



Member Bylaws

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ARTICLE I – Name

- 1 The name of this Association shall be the Massage Therapist Association of Alberta.

ARTICLE II – Definitions

- 2 In these bylaws, the following definitions apply, unless the context otherwise requires:
 - 2.1. “Association” means the Massage Therapist Association of Alberta.
 - 2.2. “Board” means the Board of Directors elected pursuant to these Bylaws.
 - 2.3. “Bylaws” means these Bylaws.
 - 2.4. “Code of Ethics” means the Code of Ethics Statement adopted by the Board of Directors.
 - 2.5. “Scope of Practice” means the Scope of Practice Statement adopted by the Board of Directors.
 - 2.6. “Standards of Practice” means the Standards of Practice Statements that are based on the approved core competency guidelines and adopted by the Board of Directors.
 - 2.7. “Director” means a director on the Board of Directors.
 - 2.8. “Discipline Committee” means the Discipline Committee established by the Board of Directors in Policy.
 - 2.9. “Member” means a person who is a member of the Massage Therapist Association of Alberta in one (1) of the categories of Membership described in these Bylaws.
 - 2.10. “Good Standing” means a Member owes no fees or fines to the Association, that a Member’s registration has not been cancelled or amended and that a Member is in compliance with the requirements as outlined within these Bylaws.
 - 2.11. “Massage Therapist” means a person who has graduated from a course of study in Massage Therapy that has been approved by the Board of Directors.
 - 2.12. “Massage Therapy” means the practice of Massage Therapy by a Member in accordance with the Scope of Practice Statement.
 - 2.13. “Policy” or “Policies” means the policies made and adopted by the Board of Directors.
 - 2.14. “Professional Development (PD)” means the advancement of skills, knowledge, or expertise to maintain or increase competency as a Massage Therapist, especially through continuing education.
 - 2.15. “Professional Development (PD) Program” means the requirements for completion of credits as adopted by the Board of Directors and amended from time to time by the Board of Directors.
 - 2.16. “Substantially Equivalent” means that competencies gained by a person’s training are evaluated and determined to be substantially equivalent to competencies that would be gained by taking an approved program, and result in the person meeting the entry to practice competencies and being eligible to become an Active member of the Association.

ARTICLE III - Powers of the Association

- 3 In addition to any other powers conferred by these Bylaws, the Association may do such things as it considers appropriate to advance the objects of the Association and, in particular, but not so as to limit the foregoing, the Association may:
 - 3.1 Engage such employees and contractors as needed;
 - 3.2 Expend the financial resources of the Association towards the advancement of its Strategic Plan and in the interest of the Massage Therapy profession, in such a manner as may be deemed expedient;



- 3.3 Provide for the eligibility, nomination, election, number, and term of office and the duties of the Directors and the Committees of the Association;
- 3.4 Invest and deal with any funds of the Association which are not immediately required, in such manner as may be deemed expedient;
- 3.5 Improve, manage, develop, exchange, dispose of, turn to account, or otherwise deal with the real or personal property of the Association;
- 3.6 Borrow money by way of a commercial credit card for the use of Association business;
- 3.7 Establish categories of membership in the Association, and prescribe the privileges, obligations, and conditions of membership;
- 3.8 Fix and collect fees and fines;
- 3.9 Provide for the discipline and governance of Members, including the power to determine standards of professional conduct;
- 3.11 Provide for discipline processes that are in accordance with local and federal laws governing both common and criminal laws;
- 3.12 Prescribe the qualifications as to education, character, and experience required by any person before being admitted as a Member in the Association;
- 3.13 Establish the Standards of Practice, Scope of Practice, and the Code of Ethics for the practice of Massage Therapy by Members; and
- 3.14 Do such things as are incidental or necessary to exercise these powers.

