



NATIONAL ASSOCIATION OF NURSE MASSAGE THERAPISTS BYLAWS

ARTICLE I - NAME, OFFICES AND PURPOSE

Section 1 - Name:

- A. The name of the organization shall be the NATIONAL ASSOCIATION OF NURSE MASSAGE THERAPISTS (hereafter referred to as the "NANMT").

Section 2 - Offices:

- A. The corporate address and Headquarters of the NANMT will be 28 Lowry Drive, West Milton, OH 45383. The NANMT is registered as a non-profit corporation in the state of Arizona. The President and the Treasurer are to keep copies of the corporation non-profit status (listed in the corporate papers filed in Arizona).
- B. The NANMT will also have an office or offices outside of the state of incorporation as the Board of Directors may, from time to time, designate. Normally, the administrative office(s) will be chosen by the President subject to the approval of the Board of Directors.

Section 3 - Purpose:

- A. This Association is founded for the following purposes:
 1. To provide the primary forum and organization for nurses who practice therapeutic massage in pursuit of those purposes set forth below.
 - a. To advance the science and art of nursing through massage therapies, and thereby create a nursing specialty.
 - b. To enhance the understanding of "hands-on" therapies in the medical community and general public.
 - c. To incorporate "touch" therapies into our health care system.
 - d. To create an active national, professional referral system.
 - e. To promote cooperation and exchange of ideas among members and other health professionals.
 - f. To establish a "hands-on" working model of Holism in the health care field.
 - g. To establish and support health care laws and codes consistent with the NANMT philosophy and code of ethics.
 - h. To protect and preserve the rights of its' members.
 - i. To develop standards of practice and criteria for national certification.
 - j. To develop and establish relevant continuing education programs for nurses and other health professionals.
 - k. To assist members in seeking third party insurance reimbursement.
 - l. To provide insurance options for its members.

ARTICLE II: MEMBERSHIP

Section 1 - Statement of Policy:

- A. The Board of Directors shall have final authority on any special issue regarding membership eligibility.
- B. This organization shall make no distinctions related to gender, age, race, creed or national origin, marital status, religion, sexual orientation, or the physically challenged

Section 2 - Categories of Membership:

- A. Active Member
- B. Student Member
- C. Elder Member
- D. Supporting Member
- E. Institutional Member

Section 3 - Definitions of Categories:

- A. **Active Member** --RN or LPN/LVN who
 1. Holds a state license to practice massage therapy, or
 2. Has a minimum of 500 hours of verifiable instruction in therapeutic massage or body therapies,
or
 3. Is Nationally Certified by the NCBTMB.
 4. Voting member
- B. **Student Member** --requires proof of full-time or part-time student status (statement of current enrollment on the school's official letterhead)
 1. Persons who hold a current state license in massage therapy and are currently enrolled as a full-time student in an accredited school of nursing and who, upon completion, would qualify to take a recognized licensing examination or
 2. Persons who hold a current license to practice as a nurse and are currently enrolled as a full-time student in an undergraduate or graduate degree program or
 3. RNs or LPN/LVNs who are currently enrolled in a massage therapy educational program and who, upon completion, would qualify for state licensure or to take the NCBTMB certification examination.
 4. Non-voting
- C. **Elder Member** --RNs or LPN/LVN supporting the goals and philosophy of the NANMT who are 65 or older. (non-voting)
- D. **Supporting Member**--- Interested individuals who support and promote the goals of the NANMT. (non-voting)
- E. **Institutional Member** --- businesses or institutions supporting and promoting the goals and philosophy of the NANMT. (non-voting)

ARTICLE III – DUES

Section I – Annual Dues

The annual dues shall be determined by the Board of Directors. Dues are paid at the time of joining the Association, and on a yearly basis thereafter.

ARTICLE IV - TITLE DESIGNATIONS

Section 1 - Use of Titles

- A. The name National Association of Nurse Massage Therapists or NANMT and/or its logo, any other insignia, or title is the express property of the association, and may only be used in accordance with Board policy.
- B. No other letters, initials or titles shall be used in reference to NANMT.

Section 2- Nurse Massage Therapist

An individual who meets the eligibility criteria established for Active Membership in the National Association of Nurse Massage Therapists.

