting called for that purpose, by a two-thirds (2/3) vote, in accordance with Policies & Procedures for Amendment of Bylaws. *2/5/00*
- B. The Executive Board may adopt and/or amend Policies & Procedures at any regular Board meeting or special meeting called for that purpose, by a majority vote, when not in conflict with the Constitution, Bylaws or vote of the LMT membership, in accordance with Policies & Procedures for Amendment of Policies & Procedures. *2/5/00*
- C. The State Bylaws Committee Chair shall transmit proposals for Bylaw amendments to the Executive Board, for review, no later than fourteen (14) days prior to the next-scheduled regular meeting, or special meeting called for that purpose, to provide for reading prior to the vote.
- D. Copies of Bylaws, Policies & Procedures, and amendments shall be transmitted to each Executive Board member, appointed Administrative Officer, and Chapter Presidents not later than thirty (30) days from date of adoption. *2/5/95*

## **ARTICLE 13. DISSOLUTION**

The FSMTA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the FSMTA. In the event that the Corporation is dissolved, either as a result of the action of the Executive Board or by proclamation of the Secretary of State, the assets of the Corporation shall be disposed of in the following manner: If the assets were dissolved for purposes of forming another association, the assets would go to the successor corporation and/or to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic non-profit or not-for-profit organizations to be elected by the Executive Board, and in accordance with all applicable laws. Members shall be notified within thirty (30) days of an Executive Board decision to dissolve the Corporation. *2/5/00*

**ARTICLE 14.  
PARLIMENTARY AUTHORITY**

The FSMTA shall be governed by Robert's Rules of Order, current edition, when applicable and not in conflict with the Articles of Incorporation, the Constitution, Bylaws, Policies & Procedures or any action taken by vote of the Active Membership of the FSMTA. 2/5/00

DATED: July 15 1990

Sharon Baker Brown  
EXECUTIVE PRESIDENT

(corporate seal)

Jane E. Trumble  
EXECUTIVE SECRETARY