ARTICLE IV – Membership

- 4 There shall be five (5) classes of membership in the Association.
 - 4.1 Active Member – is an individual who is practicing Massage Therapy and who meets the membership eligibility requirements as amended from time to time. Active Members are entitled to all the privileges and responsibilities of membership as outlined in these Bylaws.
 - 4.2 Inactive Member – is an individual who is not practicing Massage Therapy within the Province of Alberta and who meets the membership eligibility requirements as amended from time to time. Inactive Members are entitled to all the privileges and responsibilities of membership as outlined in these Bylaws.
 - 4.3 Student Member – is an individual who is enrolled in a course of study in Massage Therapy as approved by the Board of Directors, but who has not yet graduated.
 - 4.4 Honorary Member – is an individual who is no longer practicing Massage Therapy and has been granted Honorary Membership by the Board of Directors.
 - 4.5 Associate Member – is an individual who is a member in good standing of a Massage Therapy Association outside of the Province of Alberta who supports the goals of the Association.

ARTICLE V – Membership Eligibility

- 5 Any individual may apply to become a member of the Association provided they meet the membership eligibility requirements as outlined in accordance with these Bylaws and amended from time to time. The Association does not restrict membership on the basis of race, color, disability, sex, sexual orientation, religion, or national origin.
 - 5.1 In order to be eligible for Active Membership, a person must:
 - 5.1.1 Have completed, at minimum, a 2-year / 2,200 hour Massage Therapy training program as approved by the Board of Directors and is able to supply evidence of the credential obtained OR who has been deemed as Substantially Equivalent to a 2-year / 2,200 hour graduate through the Association Substantial Equivalency process; and



- 5.1.2 Have supplied a copy of current Standard First Aid and Level “C” (or higher) CPR Certificates; and
- 5.1.3 Have supplied a copy of a Criminal Records Check, inclusive of the Vulnerable Persons Sector completed within 90 days of application; and
- 5.1.4 Have supplied a copy of Canadian Government-issued photo identification; and
- 5.1.5 Have supplied a copy of proof of eligibility to work in Canada if not a Canadian Citizen (ie: work visa); and
- 5.1.6 Have demonstrated reasonable fluency in English:
 - 5.1.6.1 By submission of a high school or post-secondary transcript; or
 - 5.1.6.2 Proof of successful completion of a standardized language evaluation; and
- 5.1.7 Meet all financial obligations of Active Membership.
- 5.2 In order to be eligible for Inactive Membership, a person must:
 - 5.2.1 Be an existing Active Member in Good Standing who is applying to move to the Inactive Membership class; and
 - 5.2.2 Be compliant and current with Professional Development credit requirements; and
 - 5.2.3 Be current with all dues and fees; and
 - 5.2.4 Not be practicing Massage Therapy within the Province of Alberta; and
 - 5.2.5 Not utilize, or authorize use of, their Association membership number for any purpose whatsoever while Inactive; and
 - 5.2.6 Meet all financial obligations of Inactive Membership.
- 5.3 In order to be eligible for Student Membership, a person must:
 - 5.3.1 Be currently enrolled in a Massage Therapy training program that is 2 years / 2,200 hours in length; and
 - 5.3.2 Submit a confirmation letter from the educational institution that they are enrolled as a Student; and
 - 5.3.3 Meet all financial obligations of Student Membership.
- 5.4 In order to be eligible for Associate Membership, a person must:
 - 5.4.1 Be an Active member in Good Standing of a Massage Therapy Association located outside of the Province of Alberta; and
 - 5.4.2 Not be practicing Massage Therapy within the Province of Alberta; and
 - 5.4.3 Meet all financial obligations of Associate Membership.
- 5.5 In order to be eligible for Honorary Membership, a person must:
 - 5.5.1 Be a Massage Therapist who has retired or is no longer practicing Massage Therapy; and
 - 5.5.2 Have rendered exceptional service to the Association or have made a substantial or outstanding contribution to the profession of Massage Therapy in Alberta; and
 - 5.5.3 Have been granted Honorary Member status upon a seventy-five (75%) per cent majority vote of the Directors; and
 - 5.5.4 Meet all financial obligations of Honorary Membership.

