

**BYLAWS OF THE
AMERICAN MASSAGE THERAPY ASSOCIATION
OCTOBER 2006 REVISION**

The American Massage Therapy Association prohibits preferential or adverse discrimination on the basis of race, creed, color, gender, age, national or ethnic origin, marital status, religion, sexual orientation, or handicap in all areas including, but not limited to, its qualifications for membership, rights of members, policies, programs, activities, and employment practices.

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ARTICLE I. NAME AND OFFICES

Section 1. Name

- A. The name of this corporation is “The American Massage Therapy Association” (hereafter referred to as “AMTA” or the “Association”).
- B. The name and its logo (graphic image, insignia, or emblem) are registered trademarks, the property of AMTA, and can be used only as designated by the Association.

Section 2. Offices

- A. The principal office of AMTA shall be: Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.
- B. AMTA may also have offices at such places as the Board of Directors may designate.

ARTICLE II. PURPOSES

The purposes of AMTA shall be to:

- A. Advance the science and art of massage and related techniques;
- B. Raise and maintain the standards of the massage profession;
- C. Foster a spirit of cooperation and the exchange of ideas and techniques among its members and others who are part of the field of massage;
- D. Promote legislation that supports and upholds, and oppose legislation that harms and damages, the massage profession;
- E. Protect and preserve the rights of its members;
- F. Enhance the public’s understanding and appreciation of massage;
- G. To further the broad objective of improving conditions of life, or individual well-being, in our society through utilization of the professional knowledge and skills of massage therapy;
- H. To advocate the rights and interests of persons seeking massage therapy as health care;
- I. Conduct any other activity in connection with the purposes stated in this Article and to undertake such other desirable activities as the Board of Directors may determine.

ARTICLE III. MEMBERSHIP

Section 1. General Eligibility

- A. Any person or legal entity meeting the qualifications of a membership classification set forth in these bylaws is eligible for membership in the Association.
- B. The National Board of Directors shall have final authority on any issue regarding membership eligibility.

Section 2. Membership Classifications and Qualifications

Membership in the Association shall be divided as follows:

Professional, Associate, Student, School, Supporting, Honorary, and International. An individual or legal entity may hold only one (1) classification of membership.

A. Professional Classification

1. Professional Active category with or without insurance

a. Qualifications

- i) Must graduate from any 500 in-class hour minimum entry-level program, or must pass the NCBTMB exam, or must have an AMTA-accepted jurisdictional license.
- ii) In order to remain qualified for Professional Active membership, a member must complete continuing education in accordance with AMTA Policy.

2. Professional Inactive

a. Qualifications

- i) Must have been a Professional Active member and be temporarily not practicing massage therapy.

3. Professional Retired

a. Qualifications

- i) Must have been a Professional Active member and be retired from the massage profession by choice or disability.

B. Associate Classification

Proviso: Date for termination of Associate classification 12/31/2004. Current Associate members upgrade to Professional Active at the end of their third year, until 12/31/2007.

1. Qualifications

- a. Must be enrolled as a student in any 500 in-class hour minimum entry-level program in the United States, its territories, or Canada.
- b. Must be actively working toward meeting AMTA Professional membership qualifications in accordance with AMTA Policy; and
- c. May hold membership in this classification for no more than three (3) years thru 12/31/2007.
- d. Must not have previously held AMTA Professional Active, Inactive or Retired membership.

C. Student Classification

1. Qualifications

- a. Must be enrolled as a student in any 500 in-class hour minimum entry-level program in the United States, its territories, or Canada.
- b. May hold membership in this classification for no more than two (2) years.
- c. Must not have previously held AMTA Professional Active, Inactive or Retired membership.

- D. School Classification
 - 1. Qualifications
 - a. Must be schools administering an entry level massage therapy program consisting of a minimum of 500 in-class hours and operating legally within its jurisdiction.
- E. Supporting Classification
 - 1. Qualifications
 - a. Must be an individual or a legal entity, not practicing massage but wishing to support and advance the profession of massage therapy through AMTA in accordance with the AMTA core purpose and goals.
- F. Honorary Classification
 - 1. Honorary membership is a special honor bestowed upon a person who has contributed exemplary service and/or knowledge that has benefited massage.
- G. International Classification
 - 1. Any member residing and practicing in a foreign country other than Canada or the US Territories is eligible for International status unless otherwise determined by the National Board of Directors.

Section 3. Membership in Chapters

- A. All members, other than schools, shall be assigned to a Chapter having territorial jurisdiction of the area where the member practices, resides, or attends school, or in the case of a legal entity where it is located provided such Chapter exists.
- B. Each member will be assigned to only one Chapter.

Section 4. Membership in AMTA Schools

- A. Any school joining as a School member is a member of the AMTA Schools.

Section 5. Membership Benefits

- A. Members' rights and privileges shall be listed in AMTA Policy, and shall begin at the time the National Office determines an application is in order, all dues and fees are paid, and a membership number is assigned.

Section 6. Good Standing

- A. Members shall be considered in good standing within the meaning of these Bylaws if the member:
 - 1. Complies with the AMTA Code of Ethics, Bylaws, and Policy. Additionally, School members must comply with the Code of Ethics for School Members;
 - 2. Makes timely payments of all Association dues and Chapter fees.

Section 7. Disciplinary Action

The Association shall expel from membership or otherwise discipline any member who is not in good standing. Complaints to the effect that a member has violated the ethical principles, Bylaws, or Policy shall be processed in accordance with AMTA Policy.

Section 8. Reinstatement

Any former member may be reinstated to membership in accordance with the Policies of the Association, or by approval of the National Board of Directors.

ARTICLE IV. FINANCE

Section 1. Fiscal Year

The fiscal year of AMTA shall be from March 1 through the last day of February.

Section 2. Bonding

Any officer, staff, or AMTA member whose name appears on any AMTA account, handles or has access to AMTA funds, shall be bonded.