ARTICLE V - NATIONAL OFFICERS

Section 1 - Elected Officers

- A. The elected officers shall include President, Vice-President, and Treasurer.
- B. These officers plus the officers appointed by the President: Education Director, Law and Legislative Director, and Regional Directors, shall be recognized as the Board of Directors of the Association, and shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association. The office of Secretary may be either an appointed or an elected position at the discretion of the Board.
- C. Additional positions for elected office may be created by a decision of the Board of Directors to maintain the proper functioning of the business of the association.
- D. The NANMT requires that active members interested in holding office meet the following qualifications. The board of directors may waive any requirement under special circumstances deemed in the best interests of the Association.
 - 1) Is an active member in good standing
 - 2) Able to meet time and travel commitments of office

1. President

- a. Exhibits the above requirements
- b. Is an active member in good standing for two years or more.

2. Vice President

- a. Exhibits the above requirements
- b. Is an active member in good standing for one year or more.
- c. May or may not have served on the NANMT Board.

3. Secretary (if elected)

- a. Exhibits the above requirements
- b. Active member in good standing for one year or more

4. Treasurer

- a. Exhibits the above requirements
- b. Active member in good standing for one year or more.
- c. Able to meet time and travel commitments of office.

5. Education Director

- a. Exhibits the above requirements
- b. Active member in good standing for one year or more.
- c. Has background or interest in developing educational information for constituents.

6. Law & Legislative Director

- a. Exhibits the above requirements
- b. Active member in good standing for one year or more.
- c. Has interest and/or experience in interfacing with legislative process and attorneys.

7. Regional Directors

- a. Exhibit the above requirements
- b. Are active members in good standing for one year or more.
- c. Have interest and/or experience interfacing with members of NANMT.

Section 2- Terms of Office

- A. Elections for Board of Directors shall be held in October of every even numbered year.
- B. The term of office for elected officers shall be two years to begin January 1 following the election. The Board shall be empowered to extend individual officer terms in order to establish and maintain a rotation of officers so that not all terms expire in the same year.
- C. All positions appointed by the President and approved by the Board of Directors shall be appointed for a term of one year and reviewed annually and approved by the Board of Directors.
- D. Should a vacancy occur in any office prior to the completion of a term of office, it shall be filled by an appointment by the President with the approval of the Board of Directors, to complete the time remaining.

- E. An individual may be elected to either the office of President or Vice-President for not more than two consecutive terms. After two consecutive terms any qualified individual may be reelected to the same office after an absence of at least one term. These term limitations do not apply to the offices of Treasurer or Secretary (if elected).

Section 3 - Responsibilities of Elected Officers

A. All elected officers are expected to attend Board meetings, and the annual meeting. The alphabetized bullets under each office was renumbered so that the first one does not read "a. The President...shall be responsible for the following:"

1. **President**

The President is the Chief Executive Officer and Chief Administrative Officer and shall be responsible for the following:

- a. Presides at and prepares the agenda for all meetings of the Board of Directors, and over the annual meeting of the Association. The President shall be the Ex-officio Member of all Committees of the Association and shall only vote in the event of a tie vote with said committee.
- b. Appoint, with the approval of the Board of Directors, any positions for appointed office deemed necessary to maintain the proper functioning of the business of the NANMT.
- c. Approve all expenditures up to \$100 with the unanimous pre-approval of a quorum of the Board of Directors. **(Old: Approve all expenditures up to \$500. Expenditures over \$500 must be approved by the Board of Directors.)**
- d. Submit a quarterly report to the Board members and an annual report at the general membership meeting.
- e. Have such powers as are necessary for the supervision and functioning of the NANMT as prescribed by the Board of Directors within the scope of by-laws of the Association.
- f. Conduct day to day business affairs of the NANMT in cooperation with the Secretary and Treasurer, and the Executive Director.
- g. Appoint representatives for special projects with the approval of the Board of Directors.
- h. Represent the NANMT before other groups or agencies or delegate to designated representatives.

2. **Vice-President**

The Vice-President shall be responsible for the following:

- a. Act as liaison between the Board of Directors and the committee chairpersons as additional committees are formed.
- b. Preside over meetings in the absence of the President, and replace the President in case of the latter's inability to function in office, for the duration of the unexpired term or until a successor is elected
- c. Have such powers as are necessary for the functioning of the NANMT as prescribed by the President and/or the Board within the scope of the by-laws of the NANMT.
- d. Prepare an annual report and present it at the Board meeting.