ARTICLE VI – Maintaining Membership

- 6 In order to maintain Good Standing with the Association, all Members shall:
 - 6.1 Be familiar with and comply with the Association’s:



- 6.1.1 Bylaws;
- 6.1.2 Standards of Practice;
- 6.1.3 Scope of Practice;
- 6.1.4 Code of Ethics; and
- 6.1.5 Other governing documents approved by the Board of Directors and distributed to the Members; and
- 6.2 Support and promote the purposes of the Association; and
- 6.3 Ensure that all financial obligations to the Association are satisfied within sixty (60) days of the date of invoice, unless stated differently on the invoice or unless authorized otherwise by the Board of Directors; and
- 6.4 Notify the Association by updating their online member profile, submitting an email or sending a posted letter of any change of name, address, email address, or telephone number within thirty (30) days of such change; and
- 6.5 Submit a current Criminal Records Check, including the Vulnerable Persons Sector search, upon request by the Association every three (3) years to coincide with their membership renewal date; and
- 6.6 Disclose in writing to the Association immediately, but no more than 30 days after, of a charge and/or conviction for an offence under the Criminal Code (Canada), the Controlled Drugs and Substances Act (Canada), the Food and Drugs Act (Canada), or a criminal or penal statute of a jurisdiction outside Canada; and
- 6.7 Participate fully in any complaint and/or discipline process in which they have been named as an investigated person and/or witness; and
- 6.8 Display the Association Membership Certificate in a prominent place at where Massage Therapy is practiced, or produce the Association Membership Certificate upon request; and
- 6.9 Obtain Professional Development credits as required by Policy established by the Board of Directors; and
- 6.10 Be compliant with Professional Development credits as required by Policy and current with all fees and fines before he or she may apply to be an Inactive Member.

ARTICLE VII – Rights and Responsibilities of Members

- 7 All Members have the following rights and responsibilities as a Member in Good Standing of the Association:
 - 7.1 Eligible to access a copy of the Association Bylaws, Standards of Practice, Scope of Practice, Code of Ethics, Position Statements, Policies, and other governing documents approved by the Board of Directors.
 - 7.2 Eligible to attend all Annual General Meetings and Special Meetings of the Association.
 - 7.3 Eligible to attend all Association functions such as seminars, workshops, and conventions.
 - 7.4 Eligible to serve on Association committees.
 - 7.5 Must ensure that annual membership fees are paid in full within sixty (60) days of invoicing.
 - 7.5.1 Annual membership fees are non-refundable unless determined on a case by case basis by a majority vote of the Board of Directors.
 - 7.6 A Member may have membership in the Association suspended immediately for:
 - 7.6.1 Non-payment of financial obligations to the Association in excess of sixty (60) days from the original date of billing by the Association; or
 - 7.6.2 Non-compliance with mandatory Professional Development Credit requirements; or



