

**Massage Network Solutions
By-Laws Draft**

Article I. Organization and Location

The name of this organization is Massage Network Solutions or also known as MNS. Located at 911 Adelle Avenue, Bremerton WA 98312.

Article II. Purpose

Massage Network Solutions is dedicated to providing professional support to Licensed Massage Practitioners in the state of Washington and to encourage Licensed Massage Practitioners to teach their peers.

Article III. Membership and Dues

- 1. Types:** The Organization shall offer two types of membership- Regular and associate.
- 2. Regular Membership:** The regular membership shall be open to individuals within the boundaries of the Organization, such as Licensed Massage Practitioners. A member in good standing has paid their dues for the current fiscal year.
- 3. Associate Membership:** Associate membership shall be open to businesses, individuals and organizations outside of the boundaries of the organization outlined herein. Associate members will not have voting rights and shall not serve as officers of the organization. Associate membership applications must be approved by a quorum of the Board of Directors. Associate members may include; non-licensed professionals, or students.
- 4. Dues:** The amount of annual dues for each designated membership shall be set by the Board of Directors annually. Each member shall pay the first years dues in advance of membership. All subsequent renewals shall be for one calendar year, payable the first meeting in October – September 30th. Dues are non-refundable and are due at the October meeting.
- 5. Votes:** Each Regular Member in good standing shall be entitled to one vote. Organizations and businesses shall designate a representative for voting privileges. Proxy votes are acceptable according to the Robert's Rules of Order. An Associate Membership is a non-voting Membership.
- 6. Transfer:** Memberships are non-refundable or transferable.
- 7. Boundaries:** Including but not limited to the Kitsap Peninsula.

Article IV

Executive Board

The Executive Board shall consist of four elected officers and three elected directors as defined here of:

- 1. Officers:** The Officers shall be President, Vice-President, Secretary and Treasurer. Each of the Officers shall be elected at the April meeting and installed by the May Meeting. All offices will hold terms for 1 year. Officers shall attend 50% of meetings. President shall have a fill-in if he/she cannot

attend. If Officer does not attend three consecutive meetings, they will be replaced. (See 11 “vacancies”)

2. President: The President shall be the Chief Executive Officer of the Association. He/She shall preside at all meetings of the members and shall be the Chairman of the Board of Directors and shall be a member of all other Committees. He/She shall have general executive control of the Association and shall perform all duties incident to the office and shall direct such action as he/she may deem conducive to the purposes of Association. He/she shall have the authority, between meetings for the Board of Directors, to refer to the proper committee any matter needing attention.

3. Vice President: The Vice-President shall assist the President with all duties incident to his/her office and the Vice-President shall, in the absence or disability of the President, perform the duties of the President. The Vice-President shall be a member of the Membership committee. The Vice-President shall maintain an updated membership list and inform the President of members added.

4. Secretary: The Secretary shall keep minutes of all the meetings of the members and of the Board of Directors, and shall perform such other duties as are incidental to the office. The Secretary shall give all notices required by law, resolution, or these by-laws.

5. Treasurer: The Treasurer shall have charge of the invoicing, receipt and deposit of funds, subject to the direction of the President. He/she shall cause the monies of the Association to be deposited in its name and shall be responsible for statements of the finances of the Association. From time to time, the treasurer shall make funds available for disbursement as authorized by the Executive Board. There are to be 2 signers from the Executive Board to sign checks. If the Treasurer is unavailable or disabled for some reason, co-signers would be appointment to fill in as signators. All Executive Board members shall be on the signature card held by the bank as well as the account holder: currently Lesley Bush.

6. Membership Chair: The Membership Chair will keep track of member’s dues and membership list. The Membership Chair is responsible for sending out reminder correspondence to members for dues payment. All members are responsible for bringing in new members.

7. Monthly Speaker Chair: The Speaker Chair schedules massage-industry relevant guests to address the group at monthly meetings. The chair is authorized to offer a speaker up to \$100 for their time. If a speaker requests more than \$100 then the decision must be approved by the Executive Board.

8. CEU Workshop Coordinator: The Coordinator is responsible for

9. Community Events Coordinator: The Coordinator is responsible for

10. Removal of Officer/Member: The Executive Board and members may, by vote, remove any officer, chair or coordinator from his/her capacity at a special meeting. Sufficient notice shall be sent ten days prior to such an action. 5 current standing Members can vote.

11. Vacancies: If any office is not filled, or becomes vacant by reason of death, resignation, disqualification, or removal from office, the Executive Board, by a 5 member vote, shall fill the vacancy, until the formal vote in April and officers are elected in May.

12. Powers: The Board of Directors shall have and exercise all of the power and authority granted by Washington State Law to this Association.

Article V

Committees

1. Authority of Committees: All committees shall report to the Executive Board on a monthly basis: all written reports become the property of the Association. Committee chairs and coordinators shall prepare a budget, when applicable, for approval of the Executive Board. No committee chair or coordinators shall represent, obligate or contract the Association without the prior consent of the Executive Board.