3. **Secretary**

The Board Secretary shall be responsible for the following:

- a. Review the minutes and records of the association as submitted by the management company, within 5 business days of association meeting. **(Old: Keep the minutes and records of the Association.)**
- b. Insure **(Old: Maintain)** copies of records of all committee meetings, Board meetings and annual meetings until the end of term of office and pass them on to the successor.
- c. Present the minutes at the Board meeting.
- d. Have such other duties and powers as the President or Board prescribes.

4. **Treasurer**

The Treasurer shall be responsible for the following:

- a. In collaboration with HQ, do financial planning and budget allocation, and check writing
- b. Supervision of general funds of the NANMT for the proper functioning of the NANMT.
- c. Approve all expenditures up to \$100 with the unanimous pre-approval of a quorum of the Board of Directors.

Old: Approve all expenditures up to \$500. Expenditures over \$500 must be approved by the Board of Directors.

- d. Serve as chairperson of the Budget and Finance Committee.
- e. Serve as an Ex-officio Member of the Fund Raising Committee.
- f. In conjunction with HQ, prepare an annual financial report for the Board.
- g. The financial books to be audited annually by a CPA.
- h. Have such other responsibilities and powers as are directed by the President and/or the Board.
- i. Prepare an annual report and present it at the Board meeting.

5. Education Director

The Education Director shall be responsible for the following:

- a. Promote Nurse Massage Therapy as a nursing specialty to nursing educational institutions.
- b. Maintain the Provider number and records of Continuing Education courses for the association and the State Boards of Nursing.
- c. Chair the Education Committee and oversee the development of CEU courses.
- d. Prepare an annual report and present it at the Board meeting.
- e. Interface with the State Boards of Nursing and Massage as appropriate.
- f. Have other such duties and powers as directed by the Board.

6. Law & Legislative Director

The Legislative Director shall be responsible for the following:

- a. Communicate and educate state and national legislative bodies related to nursing and massage, professional nursing and massage organizations, and third party payers about the NANMT and its goals and purposes.
- b. Interface with members as to legislative issues pertinent to the practice of Nurse Massage Therapy.
- c. Work with other associations to assist in the enactment of legislation for the benefit of massage/bodywork.
- d. Have other such duties and powers as directed by the President and/or the Board.

7. Regional Directors

Shall be responsible for the following:

- a. Represent and promote NANMT in the community as recommended by the Board.
- b. Be informed of current legislative issues related to massage and nursing of states in their regions.
- c. Ensure that issues discussed by the Board will reflect the interests of the members.
- d. Develop a network of State Representatives
- e. To develop area membership
- f. To communicate the member concerns of each state to the Board of Directors as appropriate
- g. To plan and develop regional conferences as recommended by the Board.
- h. Prepare an annual report and present it at the Board meeting.
- i. Have other such duties and powers as directed by the President and/or the Board.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Composition of the Board

- A. The Association shall be governed by a Board consisting of minimum of at least 5 Board of Directors composed of the following:
 1. President, Vice-president, Treasurer, Director of Education, Director of Legislation, and Regional Directors [and Secretary]
 2. An individual holding more than 1 Board position casts 1 vote.

Section 2- Responsibilities of the Board of Directors

- A. The Board of Directors shall oversee the administrative business and carry out the policies of the Association, including:

1. Contract on behalf of the Association; entering into legal agreements; creating committees; appointing chairpersons of committees; approving and maintaining the budget of the Association; and appointing and removing agents and employees of the NANMT.
2. Consider amendments to the by-laws and determine their adherence to the purpose of the Association.
3. Approve use of the Association's mailing list for purposes other than those necessary for the functioning of the Association.
4. Have other powers and authority as is necessary for the functioning of the Association within the limits of the by-laws.
5. Additional positions for appointed office or advisory committee may be created by a decision of the Board of Directors to maintain the proper functioning of the business of the association.

Section 3 - Executive Committee

- A. The Executive Committee shall include, but not be limited to, the President, Vice-President, Secretary, and Treasurer. Their functions shall include the following:
 1. Meet at least quarterly by phone or in person to decide on day to day administrative duties necessary to run the organization.
 2. Make recommendations to the Board of Directors for policy changes.
 3. Perform such other duties required for organizational operations.
- B. The Executive Committee shall be subject to the orders of the Board of Directors and none of its acts shall conflict with the actions taken by the Board.