- 7.6.3 Non-compliance with documentation submission requirements for First Aid and CPR Certificates and Criminal Records Checks; or
 - 7.6.4 Conduct in breach of the Bylaws, Code of Ethics, Standards of Practice, or public Position Statements of the Association; or
 - 7.6.5 Non-compliance with participation in complaints and/or disciplinary investigations and/or hearings; or
 - 7.6.6 Criminal convictions and/or charges that demonstrate behavior that would, in the opinion of the Board of Directors, be considered professional misconduct or conduct unbecoming, or that breaches the Code of Ethics or Standards of Practice.
- 7.7 A Member who has been suspended may be reinstated within one (1) year:
- 7.7.1 Upon payment of a reinstatement fee and submission of outstanding documentation requirements and/or membership dues; or
 - 7.7.2 Upon a recommendation of the Disciplinary Committee.
 - 7.7.3 A suspended Member who wishes to return after one (1) year is required to re-apply as a new member and meet the eligibility requirements in place at that time.
- 7.8 Voluntary Termination of Membership. A Member may voluntarily terminate membership in the Association upon giving written notice to the Association office and signing the Association "Cancellation Waiver":
- 7.8.1 All original copies of the membership certificates issued must be returned to the Association office:
 - 7.8.1.1 In the event that a Member wishes to retain a copy of their membership certificates, they must first be stamped by the MTAA office as a Cancelled Certificate.
 - 7.8.2 Upon ceasing membership, the Association membership number is not to be used for any purpose whatsoever.
 - 7.8.3 An individual who voluntarily terminated membership in the Association is eligible to return as a new Active Member provided that all of the new Member requirements in effect at the time of the desired return date are met.
- 7.9 Termination of membership. Membership in the Association may be terminated by the Association:
- 7.9.1 Upon a recommendation contained in a decision of the Discipline Committee and approved by the Board of Directors; or
 - 7.9.2 By the Discipline Committee for breach of the Code of Ethics, Standards of Practice, and/or public Position Statements, and/or conduct that harms the integrity of Massage Therapy as determined by the Committee; or
 - 7.9.3 By the Board of Directors for criminal convictions and/or charges that demonstrate behavior that would, in the opinion of the Board of Directors, be considered professional misconduct or conduct unbecoming, or that breaches the Code of Ethics or Standards of Practice.
 - 7.9.4 Any Member terminated under this Bylaw is permanently ineligible for reinstatement of membership.



ARTICLE VIII - Meetings of the Members

- 8 There shall be two types of meetings, Annual General Meeting and Special Meeting.
- 8.1 Annual General Meeting. The Annual General Meeting of the Members can be held in person, via online or virtual means approved by the Board of Directors and shall be held between sixty (60) and three hundred and sixty five (365) days following the end of the fiscal year of the Association for the purposes of:
- 8.1.1 Election of Directors to the Board;
 - 8.1.2 Presentation of the Auditors Report; and
 - 8.1.3 Consideration of other business as contained in the Notice of Meeting.
- 8.2 Special Meeting. A Special Meeting of the Members may be called by the Board of Directors or at the written request of 20 per cent (20%) of Active and Inactive Members in Good Standing for the purpose of considering such urgent business that cannot be delayed to the next Annual General Meeting. Special meetings can be held in person, via online or virtual means, or in any other manner approved by the Board of Directors
- 8.2.1 The date, time, and location of a Special Meeting must be set within ten (10) days of the Board of Directors' receipt of the request.
 - 8.2.2 The date of the Special Meeting shall be no more than forty-five (45) days from the date that the Board of Directors passed the resolution to conduct a Special Meeting.
 - 8.2.3 The Notice of Special Meeting shall be distributed by electronic mail, or regular mail where electronic mail is not available, at least thirty (30) days prior to the date of the Special Meeting.
 - 8.2.4 Only the business set out in the Notice of Special Meeting shall be considered at a Special Meeting.
- 8.3 Notice of Annual General Meeting. Notice of the Annual General Meeting of the Members shall be distributed by electronic mail, or regular mail where electronic mail is not available, at least forty-five (45) days prior to the date of the Meeting.
- 8.3.1 The Notice shall specify the date, time, and location of the Meeting and shall contain a notice of the business to be considered at the Meeting.
- 8.4 Proxies. Members are not permitted to vote by proxy on any matter at an Annual General or Special Meeting.
- 8.5 Quorum. The quorum at either an Annual General or Special Meeting of the Members of the Association shall consist of the Active and Inactive members who are present when the meeting is called to order.
- 8.6 Voting. Only Active and Inactive Members in Good Standing shall be eligible to vote at a Meeting of the Members.
- 8.6.1 Active and Inactive Members may only carry one (1) vote per Member.
 - 8.6.2 For any Meeting of the Members or any matter to go before a Meeting of the Members, the Board of Directors will determine the manner of voting by Members in Good Standing including whether the vote may be in person, via email, via telephone, via other electronic means, or in any other manner.
 - 8.6.3 Except as otherwise provided in these Bylaws, all matters at an Annual General Meeting or a Special Meeting shall be determined by a simple majority vote.
- 8.7 With the exception of resolutions regarding Bylaw amendments, any motion passed at an Annual General Meeting or Special Meeting, however conducted, is not immediately binding on the Board of Directors, but shall be considered at its next meeting with regards to its legitimacy, implications, and these Bylaws.



