

OMTA By-Laws: An Explanation of the 2012 Revisions

OMTA's first president once suggested that OMTA have an elder's council to advise the organization on occasion. While attempts were made in the past, no real organizing of a council ever happened.

In early 2012, there was discussion of dissolving OMTA. During this crisis, it became obvious that OMTA's current By-Laws did not protect the organization or members' voices on certain issues. There was a change in elected officers, who reviewed the By-Laws and proposed new means of protecting both the organization and its member voices for the future. Those changes are outlined below.

Creation of a Past Presidents Council (PPC). This is defined as individuals who at one time were elected to the Executive Committee and served at least 24 continuous months as President of OMTA, and are willing to serve on the PPC. The PPC will have oversight of the Executive Committee, though the Elected EC and the Appointed EC will still run OMTA.

The terminology of "Elected EC" will be replaced by "Core EC" to better reflect the make-up of the EC. OMTA has had circumstances in the past where enough individuals were appointed (to fill vacancies) that no officers were formally elected by the membership. This does not allow for a *current* representation of membership choice through a nomination and election process.

Individual people will no longer be elected to specific positions on the EC. Officers will be elected to the EC, and the EC will determine which officers will hold which responsibilities based on skill sets. Many non-profit organizations are now doing this, and this reflects what OMTA has often done in practice.

To serve as President, a candidate must have been elected at least once to the EC and must have attended at least 10 regular monthly meetings. OMTA has faced problems when a President has not had knowledge of the historical workings of the organization.

Members of the PPC will be permanent members of the EC. This will help provide guidance and continuity.

An individual may only be appointed to fill a vacancy in the Core EC once, and may only serve six months before facing an election. This keeps the power of the organization in the hands of the membership. One exception is members of the PPC, who may be appointed to the EC to serve until the next regular Election. This allows OMTA to function in emergencies.

The EC shall meet monthly at least 10 times per year. Currently the requirement is monthly, and it is always difficult for the EC to get a quorum in December. This gives the EC a little flexibility.

A requirement for the EC to communicate via the EC's group email. This ensures that future administrations have a record of communications, including discussion of and decisions made.

Allows the membership to call special meetings. This was never stated before. Also gives power to the EC and the PPC to call special meetings.

Provides for an accountability check of the Core and Appointed EC via oversight by the PPC, allowing the PPC to remove officers and/or block decisions in violation of the Code of Ethics, By-laws, and Guidelines of OMTA.

Requires changes of the By-Laws to be approved by the EC and the PPC. Currently it only requires a simple majority of membership votes.

Describes procedures for dissolving OMTA, which were not stated before. Requires unanimous approval of the EC and the PPC, and a majority vote of the membership.

Numerous changes for clarification, updated language to reflect use of the internet, and a couple of minor wording changes to reflect legal issues.

The complete By-Laws reflecting these changes follow.

OREGON MASSAGE THERAPISTS ASSOCIATION
By-Laws

ARTICLE I

Name

The name of this association is the Oregon Massage Therapists Association, hereinafter referred to as OMTA.

ARTICLE II

Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

The primary purposes of OMTA are:

- A. To support and develop massage professionalism
- B. To maintain OMTA as a sound professional organization
- C. To establish a credible political presence
- D. To educate the public about massage
- E. To foster a spirit of cooperation, community and an exchange of ideas and techniques among OMTA members

ARTICLE III

Membership

Section 1. Classes and Voting

There shall be two classes of membership of OMTA: voting and nonvoting.

A. Voting Members

- 1. Each voting member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or these By-laws.
- 2. Voting members are entitled to all benefits of OMTA.

B. Non-Voting Members

- 1. Non-voting members shall be allowed a voice at any meeting that voting members can speak.
- 2. Non-voting members who hold an appointed subcommittee position may vote within that subcommittee.
- 3. Non-voting members may have benefits as determined by the Executive Committee (EC).
- 4. Non-voting members may serve on the Appointed EC and subcommittees, and may serve as chair of such subcommittees.
- 5. Non-voting members are not allowed to vote in elections.
- 6. Non-voting members are not allowed to hold a Core EC office.

Section 2. Qualifications

A. A person shall become a voting member of OMTA by:

- 1. being an Oregon Licensed Massage Therapist (LMT),
- 2. paying OMTA membership dues, and
- 3. agreeing to abide by the OMTA Code of Ethics.

B. If Oregon does not require licensure for massage therapy, a person shall become a voting member of OMTA by:

- 1. meeting the following requirements:
 - a. held a current active massage therapy license when the state of Oregon terminated massage therapy licensure or
 - b. can provide certification for 500 hours of massage therapy education
- 2. paying OMTA membership dues, and
- 3. agreeing to abide by the OMTA Code of Ethics.

C. A person or organization shall become a non-voting member of OMTA by:

- 1. paying OMTA membership dues, and
- 2. agreeing to support the OMTA Code of Ethics.

Section 3. Termination

- A. Membership may be terminated by the EC after giving the member at least 30 days written notice by first class or certified mail of the termination and an opportunity for the member to be heard by the EC, orally or in writing, not less than five days before the effective date of the termination. Memberships may be terminated with or without cause. The decision of the EC shall be final and shall not be reviewable by any court.