Section 3. Auditing

- A. The books and records of AMTA shall be audited annually by a Certified Public Accountant and approved by the National Board of Directors.
- B. AMTA's books shall be closed annually on the last day of February.
- C. Except as otherwise required by the laws of the State of Delaware, the books, accounts, and records may be kept within or without the State of Delaware at the location designated by the Board of Directors.

Section 4. Dues and Fees

Membership dues shall be determined by the National Board of Directors and the actual amount of membership dues for each membership classification and type of status (if applicable) shall be listed in AMTA Policy. The National Board of Directors shall determine the portion of dues, application fee, or any applicable fee, which shall be designated for the Chapters.

ARTICLE V. TITLE DESIGNATIONS

Section 1. Titles

- A. A Professional member shall be designated a *Massage Therapist* or a *Massage Technician*; AMTA shall also recognize the following titles:
 - 1. AMTA Certificate Programs:
 - a. Registered Massage Therapist;
 - b. Approved Continuing Education Instructor;

2. National Certification Programs for Massage Therapy:
 - a. Nationally Certified in Therapeutic Massage and Bodywork.
3. Specialty Programs
 - a. Event Sports Massage Specialist

ARTICLE VI. NATIONAL OFFICERS

Section 1. Titles and Methods of Selection

Proviso: Six (6) Members-at-Large to be effective in FY08/09

- A. The Elected Officers are:
 1. President-Elect;
 2. President
 - a. Succeeds to office via previous election as President-Elect;
 3. Immediate Past President
 - a. Succeeds to office via completion of term as President;
 4. Three (3) Vice Presidents;
 5. Seven (7) Members-at-Large
- B. Appointed officers are standing committee chairs.
 1. The appointed officers are appointed by the President. Such appointments are approved by the Board of Directors.
 - a. Members of the Board of Directors may not serve as chair of the Bylaws Committee, except if the Bylaws Chair is elected to the Board; then, he/she may continue to serve as chair until a successor is appointed.
 - b. In order to coincide with the term of the incoming President, the President-Elect may appoint officers at the Board of Directors meeting immediately preceding the end of the fiscal year. Such appointments are subject to approval by the Board and become effective on the first day of the new fiscal year.

Section 2. Eligibility for Candidacy

- A. A candidate for the office of President-Elect must:
 1. Hold Professional membership classification for three (3) consecutive years immediately prior to the date candidate applications are due in the National Office and sign the Board Code of Conduct agreement.
 2. Satisfy one or more of the following additional requirements:
 - a. Completed one fiscal year as AMTA Vice President within the last three years.
 - b. Completed one fiscal year as AMTA National Member-at-Large within the last three years.
 - c. Completed one fiscal year as National Standing Committee Chair within the last two years.
 - d. Completed one fiscal year as Grievance Commission Chair within the last two years.
 3. Shall not have been removed from office/position within the last fiscal year.

- B. In the event that the member has served as President-Elect, President, or Immediate Past President during any part of the current term year, the member is ineligible for candidacy to the office of President-Elect.
- C. A candidate for the office of Vice President must:
 - 1. Hold Professional membership classification for at least three (3) consecutive years immediately prior to the date candidate applications are due in the National Office and sign the Board Code of conduct agreement.
 - 2. Satisfy one or more of the following requirements:
 - a. Has served as an AMTA chapter elected officer within last three years.
 - b. Has served as an AMTA national standing committee chair within last three years.
 - c. Has served as an AMTA national Vice President within the last three years.
 - d. Has served as an AMTA national Member-at-Large within the last three years
 - e. Has served as the AMTA Grievance Commission Chair within the last three years.
 - 3. Shall not have been removed from office/position within the last fiscal year.
- D. A candidate for the office of Member-at-Large must:
 - 1. Hold Professional membership classification for three (3) consecutive years immediately prior to the date candidate applications are due in the National Office and sign the Board Code of Conduct agreement.
 - 2. Satisfy one or more of the following requirements:
 - a. Has served as an elected AMTA chapter officer within the last three years.
 - b. Has served as an AMTA chapter committee chair within the last three years.
 - c. Has served as an AMTA national standing committee chair within the last three years.
 - d. Be a current AMTA national standing committee member.
 - e. Has served as an AMTA National Member at Large within the last three years.
 - f. Has served as the AMTA Schools Board Chair within the last three years.
 - g. Has served as the AMTA Grievance Commission Chair within the last three years.
 - h. Be a current AMTA Grievance Commission member.
 - 3. Shall not have been removed from office/position within the last fiscal year.
- E. The President-Elect, President, Immediate Past President, Vice Presidents, and Members-at-Large shall maintain Professional membership classification throughout their terms of office.
- F. In the event that the member has served on the Board of Directors for five (5) consecutive terms immediately prior to the election, the member is ineligible for candidacy for the offices of Vice President or Member-at-Large.
- G. Candidates for appointment shall be members of any classification in good standing.

Section 3. Term of Office

- A. The President-Elect serves for one (1) fiscal year or until a successor is elected. This is the first term of a three (3) term succession through the offices of President-Elect, President, Immediate Past President.
- B. The President serves for one (1) fiscal year or until a successor takes office. This is the second term of a three (3) term succession through the offices of President-Elect, President, Immediate Past President.
- C. The Immediate Past President serves for one (1) fiscal year or until a successor takes office. This is the third term of a three (3) term succession through the offices of President-Elect, President, Immediate Past President.
- D. The Vice President serves for two (2) fiscal years or until a successor is elected.
- E. The Member-at-Large serves for two (2) fiscal years or until a successor is elected.
- F. The term of office for elected officers begins on the first day of the new fiscal year following the year they are elected.
- G. Appointed officers shall serve until a successor is appointed.