ARTICLE IX - Board of Directors

- 9 Board of Directors. The Board of Directors shall be comprised of a minimum of five (5) to a maximum of eleven (11) Directors. The Directors shall perform the duties prescribed by these Bylaws.
- 9.1 The Board of Directors shall, from among its Directors, select the Chair, Vice-Chair, and Secretary/Treasurer.
- 9.2 The Board of Directors shall manage and administer the affairs of the Association.
- 9.3 The Board of Directors may also, subject to these Bylaws, make Policies with respect to all aspects of the governance and management of the Association and of the profession.
- 9.4 The Board shall ensure that:
- 9.4.1 All Bylaws of the Association are made available to Members by email, online, or by mail as requested by the Member.
- 9.4.2 All Policies relating to Membership requirements are made available to Members by email, online, or by mail as requested by the Member.
- 9.4 Board of Directors Eligibility. Each member of the Board shall be an Active or Inactive Member in Good Standing, a resident of Canada, and shall not have been found to have committed professional misconduct by the Association.
- 9.4.3 The Chair shall be an Active Member in Good Standing who has served at least one (1) year on the Board within the immediate previous four (4) years.
- 9.4.4 No member of the Board shall hold more than one elected or appointed position within the Association at any time.
- 9.4.5 The Immediate Past Chair, if willing to serve, shall serve for one (1) year as a voting member of the Board of Directors with all rights and responsibilities of a Director.
- 9.4.6 The Association Senior Staff Officer shall be an ex officio, non-voting member of the Board of Directors.
- 9.4.7 The Chair, Vice-Chair, and Secretary/Treasurer shall be the Officers of the Association.
- 9.5 Limitations of Liability. No Director, Officer, employee, or volunteer of the Association shall be liable for:
- 9.5.3 The acts, negligence, or defaults of any other Director, Officer, employee, or volunteer of the Association; and
- 9.5.4 Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or corporation dealing with the Association; and
- 9.5.5 Any loss, damage, or claim that may occur due to the execution of the normal and ordinary duties of that Director, Officer, employee, or volunteer, unless the same shall occur as the direct or indirect result of the fraud, dishonesty, gross negligence, or bad faith of that Director, Officer, employee, or volunteer.
- 9.6 Indemnity. Every Director, Officer, employee, or volunteer of the Association shall be indemnified and saved harmless by the Association from and against all costs, charges, damages, and expenses whatsoever which such director, officer, employee, or volunteer sustains or incurs in any action, suit, claim, or proceeding which is brought, commenced, or prosecuted against that individual for or in respect of any act, matter or thing done by that individual in the normal and ordinary course of duties except where such action, matter, or thing has been done or permitted to be done by that individual as a result of that individual's own fraud, dishonesty, gross negligence, or bad faith.
- 9.7 Remuneration. The Board of Directors may establish a payment schedule for the remuneration of Directors and Officers that is in accordance with the Financial Management Policies for the Board of Directors.



