

2009 OMTA By-Laws Change Proposal Explanation Table

Boldface type indicates additions

Plain type indicates language currently in place

~~Strikethrough~~ type indicates removals.

OREGON MASSAGE THERAPISTS ASSOCIATION By-Laws	No changes
ARTICLE I Name The name of this association is the Oregon Massage Therapists Association, hereinafter referred to as OMTA.	No changes
ARTICLE II Purpose	No changes
This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions). The primary purposes of OMTA are:	Proposed addition per ORS guidelines.
<ul style="list-style-type: none"> •A. To support and develop massage professionalism •B. To maintain OMTA as a sound professional organization •C. To establish a credible political presence •D. To educate the public about massage •E. To foster a spirit of cooperation, community and an exchange of ideas and techniques among OMTA members 	Proposed change: remove bullets and add letters for consistent formatting
ARTICLE III Membership	No changes
Section 1. Classes and Voting There shall be two classes of membership of OMTA: voting and nonvoting.	Proposed addition per ORS guidelines.
A. Voting Members	Proposed changes per ORS guidelines and for

<p>Any current Oregon LMT whose membership dues are paid shall be entitled to all privileges of OMTA including voting in elections:</p> <ol style="list-style-type: none"> 1. Each voting member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or these By-laws. 2. Voting members are entitled to all benefits of OMTA. 	<p>clarity.</p>
<p>B. Non-Voting Members A non-voting member is any person or organization, not an LMT, whose membership dues are paid. Non-voting members shall be allowed a voice and committee membership but shall not be allowed to vote in elections or hold an elected office.</p> <ol style="list-style-type: none"> 1. Non-voting members shall be allowed a voice, subcommittee membership, and/or an appointed office. 2. Non-voting members who hold an appointed subcommittee position may vote within that subcommittee. 3. Non-voting members may have benefits as determined by the EC. 4. Non-voting members may not vote or hold an elected office. 	<p>Proposed changes per ORS guidelines and for clarity.</p>
<p>Section 2. Qualifications</p> <p>A. A person shall become a voting member of OMTA by:</p> <ol style="list-style-type: none"> 1. being an Oregon LMT, 2. paying OMTA membership dues, and 3. agreeing to abide by the OMTA Code of Ethics. <p>B. If Oregon does not require licensure for massage therapy, a person shall become a voting member of OMTA by:</p> <ol style="list-style-type: none"> 1. meeting the following requirements: <ol style="list-style-type: none"> a. held a current active massage therapy license when the state of Oregon terminated massage therapy licensure or b. can provide certification for 500 hours of massage therapy education 	<p>Proposed changes per ORS guidelines and for clarity. Should Oregon eliminate licensure, stipulations are made to allow OMTA to continue to have members and exists as an organization.</p>

<p>2. paying OMTA membership dues, and</p> <p>3. agreeing to abide by the OMTA Code of Ethics.</p> <p>C. A person or organization shall become a nonvoting member of OMTA by:</p> <p>1. paying OMTA membership dues, and</p> <p>2. agreeing to support the OMTA Code of Ethics.</p>	
<p>Section 3. Termination</p> <p>A. Membership may be terminated by the Executive Committee after giving the member at least 30 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the EC, orally or in writing, not less than five days before the effective date of the termination. The decision of the EC shall be final and shall not be reviewable by any court.</p>	<p>Proposed changes per ORS guidelines.</p>
<p>ARTICLE IV Membership Dues</p> <p>A. A full year's dues shall be paid upon joining OMTA. Renewals are due annually; and are prorated the second year based upon the member's joining date. The amount and date of renewal are is set by the Executive Committee (EC).</p> <p>B. Membership shall be considered expired if dues are not paid by the renewal date.</p> <p>C. In case of renewal after lapse of membership, the full fee for that calendar year is due.</p>	<p>Proposed changes per ORS guidelines and current OMTA procedures.</p>
<p>ARTICLE V Officers</p> <p>A. OMTA Officers</p> <ol style="list-style-type: none"> 1. President, Vice President, Secretary, Treasurer, Membership. These officers comprise the Elected Officers of the OMTA Executive Committee. 2. Associate EC Officers will be appointed by the Elected Officers of the EC. <p>B. Qualifications</p> <ol style="list-style-type: none"> 1. All Elected EC Officers shall be voting members of OMTA and must have a current LMT license. 	<p>Proposed changes reflect changes elsewhere and clarify. Officers must be current voting members (defined previously). The licensure clause is eliminated in case Oregon ceases licensure; however, EC officers must meet the criteria for voting membership outlined above. Associate officers cannot be organizations that join OMTA. An Annual Meeting is required by the State of Oregon. Changing "conference" to "meeting" clarifies that OMTA meets this requirement. Termination of EC officers was added per ORS requirements and at the request of the EC.</p>

2. Associate EC Officers shall be **an individual who is a** members of OMTA.

C. Terms

1. President and Vice President shall be elected by the membership for two-year terms beginning in even-numbered years. The Treasurer, Secretary and Membership shall be elected by the membership for two-year terms beginning in odd-numbered years.
2. Associate EC Officers shall be appointed by the Executive Committee for a length of term to be decided by the Executive Committee.
3. The Elected EC Officers shall begin their terms of office at the next Executive Committee meeting after the Annual **Meeting Conferenee**.

D. Vacancies

1. A vacancy in any office shall be filled by vote of a simple majority of the Elected Officers of the Executive Committee.