Section 4. Vacancy and Succession

- A. All members filling vacancies by election or appointment must satisfy the eligibility for candidacy as put forth in these Bylaws, AMTA's policies and procedures and position Job Descriptions including the Preamble.
- B. A vacancy in any National office may be established through resignation, removal, disqualification, termination, disablement, or death prior to the regular end of term of office as determined by the Board of Directors.
- C. The resignation of a National officer must be made in writing and be presented to the National Board of Directors for consideration at any regular or special meeting, or by mail ballot, and be accepted by a majority vote of the Board of Directors. In the event a resignation is tendered orally, a written resignation may be requested by the Board of Directors by return receipt request certified mail. If no response is subsequently received within fifteen (15) days, the Board of Directors may accept the oral resignation and declare the position vacant.
- D. In the event of a vacancy in the office of the President-Elect, the office may be filled by the Board of Directors acting upon a two-thirds vote of the entire Board. Candidates will include any person, if willing, who ran for this position in the most recent election, and candidates nominated by Board members. All candidates must meet eligibility criteria for the position of President-Elect. The elected candidate will continue through the succession of President, Immediate Past President and chair of the Commission on Candidacy.
- E. In the event of a vacancy in the office of President, the Immediate Past President shall resume the office of President until the next regularly scheduled election. If both the offices of President and Immediate Past President are vacant, the President-Elect shall assume the office of President. If the offices of President-Elect, President and Immediate Past President are vacant, the Board of Directors shall elect one of the Vice Presidents to succeed to the office of President.
- F. In the event of a vacancy in the office of the Immediate Past President, the office shall remain vacant until the next regularly scheduled election.

- G. In the event of a vacancy in the office of Vice President, the office shall be filled by action of the Board of Directors. Such officer shall remain in office until the next regularly scheduled election.
- H. In the event of a vacancy in the office of Member-at-Large, the office shall be filled by action of the Board of Directors. Such officer shall remain in office until the next regularly scheduled election.
- I. In the event of a vacancy in any appointed office, the President may appoint a successor with approval of the Board of Directors at any regular or special meeting or by postal or electronic mail or facsimile (fax) transmission ballots in accordance with AMTA Policy.

Section 5. Disqualification from Office

- A. An officer may be removed from office for failure to:
 - 1. Fulfill her/his duties and responsibilities (dereliction of duties),
 - 2. Adhere to AMTA Articles of Incorporation, Bylaws, Policy, Code of Conduct, Rules of Engagement, or position Job Description including the Preamble,
 - 3. Meet membership criteria as set forth in these Bylaws.
 - 4. Keep AMTA membership dues current.

Section 6. Removal from Office

Any nationally elected or appointed officer may be removed by a two-thirds vote of the entire Board of Directors whenever, in its judgment, the best interests of AMTA would be served thereby. Any vacancy by reason of removal shall be filled as set forth in Section 4 of this Article.

ARTICLE VII. NATIONAL BOARD OF DIRECTORS

Section 1. Composition

Proviso: Six (6) Members-at-Large to be effective in FY08/09

- A. The members of the Board of Directors are:
 - 1. President-Elect;
 - 2. President;
 - 3. Immediate Past President;
 - 4. The three (3) Vice Presidents;
 - 5. The seven (7) Members-at-Large
- B. An individual may hold only one (1) voting position on the National Board of Directors.

Section 2. Authority

The National Board of Directors shall be governed by the AMTA Articles of Incorporation, Bylaws, and Organizational Policy. Members of the National Board of Directors shall have authority to act on behalf of the membership by virtue of election.

Section 3. Accountability

- A. Members of the National Board of Directors regularly report to the President and are accountable to the membership for their responsibilities and performance by virtue of election or appointment.
- B. Upon election to the National Board of Directors, all National Board of Director members, shall resign any elected or appointed, committee or staff position in AMTA, and/or any other massage-related association or professional group. This does not apply to the Bylaws Standing Committee Chair and ownership of, or employment in, massage schools and programs.

Section 4. Responsibilities

- A. The National Board of Directors shall be responsible for the following:
 - 1. Amend and uphold Association Bylaws.
 - 2. Establish policies for the transaction of business and coordination of Association activities.
 - 3. Employ, define the authority and responsibilities of, and annually review the performance of an Executive Director, who shall be the administrator of the National Office and who shall be responsible to the Board of Directors.
 - 4. Assume other duties as may be provided for elsewhere in these Bylaws, and position Job Descriptions, including Preamble.
- B. The President shall be an ex-officio member of all committees and workgroups, by virtue of the office. In this role the President may participate in volunteer group discussions if needed, but is not obligated to attend. The President's responsibility is to:
 - 1. Notify the chair of her/his interest in participating in the committee or workgroup discussion(s).
 - 2. Share her/his knowledge and opinion, but not direct the discussion(s) or the outcome(s) or the vote.

Section 5. Executive Committee

- A. The members of the Executive Committee shall be:
 - 1. President-Elect;
 - 2. President;
 - 3. Immediate Past President;
 - 4. Vice Presidents (3).
- B. The responsibilities of the Executive Committee shall be to:
 - 1. Conduct the ongoing business of the Association during the time periods between meetings of the National Board of Directors; with the exception that the Executive Committee does not have the power to amend the Bylaws;

Section 6. Meetings of the National Board of Directors

- A. The National Board of Directors shall meet a minimum of two (2) times each year.
- B. In order to hold a meeting of the Board of Directors, either the President-Elect, President or the Immediate Past President must be in attendance.

- C. Special Meetings
 - 1. Special meetings may be called by the President upon seven (7) days notice in writing, or upon three (3) days notice by telephone and/or electronic mail.
 - 2. Special meetings may be called by the Board of Directors in a similar manner upon written request of a majority of Directors.
- D. Executive Sessions
 - 1. There shall be no executive sessions/secret meetings of the National Board of Directors except for the following purposes: disciplinary actions and/or grievance hearings, personnel decisions, personal interviews, confidential negotiations or mediation, review of membership qualifications, or matters of which public discussion may damage the Association or well-being of individuals.
- E. Quorum and Voting
 - 1. Each member of the Board qualified to vote shall be entitled to only one (1) vote.
 - 2. A majority of Directors shall constitute a quorum at any meeting of the Board; however, a smaller number may convene but may not vote until a quorum is secured.
 - 3. Postal or electronic mail or facsimile (fax) transmission ballots may be conducted by the Board of Directors only for the purposes of electing officers, approving appointments, or approving minutes unless otherwise specifically authorized elsewhere in these Bylaws and in accordance with AMTA Policy.

