

**BYLAWS  
OF  
Washington State Massage Therapy Association (WSMTA)**

**ARTICLE 1. NAME**

The name of the association is Washington State Massage Therapy Association, Inc. a corporation not for profit hereinafter referred to as “WSMTA”, the corporation, or the Association.

The name and its logo are the property of the WSMTA and can be used only by Association members in good standing as designated in Policies and Procedures.

**ARTICLE 2. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 3. MEMBERSHIP**

**3.1 Classes of Members**

The corporation shall initially have two classes of members. Additional classes of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**3.1.1 Washington Professional Member (voting member)**

**3.1.2 Supporting Professional Member (non-voting member)**

**3.2 Qualifications for Membership**

In order to qualify for Washington Professional Membership, a member shall be a licensed massage therapist in good standing, in the state of Washington. Washington Professional Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws. Supporting Members are members that do not qualify as Washington Professional Members.

**3.3 Voting Rights**

3.3.1 Each member entitled to vote (only Washington Professional Members) with respect to the subject matter of an issue submitted to the members at the Annual meeting of the members, shall be entitled to one vote upon each such issue.

3.3.2 Each member entitled to vote (only Washington Professional Members) at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

### **3.4 Annual Meeting of Members**

An annual meeting of the members shall be held each year for the purpose of announcing newly elected Directors and transacting such other business as may properly come before the meeting. .

### **3.5 Special Meetings of Members**

The President, or the Board, may call special meetings of the members for any purpose.

### **3.6 Place of Meetings of Members**

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, or the board.

### **3.7 Notice of Meetings of Members**

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, by electronic transmission, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notices by electronic transmission must be delivered in accordance with Section 2.14 of these Bylaws.

### **3.8 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **3.9 Quorum of Members**

A quorum of the members shall be considered to be the number of members present at the meeting.

### **3.10 Manner of Acting by Members**

The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

### **3.11 Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

### **3.12 Meetings of the Membership by Electronic Media or Telephone**

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar electronic media by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.13 Electronic Transmission**

The Corporation may deliver to members notices, demands, consents or waivers by electronic transmission. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **4.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

### **4.2 Number**

The Board shall consist of not less than 5 nor more than 7 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **4.3 Qualifications**

Directors shall be members of the corporation and be elected by the members. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

**4.3.1 Qualifications for Directors a.)** must be WSMTA Professional members and **b.)** current WSMTA Director, Officer, Program Chair or Program member for 1 full year.

### **4.4 Election of Directors**

#### **4.4.1 Initial Directors**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

#### **4.4.2 Successor Directors**

Successor Directors shall be elected each year at the annual meeting of members. In order to facilitate continuity on the Board, at the first election of successor directors half of the director positions will be elected to a two year term and at the second election of successor directors the other half will be elected to a two year term.

The election of Directors may be conducted electronically in such manner as the Board of Directors shall determine. Electronic elections shall be conducted in advance of the Annual meeting of the members and announced at that meeting.

### **4.5 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until their term expires or until his or her successor is elected, whichever is later.

### **4.6 Annual Meeting of the Board**

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

#### **4.7 Regular Meetings of the Board**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

#### **4.8 Special Meetings of the Board**

Special meetings of the Board or any Program or committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a Program or committee meeting, by the chairman of the Program or committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board, Program or committee meeting called by them.

#### **4.9 Meetings of the Board by Electronic Media or Telephone**

Members of the Board or any Program or committee designated by the Board may participate in a meeting of such Board, Program or committee by means of a conference telephone or similar electronic media by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **4.10 Place of Meetings of the Board**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

#### **4.11 Notice of Special Meetings**

Notice of special Board, Program or committee meetings shall be given to each Director by email with the Director, within 3 days before the meeting. Notices by electronic transmission must be delivered in accordance with Section 3.22 of these Bylaws.

## **4.12 Waiver of Notice**

### **4.12.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### **4.12.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **4.13 Quorum**

A simple majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

## **4.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.

## **4.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting.

## **4.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents will be accepted by email. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

#### **4.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Unless otherwise specified therein, any such resignation shall take effect at the time specified, or if the time is not specified, upon delivery, and the acceptance of such resignation shall not be necessary to make it effective.

#### **4.18 Removal**

One or more Directors may be removed from office, with cause, by two-thirds of the votes at a meeting of the BOD Directors. A Director who has been removed has a right to be informed of why they have been removed.

#### **4.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office, and does not have to meet the one year qualification of serving as a WSMTA Director, Officer, Program Chair or Program member.

#### **4.20 Board Committees or Programs**

##### **4.20.1 Standing or Temporary Committees or Programs**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees or Programs each of which shall consist of one Director, as liaison to the Board. The Director of a committee or Program shall be appointed by a majority vote of the Directors. Additional members of a committee or Program shall be approved by the committee or Program Director with approval of the President. Such committees or Programs shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee or Program shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or Program or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee or Program and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **4.20.2 Quorum; Manner of Acting**

A majority of the number of Committee or Program members composing any committee or Program shall constitute a quorum, and the act of a majority of the members of a committee or Program present at a meeting at which a quorum is present shall be the act of the committee or Program.

#### **4.20.3 Resignation**

Any member of any committee or Program may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee or Program, or by giving oral or written notice at any meeting of such committee or Program. Unless otherwise specified herein, any such resignation shall take effect at the time specified, or if the time is not specified, upon delivery and, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.20.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee or Program elected or appointed by it.

#### **4.21 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement and/or a stipend for expenditures incurred on behalf of the corporation.

#### **4.22 Electronic Transmission**

The Corporation may deliver to a Director notices, demands, consents or waivers by electronic transmission. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### **ARTICLE 5. OFFICERS**

#### **5.1 Number and Qualifications**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Officers shall be members of the Board of Directors and may only hold one officer position, and carry only one



vote.

## **5.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

## **5.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **5.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **5.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **5.6 President**

The President shall be the chief executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

## **5.7 Vice Presidents**

In the event of the death of the President or his or her inability to act, the Vice President

(or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

### **5.8 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees or Programs of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **5.9 Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

## **ARTICLE 6. ADMINISTRATIVE PROVISIONS**

### **6.1 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees or Programs of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of six months standing or to a representative of more than twenty percent of the membership.

**6.2 Accounting Year**

The accounting year of the corporation shall be the twelve months ending December 31.

**6.3 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**ARTICLE 7. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on, August 20, 2017.

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Secretary