ARTICLE IV

Membership Dues

- A. A full year's dues shall be paid upon joining OMTA. Renewals are due annually, and based upon the member's joining date. The amount of renewal is set by the EC.
- B. Membership shall be considered expired if dues are not paid by the renewal date.

ARTICLE V

Officers

A. OMTA Officers

- 1. The Core EC shall consist of five Officers who are elected by the membership. Rationale: clarification
 - a. The Core EC shall serve as President, Vice President, Secretary, Treasurer, and Membership as described in Article V., Section C (3).
 - b. A majority vote of the Core EC shall determine which Offices they will serve.
 - c. The Core EC shall select the Offices they will serve at the next EC meeting after the Annual Meeting, but may switch offices within the Core EC as necessary.
- 2. Associate EC Officers will be appointed by the Core EC
- 3. The Past Presidents Council (PPC) shall consist of all EC Past Presidents as defined in Article V. Section B (3).

B. Qualifications

- 1. All Core EC shall be voting members of OMTA.
- 2. An Associate EC Officer shall be an individual who is a member of OMTA.
- 3. The Past Presidents Council shall consist of all EC Officers who have served in the capacity of President for at least 24 consecutive months, are current members of OMTA, and are willing to serve on the Council.

C. Terms

- 1. No more than two Core EC shall be elected by the membership in even-numbered years to serve two-year terms. Additional vacancies shall be for one-year terms.
- 2. No more than three Core EC shall be elected by the membership in odd-numbered years to serve two-year terms. Additional vacancies shall be for one-year terms.
- 3. No one may serve as President unless they have been elected to the Core EC at least once. Candidates for President must have served on the EC for at least one year, and must have attended at least ten regular monthly meetings.
- 4. Core EC Officers shall begin their terms of offices at the next EC meeting after the Annual Meeting.
- 5. Associate EC Officers shall be appointed by the Core EC.
- 6. Associate EC officers shall be appointed for a length of term to be decided by the EC.
- 7. Associate EC Officers shall commence serving upon appointment.
- 8. Members of the PPC are permanent members of the EC.
- 9. Individuals who have been appointed to fill a vacancy in a Core Office must be elected to the Core EC within six months, either via a special election or in October during the regular election cycle. Individuals appointed to Core Offices may not serve beyond six months without being elected to the Core EC.
- 10. No individual may be appointed to the Core EC more than once except as noted in Article V (C) (11).
- 11. Members of the PPC may be appointed at any time to any Core Office until the next regular election cycle.

D. Vacancies

- 1. A vacancy in any office shall be filled by vote of a simple majority of the Core EC, or in the event of an impasse, a simple majority of the PPC.

E. Termination

- 1. Any EC Officer may be removed, with or without cause, at a special meeting called for that purpose, or at a regularly scheduled meeting, by a vote of a simple majority of the Core EC.

2. A simple majority of the PPC may terminate any EC Officer at any time with or without cause.

ARTICLE VI
General Membership Voting

A. General Voting Information

1. The general voting membership shall vote on election of officers, amendments to the By-Laws, and other issues referred by the EC or the PPC.
2. Annual voting, including By-Laws changes and regular elections of officers shall occur in October at the direction of the EC or the PPC.
3. Results shall be verified by at least three members of the EC, with the results and totals posted on omta.net and published in the next issue of OMTA's printed or online publication.
 - a. Physical ballots shall be tabulated by at least three members of the EC.
 - b. Electronic voting must be held in a confidentially and secure manner.
 - c. Voting by physical ballot shall be made available to all voting members as an option.
4. Special voting may occur by mail or online, and the results shall be on omta.net and published in the next issue of OMTA's printed or online publication.
 - a. Special voting may only be held for voting matters of a time-sensitive nature to fill a vacancy in office, to change the bylaws, to establish membership opinion for public presentation, and/or a topic approved by the Core EC and PPC.
5. The EC shall establish and follow all voting procedures.
6. There shall be no voting by proxy.
7. Any tie vote shall be decided by a simple majority of the PPC.

B. Election of Officers

1. Nominations shall open April 1. Job descriptions and notice shall be given on omta.net and OMTA's printed or online publication.
 - a. Nominations shall close at the end of the Annual Meeting.
 - b. If the Annual Meeting and a conference are run concurrently, the Annual Meeting shall be considered concluded at the end of the event.
2. All nominees shall submit a biography, with the format to be published on omta.net and completed bios shall appear on omta.net and in the next issue of OMTA's printed or online publication, following established OMTA guidelines.
3. Biographies of nominees and job descriptions shall be prominently posted at the Annual Meeting and conference if run concurrently.
4. The Vice President shall ensure that proper election procedures are followed.