ARTICLE VIII. NATIONAL MEETINGS

National meetings shall be held to gather the membership and volunteer leaders together for the purpose of personal and professional development, and to carry out the business of the Association.

Section 1. National Convention

- A. The National Convention shall be held annually at a time and place to be determined by the Board of Directors.
- B. All members in attendance at any national meeting must pay appropriate registration fee(s) unless otherwise exempted by the National Board of Directors.
- C. In the event of war or other national emergency, when by proclamation of the President of the United States travel is restricted, the National Board of Directors may prorogue the Convention for that year. In that case, the National Board of Directors may submit to the membership for mail ballot all elections and major resolutions that would have been on the agenda, and will be bound by the results of such ballots.

Section 2. Additional Meetings

- A. Additional meetings of the association may be scheduled with the approval of the Board of Directors.
 - 1. The Board of Directors shall determine the time and place of additional meetings of the association. The time and place of additional educational meetings can be determined without approval of the Board of Directors, as per AMTA Policy.

Section 3. Regional Meetings

- A. AMTA officially recognizes regional meetings that comply with AMTA Policy.

ARTICLE IX. NOMINATIONS AND ELECTIONS

The Commission on Candidacy and the Commissioner of Elections are included in Article XII. Commissions, of these bylaws.

Section 1. Nominations for Elected Office

- A. To be a candidate for office a complete application must be submitted, received by the Commission on Candidacy, and be in order.
- B. A candidate for office must be a member in good standing and hold Professional membership classification.
- C. Candidates for elected office will be placed on a ballot as follows:
 - 1. Those candidates included on the slate submitted by the Commission on Candidacy shall be placed on the ballot.
 - 2. Upon request other candidates may be placed on the ballot in accordance with AMTA Policy.

Section 2. Elections

- A. The annual election of National officers shall be held by mail ballot in accordance with AMTA Policy.
- B. Election of officers shall be a majority of votes cast utilizing the preferential method of voting.
- C. Eligible voters shall be Professional members in good standing who are of record on August 15 the year of the election.
- D. During the odd-numbered years, elections shall be held for the following:
 - 1. President-Elect;
 - 2. Three (3) Members-at-Large;
 - 3. Two (2) Vice Presidents;
 - 4. Commission on Candidacy.
- E. During the even-numbered years, elections shall be held for the following:
 - 1. President-Elect;
 - 2. Three (3) Members-at-Large;
 - 3. One (1) Vice President;
 - 4. Commission on Candidacy

ARTICLE X. VOLUNTEER WORKFORCE STRUCTURES

Section 1. Committee

- A. The Board may establish and disband committees as needed to support its work.

- B. Committees serve as vehicles to carry out the work of the association as directed by the Board.

Section 2. Workgroups

- A. The Board and committees may establish and disband workgroups as needed to support their work.

Section 3. Ex-Officio Committee Members

- A. The President has ex-officio status on all committees.

ARTICLE XI. COUNCILS

A council is comprised of a specific constituency fundamental to the Association or profession. Councils are established in the bylaws and provide for deliberation, collaboration and communication among the members of the council and with the Association. AMTA Councils shall be as follows:

Section 1. Chapter Presidents Council

- A. Purpose
The purpose of the Chapter Presidents Council shall be to support and advance the function of Chapters by:
 - 1. Serving as a forum for the discussion and identification of Chapter needs and responsibilities;
 - 2. Providing the opportunity for networking, peer support and resource sharing among council members.
 - 3. Providing an avenue by which national officers and staff may present to, and seek the collective input of Chapter Presidents.
- B. Composition
 - 1. The Council shall be composed of the President from each Chapter or their appointed representative.
 - 2. The Chair of the Chapter Relations Committee shall be an ex-officio member of the Council.
 - 3. A Moderator and an Alternate shall be elected by the members of the Council to serve one (1) term year beginning at the close of the National Convention and continuing through the next National Convention.
 - a. In the event of a vacancy in the position of Moderator, the Alternate shall complete the term.
- C. Meetings
The Council shall convene during, or on a date not more than two (2) days preceding, the National Convention and the National Education Conference.

Section 2. AMTA Schools

A. Name

There shall be only one body of schools within the American Massage Therapy Association and it shall be named "AMTA Schools."

B. Purposes

The purpose of the AMTA Schools, in support of the AMTA Mission and Goals, shall be to:

1. Promote excellence and innovation in massage therapy education;
2. Provide education to massage therapy educators, school owners and administrators;
3. Provide forums for networking and exchanging of ideas and information;
4. Educate and encourage members to access, interpret, utilize and participate in massage therapy research;
5. Foster effective communication with stakeholders;
6. Identify and respond to members' needs;
7. Be the leading massage therapy school organization;
8. Support growth and development of the massage therapy profession;
9. Serve as a resource regarding legislative issues affecting massage therapy education.

C. AMTA Schools Membership

1. Any school which holds, in good standing, school membership in the Association shall be a member of the AMTA Schools.

D. Officers

1. Titles and Methods of Selection

- a. The elected officers shall be a President, First Vice President, Second Vice President, Third Vice President and Secretary.
- b. The AMTA Schools may establish various non-elected officer positions as needed.

2. Qualifications

- a. A candidate for an elected office shall be a representative of a School member in good standing.
- b. The AMTA Schools may from time to time add to the qualifications for individual officers through the adoption of Standing Rules.
- c. Elected and appointed officers in AMTA COS must hold individual membership in the American Massage Therapy Association.

3. Election of Officers and Term of Office

- a. Officers shall be elected by the members of the AMTA Schools present at the Annual Meeting. Each School member shall have one vote.
- b. A Nominating Committee consisting of three (3) council members shall be appointed by the AMTA Schools Board at least sixty (60) days prior to the Annual Meeting. Current elected officers shall not serve on the Nominating Committee. The Nominating Committee shall make its recommendations to the membership prior to nominations from the floor.
- c. The President, Second Vice President and Secretary shall be elected in even numbered years. The First Vice President and Third Vice President shall be

elected in odd numbered years. Elected officers shall serve for two (2) term years or until their successors are elected.