ARTICLE VII – MEETINGS

Section 1 – Annual Members Meeting

- A. The Association shall convene a meeting for the general membership annually at a place and time to be determined by the Board of Directors.
- B. Notice shall be made to each member of record at his/her last known address no less than thirty (30) days prior to the Annual Meeting.
- C. All issues other than by-laws changes shall be by voice or ballot vote and be decided by a simple majority

Section 2 - Meetings of the Board of Directors

- A. The Board of Directors shall hold a Board Meeting twice annually (**Old: bi-annually**) and one meeting will be designated the annual meeting which shall be open to all members at a time and place to be determined by the Board. If agreed upon by all members of the Board, one meeting may be by telecommunication at an agreed upon date and time.
- B. No meeting shall be held without the President or Vice-president in attendance.
- C. 3/4 of the members of the Board shall constitute a quorum and are necessary to conduct business.
- D. The Secretary or a designee from the management company (**Old: designated member of the Board**) will be responsible for taking minutes of the meeting.

Section 3 - Special Meetings of the Board of Directors

- A. Special Meetings may be called by the President, or other members of the Board of Directors.
- B. The purpose of such a meeting shall be made known to all Board Members with at least seven working days notice, except in cases of emergency.

ARTICLE VIII - ELECTIONS AND VOTING

Section 1 – Nominations

- A. A Nominating Committee will consist of three (3) members, composed of a Chair appointed by the Executive Committee, and two Regional Directors. The Nominating Chairperson will report to the President.
- B. The election of officers will be held every other year, according to the by-laws. The Nominating Chair will call for candidates. This notice will be placed in the newsletter and on the NANMT website.

- C. The Nominating Committee will receive all qualified nominations for those positions open in the up-coming election.
- D. The Nominating Committee shall prepare and publish a ballot containing all qualified nominees for each elective office to be filled. In the event that there are more than four (4) nominees for any one office, the Nominating Committee shall determine which are the four most qualified nominees to be placed on the ballot.
- E. The Nominating Committee shall provide for the counting and recording of votes received after the deadline vote date, and shall notify the Board of Directors and the newly elected officers of the results. The Nominating Committee shall also publish the newly elected officers (**Old: voting results**) in the next Association publication and on the NANMT website.

Section 2- Elections

- A. Election of officers shall be through private ballots prepared by the Nominating Committee. A paper ballot shall be mailed to the last known mailing address of each Active member.
- B. An Active member shall have one full vote for each position up for election, cast either by mail or electronically.
- C. The candidate receiving the largest number of votes shall be elected.
- D. The new officers shall take office on January 1 following their election.

ARTICLE IX – COMMITTEES

Section 1 - Standing Committees

- A. The standing committees of the NANMT shall be those determined by the Association's Policy and Procedures.
- B. There shall be an oversight committee for all NANMT publications.

Section 2 - Special Committees

- A. Special Committees are appointed by the President and approved by the Board of Directors and shall serve until their specified task is completed or until they are discharged.

ARTICLE X - GENERAL PROVISIONS

Section 1 – Incorporation

- A. The Association shall be incorporated as a non-profit corporation in the state of Arizona with the corporate address that of the current headquarters.

Section 2 - Fiscal Year

- A. The fiscal year shall be from January 1 through December 31.

Section 3 - Conflict of Interest

- A. No member of the Board of Directors may vote on any matter in which that member has a personal or financial interest or conflict of interest.

Section 4 - Dissolution of the organization

- A. Voluntary dissolution must be approved by the Board of Directors and membership. A call for a special meeting for the voting membership by the President for the purpose of dissolution of the organization is required at least 30 days in advance of the meeting. Dissolution requires at least ¾ vote of the Board Of Directors, and at least ¾ vote of the voting membership in attendance at the Special Meeting. The resolution to dissolve the organization is preceded by a preamble setting forth the reasons for dissolution, followed by a motion and vote to rescind the By-Laws. The Notice to dissolve the organization, including its reasons, is sent by mail to all members on record.

ARTICLE XI - AMENDMENTS TO THE BY-LAWS

- A. Any voting member of NANMT may move to amend the by-laws by submitting such a motion in writing to any Board member at least two months prior to an annual meeting.

B. The by-laws may be amended by a two-thirds ($2/3$) vote of active members or by a three-fourths ($3/4$) vote of the Board of Directors.