ARTICLE VII
Executive Committee

- A. The EC shall consist of the Core EC, the Associate EC, and the Past Presidents Council.
- B. The five Core EC Officers and the appointed Associate Officers who are current voting members of OMTA will make up the voting members of the EC. They shall manage the functions of OMTA. Members of the PPC may vote in EC meetings as defined in Article VII (C).
- C. The members of the PPC:
 1. Have a voice in all meetings;
 2. Do not have a vote in regular monthly meetings unless they are elected or appointed to fill in as a Core EC Officer or are appointed as an Associated EC Officer;
 3. Have a vote on topics covered in Article V Section D. Vacancies and Section E. Termination;
 4. Have a vote in general elections, special meetings, subcommittee meetings and meetings of the PPC.
- D. The EC shall meet monthly at least 10 times per year. EC meetings, time, date and place shall be announced in advance on the omta.net and published in each of OMTA 's printed or online publications.
- E. The minutes and the agenda will be sent according to EC Guidelines.
- F. A simple majority of the Core EC shall constitute a quorum. A quorum is required in order to conduct business. In the event that there are no Core Officers, the PPC may conduct business, with or without a quorum.

- G. A person may hold only one Core EC position, but may hold multiple appointed positions. Each person who is a current voting member of OMTA, regardless of the number of positions held, has only one vote.
- H. Core EC Officers shall not receive salaries for any services specific to the duties of their elected position as described in their job description but may be reimbursed for expenses related to EC services.
- I. The EC time-sensitive business with a quorum at a special meeting through email or phone without prior notification to the general membership.
- J. The EC shall be the only Committee. All other committees formed shall be called subcommittees, and shall report to the EC. See Article IX.

ARTICLE VIII

Meetings

- A. All regular monthly EC meetings and all special meetings are open to all members. Executive sessions may be limited to EC Officers to discuss sensitive or ethical personnel matters.
- B. The OMTA Annual Meeting shall be held in October. The Annual Meeting may be held in concurrence with a conference and shall be considered concluded at the end of the event.
- C. Any special meeting of the members must be set within 30 days, for any purpose, if requested by the President, by a simple majority of the EC, by a simple majority of the PPC, or by no less than twenty-five percent (25%) of the voting members.
 - 1. Special Meetings may be held in person, or if time sensitive, via phone or internet conference call.
 - 2. In-person special meetings shall be held at a centralized location appropriate to the issues involved.
 - 3. Notice of special meetings shall be given to the general membership via the OMTA membership group email.
 - 4. All EC Officers must be given notice of the special meeting describing the date, time, place, and purpose of the meeting, delivered via the OMTA EC group email not less than 72 hours prior to the special meeting.
- D. The Past Presidents Council shall meet as needed, for any purpose, without notification to the EC or the general membership, and shall follow the published Guidelines for the Council.
 - 1. PPC Guidelines shall be proposed by the PPC and approved by the EC.

ARTICLE IX

Subcommittees

- A. The chairperson of each subcommittee shall be a member of OMTA, shall be appointed by the President, or by a simple majority of the EC, or by a simple majority of the PPC, and shall report to the EC.
- B. Members of subcommittees shall be chosen by the chairperson and approved by the EC.

ARTICLE X

Disciplinary Procedures

- A. Any violation of the OMTA Ethics Statement will be investigated by the EC who has the authority to revoke membership.
- B. Any violation of the OMTA Ethics Statement, the By-Laws or the Guidelines by the EC may be investigated by the PPC, who has the authority to impose discipline, up to and including termination of office and/or membership, as established in the PPC Guidelines.

ARTICLE XI

Fiscal Year

The fiscal year of OMTA shall be from January 1 to December 31.

ARTICLE XII

Amendments to By-Laws

- A. Any proposed amendment to these By-Laws must be submitted in writing at any in person EC meeting or via email a minimum of two days prior to any phone conference or in person EC meeting.
 - 1. Substantive proposed amendments shall be discussed at an in-person EC
 - 2. All substantive changes must be approved by a simple majority vote of the EC.

3. A simple majority of the PPC must approve all changes.
 4. The By-Laws changes proposal, with additions bolded and subtractions with a strike-through, shall be distributed to all OMTA members on omta.net and in the next issue of OMTA's printed or online publication, and be voted upon by the entire membership.
- B. All voting procedures will follow established OMTA guidelines as above in Article VI, General Membership Voting; Section A, General Voting Information.

ARTICLE XIII

Appeals

Twenty-five percent of the voting members or a simple majority of the PPC may petition to appeal a decision made by the EC. A special meeting shall be called by the President, or the EC, or the PPC within 30 days for review of the appeal.

ARTICLE XIV

Indemnification

- A. This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary of the corporation.
- B. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person.
- C. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

ARTICLE XV

Dissolution and Distribution of Assets

- A. A motion to dissolve OMTA may be presented at any EC meeting, and if passed by a unanimous vote, and approved by a unanimous vote of the PPC must be presented at the Annual Meeting, and must be voted on by mail by the entire voting membership. OMTA may then be dissolved with a simple majority of the membership votes.
- B. In the event OMTA is dissolved, any assets, personal or real property shall be distributed to creditors for application to any outstanding debt, obligations and liabilities of OMTA to the fullest extent possible. All remaining assets of OMTA shall be distributed to non-profit organizations by decision of the EC.

Drafted - March 1985

1st revision - January 1994

2nd revision - April 1996

3rd revision - October 2000

4th revision - October 2001

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6th revision - October 2009

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