4. Vacancy and Succession

a. In the event of a vacancy in the office of President, the First Vice President shall succeed to the office of President.

b. In the event of a vacancy in any other elected office, the AMTA Schools Board shall elect an officer to fill such a vacancy until the next Annual Meeting.

E. AMTA Schools Board

1. Composition

a. The voting members of the AMTA Schools Board shall be the President, First Vice President, Second Vice President, Third Vice President and Secretary.

b. Additional non-voting members of the Board may be established by the AMTA Schools.

2. Authority and Accountability

a. The AMTA Schools Board has the authority to represent and conduct business on behalf of its membership in accordance with its standing rules.

b. The AMTA Schools Board shall be accountable to the Association through adherence to AMTA Bylaws and Policies and the Standing Rules of the AMTA Schools.

F. Committees

1. The AMTA Schools may constitute committees of the council as it deems necessary, in accordance with its standing rules.

G. Annual Meeting

1. The AMTA Schools shall hold at least one meeting of its members annually which shall be called the "Annual Meeting."

a. The Annual Meeting shall include but is not limited to:

- i) nominations and elections;
- ii) business meeting;
- iii) educational formats; and
- iv) networking opportunities.

2. No two (2) Annual Meetings shall be fewer than sixty (60) days apart.

3. For formal votes or elections, a representative must be present from no fewer than two thirds of the school members registered for the Annual Meeting as of the commencement of business on the first day.

4. Each School member present at the Annual Meeting shall have only one vote on any given issue.

H. Publications

1. The AMTA Schools shall determine what its publications will be.

2. The purpose of the publications of the AMTA Schools shall be to advance its purposes as listed in the bylaws.

3. Publication policies and advertising must conform with Association policy.

I. Standing Rules

1. The AMTA Schools may adopt standing rules which shall not be in conflict with Association bylaws and policies.

2. Proposed Standing Rules changes which pertain to composition, qualifications, powers and duties of the AMTA Schools Board and nominations and election procedures shall be approved by a majority vote of the council membership present at the Annual Meeting.
3. Any Standing Rule changes approved by the AMTA Schools shall be submitted to the National Bylaws Chair to ensure there is no conflict with the AMTA Bylaws and Policy.

Section 3. House of Delegates

A. Purposes

The House of Delegates is a representative body of the membership that:

1. Approves AMTA position statements as per policy;
2. Makes recommendations to the National Board of Directors, as per policy, regarding:
 - a. AMTA bylaws;
 - b. AMTA's mission and goals;
 - c. Matters internal to the HOD;
 - d. Business of the Association in general;
3. Hears reports pertinent to the business of the HOD.

B. Composition

1. A candidate as a Delegate must be a Professional Classification member in good standing and may be a candidate only in the chapter in to which they are assigned.
2. Members of the National Board of Directors, National Standing Committee Chairs, and National Commission Chairs shall not be eligible to serve as members of the House of Delegates for their Chapters.
3. Candidates running for the National Board of Directors shall not be eligible to serve as members of the House of Delegates for their Chapters. Should an individual choose to become a candidate after being elected as a Delegate, they must resign as a Delegate upon submittal of their candidate application.
4. Delegates and alternates shall be elected each year at any chapter meeting and election results must be reported in the minutes of the meeting in which they are elected.
 - a. The delegate shall serve a term of office from January 1 through December 31 of the year of the HOD meeting in which he is a representative.
 - b. A vacancy in the position of delegate may be established through resignation, disqualification, disablement, or death prior to the regular end of term of office.
 - c. The alternate receiving the most votes in the election of delegates shall fill a vacancy in the position of delegate.
 - d. In the event that more vacancies than elected alternates exist, delegates may be elected at any chapter meeting held at least 3 months prior to the HOD meeting in which they are to serve. If a chapter does not meet its delegate quota, an elected chapter officer may serve as a delegate upon being elected by the Chapter Board if the following conditions are met;

E. Rules

The HOD shall adopt Rules of Procedure. Such rules are permanent as amended and may not be inconsistent with AMTA Bylaws or Policies.

ARTICLE XII. COMMISSIONS

Section 1. Commission on Grievances

- A. The Commission on Grievances receives and reviews grievances and conducts grievance proceedings according to the policy adopted by the Board of Directors.
- B. The Chair of the Commission on Grievances is appointed by the President and approved by the Board of Directors. The members of the Commission on Grievances are appointed by the Chair and approved by the President.

Section 2. Commission on Candidacy

- A. The Commission on Candidacy receives and reviews applications for candidacy to national office and shall ensure that at least one qualified candidate is on the ballot for each open office. A member of the commission may not be recruited for elected office.
- B. The Chair of the Commission on Candidacy shall be the person who held the Immediate Past President (IPP) position in the fiscal year prior to the candidacy period or, in the event that this individual cannot fulfill the duties of the chair, the commission shall select a chair from its members.
- C. A candidate for election to the Commission on Candidacy shall be a Professional member in good standing elected by the members from a slate submitted by the IPP per AMTA policy. A current national officer may not serve on the Commission.
- D. The term of office shall be from the first day of the fiscal year following elections until the commission is discharged upon completion of its duties.
- E. Duties and empowerments of the Commission on Candidacy shall be defined in AMTA policy.

Section 3. Commissioner of Elections

- A. The Commissioner of Elections shall be appointed by the President- Elect with approval of the Board of Directors at the Board meeting immediately proceeding the first day of the fiscal year.
- B. The Commissioner of Elections shall oversee the nomination and election process in accordance with AMTA policy.

Section 4. Audit Commission

- A. The Audit Commission chair is appointed by the President and approved by the Board of Directors.
- B. The Audit Commission will work directly with the Auditing firm to oversee the audit relationship and the scope of audits.
- C. Audit Commission members shall not serve as members of the Finance Committee during their tenure on the Audit Commission.