2. Membership Committee: The Membership Committee, headed by the membership chair, shall consist of not less than 3 members in good standing, including the Vice President. The Membership Committee shall be charged with the responsibility of recommending to the board and procuring members for the Association under the direction of the Executive Board.

Article VI

Meetings

1. Installation Meeting: The Installation Meeting shall be held in May, the date to be determined by the Executive Board. At this meeting, the installation of newly elected officers and a recap of the past year shall take place. The Treasurer and Membership Chair will deliver annual reports. A printed notice of this meeting will be sent by the secretary to all members, at least one month before the meeting.

2. Special Meetings: The President, Vice-President, or two members of the Executive Board may call the membership together for a Special Meeting at any time. All members must be notified via e-mail or phone at least 10 days prior to the meeting. The President, or a majority of the Executive Board, may call a special meeting of the Board providing that all members of the Board have been notified at least 48 hours prior to the meeting or directly after a regular meeting where a quorum (5 Members) is present.

3. Meetings: Meetings of the membership shall be held once each calendar month, the day, time and place to be decided by the membership.

4. Quorum: 5 Members in good standing constitutes a quorum for the transaction of business at any general meeting. When there is a Board Meeting all Board Members make up a quorum for the transaction of business at any Board Meeting. If a quorum is not present, no business involving expenditures of funds, official policy or membership, not previously noted for in the minutes, shall be transacted.

Article VII

Nominations and Elections

The officers and Board of Directors of this Association shall be nominated and elected as follows:

1. Nominations: In March the President will appoint a nominating committee. The committee shall be members who are not running for office. The outgoing Board should actively pursue replacements starting in January. Board Members should make themselves available to mentor replacements.

2. Nomination Meeting: A nomination meeting shall be held at the March meeting. At this meeting, nominations for all offices to be filled in the succeeding year will be presented.

3. Elections: The Election of Officers and Directors of the Association shall be held in April of each year with the date and place of such meeting to be determined by the Board of Directors. In the event of a tie, the matter shall be referred to the Executive Board for immediate resolution. The new Officers and Directors shall be installed at May's meeting.

4. Ballots: The official ballot shall state the office, candidates, and shall be distributed to all members via snail mail after the March meeting. Ballot will include a self addressed stamped envelope and is due back to Massage Network Solutions mail box by April 1st. The ballots shall be counted by any two members in good standing.

Article VIII

Finances

The Association shall use its funds only to accomplish the objects and purposes specified in the by-laws, and no part of said funds shall be distributed to the members of the Association except to pay any bona fide debt.

1. Fiscal Year: The fiscal year of the Association shall commence on the first day of October and end on the last day of September.

2. Authorization: Financial obligations, contracts or written proposals shall be entered into only by the **Authority of the Executive Board** and shall be signed by any two elected officers.

3. Bank Accounts: The Board of Directors may create, by resolution, such depository or depositories for the monies of the Association as it shall elect. All Disbursements of the Association shall be by check signed by the President and any one elected officer, except for minor items paid from a petty cash fund established and administered under such rules and regulations as the Board of Directors shall provide.

4. Withdrawals from Bank Accounts: Monies on deposit to the credit of the Association shall be withdrawn only by check signed by any two elected Officers.

5. Accounting: The Association shall have the books. Accounts and operations of the Association will be audited annually. Two elected Officers that are appointed by the President before Installation will perform the Audits.

5. Speakers: A speaker chosen from within the membership to address the group at a monthly meeting shall be compensated \$50. A speaker from outside the membership may be compensated \$100.

travel expenses to be discussed

Article IX

Amendment of By-laws

1. No amendment shall be put to vote, unless written notice, together with a copy of such proposed amendment or amendments, be sent to each member at least 30 days prior to a vote.
2. These By-laws may be amended at any regular or special meeting of the Association, at which a quorum is present, by the affirmative vote of 5 Members in good standing.

Article X

Dissolution

Upon dissolution of the Association, the assets of the Association shall be reduced to cash and distributed as follows:

1. The Association can be dissolved by a 5 member in good standing vote.
2. Secured indebtedness shall first be paid in accordance with the priority of the lien thereof.
3. Remaining indebtedness of the Association shall thereafter be paid or, if the funds are not sufficient, the amount available shall be ratably applied.
4. Any assets remaining after payment of the indebtedness of the Association shall be voted upon by 5 members in good standing to have an entity donate funds.

Article XI

Parliamentary Procedure

The Executive Board meetings and general meetings shall be conducted according to Robert's Rules of Order, most recently revised.

Article XII

Indemnification of Officers, Directors and Committee Members

Every Officer, Director and member of the committee of the Association shall be indemnified against all liabilities, civil and criminal, incurred in relation to his/her duties, including all reasonable expenses of defense.

Updated 5/15/2015