- 9.8 Meetings. The Board of Directors shall meet as determined by the Officers acting reasonably, at a time and place convenient to the majority of the Board of Directors, but no less frequently than once every three (3) months.
- 9.8.1 Board meetings shall be called by the Chair or by request of one third (1/3) of the Directors;
 - 9.8.2 The Board may meet in person, by videoconference, by teleconference, or by using any technology provided that the format allows all persons participating to do so at the same time;
 - 9.8.3 The Board may vote on resolutions in person, via mail, or via electronic transmission, and provided appropriate notice has been given, the date by which votes are to be received shall be deemed to be the date of the Board of Directors meeting as if one had been held.
 - 9.8.4 Quorum at a meeting of the Board shall be a simple majority of the Directors present.
 - 9.8.5 Voting on matters pertaining to the Discipline of Members shall be by secret ballot.
 - 9.8.6 Each Director will have one (1) vote per matter.
 - 9.8.7 In the event of a tie vote, the Chair will cast a deciding vote.
- 9.9 Minutes. The Secretary/Treasurer shall cause appropriate written minutes of each meeting of the Board of Directors to be recorded and the Board shall determine whether or under what circumstances minutes of Board meetings may be accessed by individuals who are not on the Board.
- 9.10 Terms of Office.
- 9.10.1 Upon election, Directors of the Association shall serve for a two (2) year term.
 - 9.10.2 Directors of the Association are eligible to serve for a maximum of three (3) consecutive terms.
 - 9.10.3 A Director who has served three (3) consecutive terms, or an accumulation of six (6) years on the Board shall sit out at least two (2) years and after such time is eligible to seek re-election.
- 9.11 Nomination Procedures. All Active and Inactive Members in Good Standing are eligible to apply for nomination to the Board of Directors.
- 9.11.1 No later than April of each year, all Members shall be sent a Call for Application to the Board of Directors, which outlines the application procedure and deadline for submission.
 - 9.11.2 Immediately following the deadline for receipt of application for nomination, the Leadership Committee shall review all applications and meet with all applicants pursuant to the Committee Terms of Reference, ensuring that each candidate is eligible for nomination to the Board of Directors.
 - 9.11.3 Not less than sixty-five (65) days prior to the Annual General Meeting, the Leadership Committee shall submit to the Association Senior Staff Officer a slate of nominees for presentation to the Board of Directors.
 - 9.11.4 All Members shall be advised in advance of the Annual General Meeting of the slate of nominees proposed by the Leadership Committee and accepted by the Board of Directors.
 - 9.11.5 At the same time, all Members shall be advised of the process of self-nomination, provided that:
 - 9.11.5.1 The Member is an Active or Inactive Member in Good Standing; and
 - 9.11.5.2 The Member submits the names and signatures of fifty (50) Active or Inactive Members in Good Standing to support the self-nomination; and
 - 9.11.5.3 The Member submits a completed Board of Directors Application; and