ARTICLE XIII. INDEPENDENT AFFILIATION

Section 1. Affiliates

- A. Independent affiliation with any group shall be determined by the National Board of Directors.

Section 2. Administrative Independence

- A. Independent Affiliates shall have administrative independence.

ARTICLE XIV. BYLAW AMENDMENTS

Section 1. Board of Directors

- A. The Board of Directors shall have the power and authority to amend AMTA Bylaws.
- B. Proposed bylaw amendments must be in writing and shall state current wording of the bylaw, the proposed wording of the bylaw, and the rationale for making the change. Such proposed bylaw amendments must first be given as notice to the Board of Directors at a face-to-face Board of Directors meeting, stating the intention to make a motion to amend the Bylaws at the next meeting of the Board of Directors.
 - 1. Any motion to amend the bylaws which was not given as notice at a prior meeting of the Board shall be considered out of order; except in the event that the Board of Directors officially recognizes, and duly notes, the need to act expeditiously in order to protect AMTA regarding legal or financial liability.
- C. Proposed bylaw amendments may be altered by their author after giving notice as long as the change does not exceed the scope of the previous notice.
 - 1. Any motion to amend the bylaws which exceeds the scope of the notice shall be considered out of order.
- D. Once the motion to amend the bylaws is on the floor, the amendment proposal shall be voted on as presented and shall not be subject to further amendments with the following exception:
 - 1. While the amendment is pending, any motion to add a proviso regarding the time the amendment goes into effect or regarding transition shall be in order.
- E. Proposed bylaw amendments shall require a two-thirds (2/3) majority vote of the Board of Directors at a face-to-face Board of Directors meeting, for adoption.
- F. The Executive Committee may not amend AMTA Bylaws.

Section 2. House of Delegates

Bylaw amendments may be proposed by the House of Delegates, upon proper submittal in accordance with AMTA Policy.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern AMTA in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and these Bylaws and any special Rules of Order AMTA may adopt.

ARTICLE XVI. CHAPTERS

Section 1. Purpose

- A. The purpose of AMTA Chapters shall be to hold meetings and conduct the business of the Chapter; provide professional and social networking opportunities; organize educational, legislative, public relations, and membership programs on the state and local levels; provide various means of communication such as publications; and support the activities and programs of the National Association for the benefit of its members.

Section 2. Chapter Names and Boundaries

- A. Each Chapter shall be chartered, where legally feasible, by the Association and named American Massage Therapy Association- _____ Chapter. The name may be abbreviated AMTA- _____ Chapter.
- B. There shall be only one (1) Chapter in any state unless otherwise determined by the National Board of Directors.
- C. A Chapter may form in a foreign country as determined by the National Board of Directors. All bylaws which apply to Chapters will also apply to foreign Chapters unless otherwise specifically provided for.

Section 3. Formation of New Chapters

- A. A new Chapter may be established by the submittal of a letter of application, signed by ten (10) or more Professional members who would belong to the new Chapter, to the National Board of Directors for consideration.
- B. Upon approval of the submitted application, the National Board of Directors shall grant a charter establishing an AMTA Chapter.

Section 4. Membership

- A. All members shall be assigned to a Chapter having territorial jurisdiction of the area where the member practices, resides, or attends school or in the case of a legal entity, where it is located . Each member will be assigned to only one (1) Chapter.
- B. Chapters shall not apply any additional requirements for membership other than those stated in the Bylaws.

Section 5. Chapter Officers

A. Titles and Method of Selection

1. Elected officers shall be a President, First Vice President, Second Vice President, Third Vice President, and Secretary-Treasurer.
 - a. A Chapter may, by adoption of a Standing Rule, choose to:
 - i) make two (2) separate elected positions for Secretary and Treasurer;
 - ii) make the office of Secretary-Treasurer into an appointed position;
 - iii) make two (2) separate appointed positions for Secretary and Treasurer;
 - iv) make two (2) separate positions for Secretary and Treasurer; one position elected and the other appointed.
2. Chapters may establish various appointed officers according to their needs.

B. Qualifications

1. A candidate for elected office shall be a Professional member.
2. A candidate for appointed office shall be a member of the Association.
3. The Chapter General Assembly may amend to add other qualifications for individual Chapter officers as provided in Section 12, paragraph B of this Article.
4. Shall not have been removed from office/position within the last fiscal year.

C. Term of Office

1. The Chapter President shall be elected every even year for a term of two (2) years or until a successor is elected, not to exceed two (2) consecutive elective terms.
2. The First and Third Vice Presidents shall be elected every odd year for a term of two (2) years or until successors are elected.
3. The Second Vice President shall be elected every even year for a term of two (2) years or until a successor is elected.
4. The Secretary-Treasurer shall be elected every odd year for a term of two (2) years or until successors are elected. If the position is split, the Treasurer shall be elected every even year for a term of two (2) years or until a successor is elected. The Secretary shall be elected every odd year for a term of two (2) years or until a successor is elected.
5. All appointed positions shall be for a term of one (1) year or until successors are appointed and reviewed annually.

D. Installation

1. The newly elected officers shall be installed during the Chapter Annual Meeting or Convention in which they are elected, unless election is by mail ballot.

E. Vacancy and Succession

1. A vacancy in a Chapter office may be established through resignation, disqualification, termination, disablement, or death prior to the regular end of term of office.
2. The resignation of a Chapter officer must be made in writing and be presented to the Chapter Board of Directors for consideration at any regular or special meeting, or by mail ballot, and be accepted by a majority vote of the Board of Directors. In the event a resignation is tendered orally, a written resignation may be requested by the Board of Directors by return receipt requested certified mail.

If no response is subsequently received within fifteen (15) days, the Board of Directors may accept the oral resignation and declare the position vacant.

3. A vacancy in the office of the President or any Vice President shall be filled by the next general officer in succession.
 - a. A vacancy thus created in the office of Third Vice President, or any other elected office, may remain vacant or may be temporarily filled by a majority vote of the Board of Directors at any regular or special meeting or by mail ballot.
 - i) Such election by the Board shall be until the next regularly scheduled election.
 - ii) At the next regularly scheduled election the membership shall fill the vacancy by election. Such election shall be for the remainder of the unexpired term.
 - b. In the event of a mail ballot to fill a vacancy, the Chapter President shall nominate one or more candidates for election and shall solicit additional nominations from the members of the Chapter Board of Directors for a period of fifteen (15) days, after which ballots shall be mailed to all voting members of the Chapter Board of Directors to be marked and returned within ten (10) days.
 - c. An officer may decline upward succession in order to continue in his or her current office. In such instance that all general officers decline to succeed, that vacancy may be filled by the Chapter Board of Directors until the next regularly scheduled election.
 4. A vacancy in any appointed office may be filled by appointment by the Chapter President with the approval of the Chapter Board of Directors at any regular or special meeting or by mail ballot.
 5. All members filling vacancies by election or appointment must satisfy the qualifications for office as put forth in these Bylaws.
- F. Removal from Office
1. Any elected or appointed Chapter officer shall automatically be disqualified to serve in that capacity if:
 - a. Dues for the current year are not paid;
 - b. The member holds an office, directorship or chairship concurrently in another massage organization where there may be a conflict of interest with AMTA.
 2. Any elected or appointed chapter officer may be removed by a two-thirds vote of the entire Chapter Board of Directors whenever, in its judgment, the best interests of AMTA would be served thereby. Any vacancy by reason of removal shall be filled as set forth in Section 5 of this Article.

Section 6. Chapter Board of Directors

A. Com position

1. Elected members of the Chapter Board of Directors shall include: the President, First, Second and Third Vice Presidents, and Secretary-Treasurer. Elected members of the Board of Directors shall have a voice and a vote.

2. A Chapter may decide to add other elected positions to the Board of Directors as provided in Section 12, Paragraph B.1 of this Article.
3. A Chapter may also decide to add appointed positions to the Board of Directors using the procedures provided in Section 12, Paragraph B.1 of this Article. Appointed members of the Board of Directors shall have a voice, but not a vote.
4. An individual may hold only one elected position on the Chapter Board of Directors; however, Chapter officers may also hold office in a Unit of that Chapter.

B. Authority

1. The Chapter Board of Directors shall have the authority to act on behalf of the membership of that Chapter as provided for in these Bylaws or by direction of the National Board of Directors.

C. Accountability

1. The Chapter Board of Directors shall be accountable to the National Board of Directors.
2. Members of the Chapter Board of Directors shall report to the Chapter President.
3. The Chapter Board of Directors shall make appropriate reports and recommendations to the Chapter General Assembly at the Chapter Annual Meeting.

D. Responsibilities

1. Establish policies for the Chapter.
2. Conduct the ongoing day-to-day business of the Chapter.
3. Adopt Standing Rules and Guidelines as needed to carry on the business of the Chapter.
4. Approve or reject all Chapter Presidential appointments.
5. Determine the time and place of the Chapter Annual Meeting and regular Chapter meetings.
6. Review all applications for new Units within that Chapter.

E. Chapter Board of Directors Meetings

1. The Chapter Board of Directors shall meet a minimum of two (2) times each year.
2. No meeting shall be held without the Chapter President or one of the Chapter Vice Presidents in attendance.
3. Special meetings may be called by the Chapter President, or by written request to the Chapter President by a majority of members of the Chapter Board of Directors, upon seven (7) days notice in writing, or upon three (3) days notice by telephone.
4. There shall be no executive sessions/secret meetings of the Chapter Board of Directors except for the following purposes: personnel decisions, personal interviews, confidential negotiations or mediation, review of membership qualifications, or matters in which public discussion may damage the Association or well-being of individuals.
5. Quorum and Voting
 - a. At any meeting of the Chapter Board of Directors, no less than a majority of the Chapter Board of Directors shall constitute a quorum; however, a smaller number may convene until a quorum is secured.
 - b. Mail ballots may be conducted at any time by the Chapter Board of Directors only for the purpose of filling vacancies, approving

appointments, accepting resignations, or approving minutes. The Secretary, at the direction of the President, shall conduct the mail ballot. The Secretary shall not destroy the ballots until so instructed by the Chapter Board of Directors at its next meeting.

- c. Each Board member qualified to vote shall be entitled to only one (1) vote.

Section 7. Chapter Meetings

Chapter meetings shall be held to gather the membership for the purpose of personal and professional development, and to carry out the business of the Chapter.

A. General Rules

1. The time and place of Chapter meetings shall be determined by the Chapter Board of Directors.
2. No meeting shall be held without the President or one of the Vice Presidents in attendance.
3. Notice shall be mailed to each member of record at the last known mailing address no less than thirty (30) days prior to the Chapter Annual Meeting and no less than fifteen (15) days prior to other Chapter meetings.
4. All members in attendance at any Chapter meeting must pay appropriate registration fee(s) unless otherwise exempted by the Chapter Board of Directors.
5. Chapters shall hold a minimum of one (1) meeting annually, which shall be called the Annual Meeting.

B. Annual Meeting

1. The date of the Annual Meeting shall not be more than sixty (60) days before or after the date of the previous year's Annual Meeting and shall include:
 - a. Nominations and elections;
 - a. The business meeting
 - i) the annual budget shall be proposed to the membership for approval;
 - ii) any amendments to the Chapter Standing Rules may be proposed to the membership for approval;
 - iii) a chapter fee, if any, shall be proposed to the membership in each even-numbered year for approval by two-thirds (2/3) majority vote of the members in attendance.