- 9.11.5.4 The self-nomination and documents outlined above are received by the Association Senior Staff Officer not less than thirty (30) days prior to the Annual General Meeting; and
- 9.11.5.5 The self-nominated member completes an interview by the Leadership Committee in advance of the Annual General Meeting.
- 9.11.6 All Members shall be advised in advance of the Annual General Meeting of any Members who have self-nominated for a position on the Board and shall be identified differently from nominees on the original slate of nominees presented by the Leadership Committee.
- 9.11.7 Members who have self-nominated shall be voted upon at the Annual General Meeting.
- 9.11.8 All elected Board members shall take office at the conclusion of each Annual General Meeting.
- 9.12 Selection Procedures. At the Annual General Meeting, the Chair shall read aloud the slate of nominees presented by the Leadership Committee in addition to any additional members who have self-nominated.
 - 9.12.1 The Chair shall call for a vote on the slate of nominees by a show of hands or voting cards.
 - 9.12.2 The Chair shall call for a vote on the self-nominees by a show of hands or voting cards.
 - 9.12.3 A Member can move that a vote be taken for each nominee individually in which case the Chair shall call for a vote on the individual nominees by a show of hands or voting cards.
 - 9.12.3.1 If a division of the assembly has appeared inconclusive, Scrutineers, appointed in advance by the Chair, shall count the number of votes and report to the Chair.
 - 9.12.3.2 When these reports are complete the Chair shall read the reports to the assembly and declare any nominee obtaining a majority of the votes elected.
 - 9.12.3.3 If no candidate receives a majority the Chair shall declare no election and call for a second vote for the office.
 - 9.12.4 Elections shall be scheduled as close to the beginning of the Annual General Meeting Agenda as possible to allow for additional ballots as required through the meeting.
 - 9.12.5 Notwithstanding that an election may be held in person at the Annual General Meeting, the Leadership Committee may, by providing not less than twenty-one (21) days' notice to Members by e-mail, conduct the election by mail-in vote or electronically in advance, such that the results are announced at the Annual General Meeting.
- 9.13 Removal from the Board of Directors. Pursuant to a resolution made by a Director, a Director may be removed from the Board of Directors by a two-thirds (2/3) majority vote of the other Directors of the Board after the affected Director is provided with not less than thirty (30) days written notice of the removal resolution. The said resolution may be voted on by the other Directors in person, by telephone conference call, or by e-mail as set out in the removal resolution.
- 9.14 Replacement of Vacated Positions on the Board. Where a vacancy on the Board of Directors occurs, the Board of Directors may appoint an Active or Inactive Member in Good Standing to the Board to fill a vacant position until the next Annual General Meeting.
- 9.15 Duties of the Officers.
 - 9.15.1 Officers shall serve in their position for one (1) year. Subject to the Board's discretion, an Officer may be appointed to the same position for an additional year.
 - 9.15.2 The Chair shall:
 - 9.15.2.1 Chair all meetings of the Board of Directors;
 - 9.15.2.2 Chair, or designate a presiding officer, for all meetings of the Association;
 - 9.15.2.3 Be an ex officio member of all Committees;
 - 9.15.2.4 Have general supervision of all activities of the Board of Directors; and
 - 9.15.2.5 Be the official spokesperson of the Board of Directors.



- 9.15.3 The Vice Chair shall:
- 9.15.3.1 Assist the Chair;
 - 9.15.3.2 In the absence of the Chair, chair meetings of the Association or Board of Directors;
 - 9.15.3.3 In the event of the resignation or incapacity of the Chair shall fulfill the responsibilities of the Chair until the next Annual General Meeting;
 - 9.15.3.4 Expect to be a successor to the Chair and serve accordingly at the Board of Director's request; and
 - 9.15.3.5 Perform other duties applicable to the office requested by the Board of Directors.
- 9.15.4 The Secretary/Treasurer shall:
- 9.15.4.1 Cause accurate minutes of all meetings of the Members and the Board of Directors to be kept;
 - 9.15.4.2 Cause accurate accounting records and books of account to be maintained for the Association;
 - 9.15.4.3 Present an accurate financial report to the Board of Directors upon request;
 - 9.15.4.4 Cause the preparation of an Annual Budget for presentation and approval of the Board of Directors; and
 - 9.15.4.5 Perform other duties applicable to the office requested by the Board of Directors.
- 9.15.5 The Senior Staff Officer shall be appointed by the Board of Directors and shall:
- 9.15.5.1 Be responsible for the implementation of the Association's goals and policies by planning, directing, and coordinating all its activities in accordance with the Bylaws, Policies and the Association's Strategic Plan;
 - 9.15.5.2 Be the official spokesperson of the Association; and
 - 9.15.5.3 Perform other duties applicable to the office in accordance with the contract or employment agreement with the Association.

Article X – Committees

- 10 The Board of Directors may form Committees to assist with the objectives of the Association and the Terms of Reference for such Committees shall be in Policy.