Section 8. Nominations and Elections

A. Nominations

1. At any meeting of the Board of Directors preceding the Chapter Annual Meeting, a Nominating Committee consisting of three (3) or more members may be elected by the Board of Directors. The Nominating Committee shall elect its own Chair. Members of the Chapter Board of Directors shall not serve on the Nominating Committee.
2. The duties of the Nominating Committee shall include the following:
 - a. Consider the qualifications of all proposed candidates;

- b. Nominate only candidates who satisfy the qualifications specified by the Bylaws for the office for which they are candidates;
 - c. Submit one (1) name for each elective office to be filled;
 - d. Read the Nominating Committee report at the Chapter Annual Meeting.
 - 3. Nominations may be made from the floor at the time of the Nominating Committee report with appropriate resume submitted.
 - 4. Any officer presently serving may be nominated for election to an office while absent from the election proceedings if the absence is due to sickness or circumstances beyond the officer's control. The officer shall meet the following requirements:
 - a. File a resume designating office desired;
 - b. Agree to accept the nomination;
 - c. Notify the Chapter President, Board of Directors, or Nominating Committee of absenteeism.
- B. Direct Elections
 - 1. A Chapter may choose to hold elections during the Chapter Annual Meeting.
 - 2. After nominations have been made, the candidates have the option of speaking to the voters.
 - 3. A majority of valid votes by secret ballot shall elect, except if there is only one (1) candidate; then the election will be by voice vote.
 - 4. If there is no election by majority on the first ballot, then there shall be a run-off election between the two (2) candidates with the highest number of votes.
 - 5. Within fifteen (15) days after Chapter elections, the Chapter Secretary shall notify the National Office as to the officers elected.
 - 6. Quorum and Voting
 - a. A majority of Chapter members who are eligible to vote and in attendance when the business meeting convenes at the Annual Meeting shall constitute a quorum for voting and transaction of business.
 - b. If members withdraw, leaving less than a quorum as established in this paragraph, the members may continue to do business with the provision that any action taken is approved by at least a majority of that quorum.
 - c. Election of officers of the Chapter shall be by Professional members in good standing attending the business meeting of the Annual Meeting.
 - d. Each person qualified to vote shall be entitled to only one (1) vote.
- C. Mail Ballot Elections
 - 1. A chapter may hold elections by mail ballot only upon proper adoption of Chapter Standing Rules as provided for in Section 12, Paragraph B.1 of this Article. The Chapter must comply with the procedural document regarding mail ballot elections.

Section 9. Committees

This section does not apply to the Executive, Nominating or Minutes Review Committees.

- A. Committees and Subcommittees
 - 1. Chapter standing committees, subcommittees, and special committees shall be determined by the Chapter Board of Directors.

2. A member of any membership classification is eligible to serve as either a committee member or chair.
 3. Standing committee and subcommittee chairs shall be appointed by the President with approval from the Board of Directors for a term of one (1) year, and reviewed annually, or until successors are appointed.
 4. Standing committee and subcommittee members shall be appointed by their respective chair with approval from the President for a term of one (1) year, and reviewed annually, or until successors are appointed.
 5. Special committee members and chairs shall be 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.
- B. Relationship between National and Chapter Committees
1. Any Chapter committee chair shall work with the corresponding National committee chair.
 2. In the event that the work of a National and Chapter committee coincides, the guidelines of the National committee shall be followed.

Section 10. Official Chapter Publications

- A. The Chapter shall have a Chapter Newsletter.
- B. The Chapter Board of Directors shall determine what, if any, additional publications of the Chapter shall be.
- C. The purpose of Chapter publications is to promote the objectives, and inform the membership of progress in the work of the Chapter and the Association.
- D. Publication policies and advertising must conform with Association standards.

Section 11. Units

- A. A Chapter may choose to establish subgroupings of its members based on geographical location which shall be called "Units".
 1. The Chapter must adopt Standing Rules which establish the Unit, set forth rules for its governance, and a method for its termination. Such rules must be in compliance with National Policy.
 2. Each Unit of a Chapter shall be named American Massage Therapy Association- _____ Chapter, _____ Unit. The name may be abbreviated AMTA- _____ Chapter, _____ Unit.

Section 12. Bylaws and Standing Rules

- A. Chapters shall adopt and be governed by National Bylaws and be part of and responsible to the National Association as provided for in these Bylaws.
- B. Chapters may adopt Chapter Standing Rules as a subsidiary addition to the National Bylaws and Policy. Any such Chapter Standing Rules shall not be in conflict with the National Bylaws governing Chapters.
 1. Proposed Standing Rule amendments affecting the composition of the Chapter Board of Directors, qualifications, powers and duties of the Chapter Board of Directors, and nomination and election procedures shall be approved by a two-

thirds (2/3) majority vote of the assembly at a Chapter General Membership Meeting. Proposed amendments to the Chapter Standing Rules, which must be approved by the General Assembly, shall be sent to the Chapter Professional members no less than thirty (30) days prior to the Chapter General Membership Meeting. All other proposed Chapter Standing Rules shall be approved by a two-thirds (2/3) majority vote of the Chapter Board of Directors.

2. Any proposed amendment to the Chapter Standing Rules that has been properly approved on the Chapter level must then be submitted for approval to the National Bylaws Committee Chair, who shall then determine if such amendment is in compliance or conflict with the National Bylaws. Such amendment shall be adopted upon approval of the National Bylaws Chair, and become effective immediately unless otherwise stated. The Chapter Board of Directors may appeal the Chair's ruling to the National Board of Directors.
3. Any proposed amendment to the Chapter Standing Rules may be submitted for approval to the National Bylaws Chair prior to a vote on the Chapter level. Upon approval by the National Bylaws Chair the proposed amendment shall be adopted upon approval at the Chapter level, and shall become effective immediately unless otherwise stated.
4. Upon request of the National Bylaws Chair, any existing Chapter Standing Rules must be submitted to the National Bylaws Chair, who shall be empowered to nullify such Standing Rules that are determined to be in conflict with the National Bylaws. The Chair's decisions may be appealed to the National Board of Directors and such Standing Rules shall be reinstated only if the National Board of Directors overturns the Chair's ruling upon appeal. Any Chapter Standing Rules that are not submitted by forty-five (45) days after request shall become automatically null and void.