Article XI – Control and Audit

- 11 The following financial controls and practices shall be followed by the Association.
- 11.1 Fiscal Year. The fiscal year of the Association shall be July 1st to June 30th of each year, or as determined by the Board of Directors.
 - 11.2 Seal. The seal of the Association shall be kept in the offices of the Association and its use shall be authenticated by the signature of the Secretary/Treasurer and the Chair, or on the death or inability of either to act, the Vice-Chair shall sign for the missing Officer.
 - 11.3 Records. Subject to the provisions of the Societies Act, Freedom of Information and Protection of Privacy Act, and other applicable legislation, the financial records and the minutes of Annual General and Special Meetings of the Association shall:
 - 11.3.1 Be maintained for at least seven (7) years;
 - 11.3.2 Be available for inspection by a Member upon reasonable notice and request; and



- 11.3.3 Be disposed of securely in accordance with the Document Retention and Destruction Policy of the Association.
- 11.4 Minutes. The minutes of Annual General and Special Meetings of the Members shall be made available to all Members.
- 11.5 Audit. The Members of the Association shall by majority vote appoint a firm of designated professional accountants to perform a review of the financial records and statements at the end of the fiscal year.
 - 11.5.1 Under normal circumstances a Review Engagement Report will be done but the Board of Directors may elect that an audit be performed where circumstances indicate or upon the recommendation of the designated professional accountants.

Article XII – Merger

- 12 From time to time the Board of Directors may determine to pursue the advantages of a merger with one or more other massage therapy associations.
 - 12.1 Prerequisites to Merger. Any organization with which the Association intends to merge must share substantially the same educational and membership standards as those of the Association. The merging organization must:
 - 12.1.1 Have been in existence for no less than eighteen (18) months and shall produce administrative and financial records for review and audit by the Board of Directors; and
 - 12.1.2 In the opinion of the Board of Directors, be of sound financial, administrative, and business reputation.
 - 12.2 Interim Board of Directors. In the event of a merger, an Interim Board of Directors shall be formed consisting of the existing Board of Directors of the Association and such representation from the merging body as is deemed necessary by that body and subject to a Memorandum of Understanding between that body and the Association.
 - 12.2.1 Representation on the interim Board of Directors by the merging body can be equal to but not exceed the number of Association Officers and Directors.
 - 12.2.2 The term of the interim Board of Directors so formed shall not exceed one (1) year and an Annual General or Special Meeting of the Members of the new or merged association shall be held within that year to elect a permanent Board of Directors and to approve such Bylaws, Policies, and Regulations the merging parties agree upon.

Article XIII – Dissolution

- 13 Notwithstanding anything to the contrary in these Bylaws, the Association may be dissolved and the remaining assets donated to a Massage Therapy-related organization or to a Registered Charity selected by the Board of Directors acting reasonably and upon a Special Resolution approved by seventy-five (75%) per cent vote of all members at an Annual General or Special Meeting of the Members at which twenty-one (21) days' notice specifying the intention and purpose of the Special Resolution has been duly given.

Article XIV – Parliamentary Authority

- 14 The Board of Directors may adopt or create rules of order for the conduct of Association, Board business, and Annual General or Special Meetings. Where the Association's Bylaws and rules are silent, Robert's Rules of Order Newly Revised shall be used as a guide and a source of reference in any matter of procedural controversy.



Article XV- Amendment of Bylaws

- 15 These Bylaws may be amended by the Board of Directors by a seventy-five (75%) percent vote of the Directors. All amendments made by the Board of Directors shall be ratified by a Special Resolution of seventy-five (75%) percent vote of the voting Members at the next Annual General Meeting.
- 15.1 The Board shall advise the Members by e-mail of Bylaw amendments within twenty-one (21) days of the passage thereof.
- 15.2 Members may propose new Bylaws or amendments to Bylaws by submitting them to the Secretary/Treasurer in writing signed by at least two (2) Active or Inactive Members in Good Standing not less than sixty (60) days prior to an Annual General Meeting of the Members.
- 15.3 In the event that the ratification referred to in this section is not forthcoming, no act done or right acquired under the Bylaws and any amendments thereto shall be prejudicially affected by the failure of the members to ratify.

Article XVI – Complaints, Investigations and Hearings

- 16 All complaint, investigation, disciplinary, and hearing processes shall be conducted pursuant to Policies established by the Board of Directors.