E. Termination

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

ARTICLE VI

General Membership Voting

A. General Voting Information

1. The general voting membership shall vote on election of officers, amendments to the By-Laws, and other issues referred by the Executive Committee.
2. Annual voting, including By-Laws changes and elections of officers shall occur in October at the direction of the Executive Committee.
3. Results will be tabulated by at least three members of the Executive Committee, with the results and totals posted on the OMTA website and published in the next issue of Touchstone.
4. Special elections may occur by mail, and the results shall be on the OMTA website and published in the next issue of Touchstone.

Addition of no voting by proxy per ORS guidelines for clarity.

<p>5. The Executive Committee shall establish and follow all voting procedures. 6. There shall be no voting by proxy.</p>	
<p>B. Election of Officers</p> <ol style="list-style-type: none"> 1. Nominations will open April 1. Job descriptions and notice shall be given on the OMTA website and in Touchstone. <ol style="list-style-type: none"> a. Nominations will close at the end of the Annual Meeting. b. If the Annual Meeting and a conference are run concurrently, the Annual Meeting shall be considered concluded at the end of the event. 2. All nominees will submit a biography, with the format to be published on the OMTA website and in Touchstone, following established OMTA guidelines. 3. Biographies of nominees and job descriptions will be prominently posted at the Annual Meeting conference. 4. The Vice President shall ensure that proper election procedures are followed. 	<p>Proposed changes to reflect consistency of phrasing with "annual meeting" to replace conference and for clarity.</p>
<p style="text-align: center;">ARTICLE VII Executive Committee</p> <ol style="list-style-type: none"> A. The five Elected Officers and the appointed Associate Officers who hold a current Oregon LMT license are current voting members of OMTA make up the voting members of the Executive Committee. They shall manage the functions of OMTA. B. The Executive Committee shall meet monthly. Executive Committee meetings, time, date and place shall be announced in advance on the OMTA website and in Touchstone. The minutes and the agenda will be sent according to EC Guidelines. C. A simple majority of the fixed number of Elected Officers of the Executive Committee shall constitute a quorum. A quorum is required in order to conduct business. D. A person may hold only one Elected EC position, but may hold multiple appointed positions. Each person, current voting member of OMTA, regardless of the 	<p>Proposed changes reflect possibility of loss of licensure. Clearly defines quorum. Clarifies voting procedures currently in place. Clarifies nonpayment of EC officers currently in place. Clarifies that EC must stay in communication via email (as is currently practiced). Clarifies current working structure of attending to time-sensitive business via email and phone without notice to general membership.</p>

<p>number of positions held, has only one vote.</p> <p>E. Elected Executive Committee Officers shall not receive salaries for any services specific to the duties of their elected position as described in their job description, but may be reimbursed for expenses related to Executive Committee services.</p> <p>F. The Executive Committee shall stay in regular communication via email.</p> <p>1. The Executive Committee can conduct time-sensitive business with a quorum at a special meeting through email or phone. without prior notification to the general membership.</p>	
<p style="text-align: center;">ARTICLE VIII Meetings</p> <p>A. All regular monthly Executive Committee meetings are open to all members. Executive sessions may be limited to EC Officers to discuss sensitive or ethical personnel matters.</p> <p>B. The OMTA Annual Meeting conference shall be held in October. The Annual Meeting may be held in concurrence with a conference and shall be considered concluded at the end of the event.</p> <p>C. Any special meeting of the members must be called within 30 days by the president, if requested, by no less than twenty-five percent of the voting members.</p> <p>D. Special meetings may be called by the president at a centralized location appropriate to the issues involved. Notice of meetings in person or via phone conference shall be given to the general membership of OMTA. Executive Committee Officers must be given notice of the special meeting describing the date, time, place, and purpose of the meeting, delivered personally or by telephone, by mail, or by email not less than two days prior to the special meeting.</p>	<p>Proposed changes reflect current practices and make consistent phrasing with annual meeting. Reflects requirements for notices of meetings.</p> <p><i>Note: a request was made to remove the required date for the annual meeting. The State of Oregon requires that a date be specified for the annual meeting in the by-laws of the organization, so this cannot be removed. The changes from "conference" to "meeting" will allow OMTA to hold a conference whenever they choose as long as an annual meeting is held in October. No format is specified, so the annual meeting can be held in any format: as an evening gathering or it could still be held in conjunction with conference as it is done now. This change means it is no longer required to be held with the conference. Furthermore, because elections are tied to the annual meeting (and no longer to conference specifically), this still keeps election format and timing the same, even if the conference is adjusted</i></p>
<p style="text-align: center;">ARTICLE IX Subcommittees and Task Forces</p> <p>A. The chairperson of each subcommittee and task force shall be a member of OMTA, shall be appointed by the president</p>	<p>Proposed changes reflect consistent formatting.</p>

<p>and shall report to the Executive Committee.</p> <p>B2.Members of subcommittees shall be chosen by the chairperson and approved by the Executive Committee.</p>	
<p style="text-align: center;">ARTICLE X Disciplinary Procedures</p> <p>Any violation of the OMTA Ethics Statement will be investigated by the Executive Committee who will have the authority to revoke membership.</p>	No changes.
<p style="text-align: center;">ARTICLE XI Fiscal Year</p> <p>The fiscal year of OMTA shall be from January 1 to December 31.</p>	No changes.
<p style="text-align: center;">ARTICLE XII Amendments to By-Laws</p> <p>A4. Any proposed amendment to these By-Laws must be submitted in writing at any in person Executive Committee meeting or via email a minimum of two days prior to any phone conference or in person Executive Committee meeting. Substantive proposed amendments shall be discussed at an Executive Committee meeting, distributed to all OMTA members on the OMTA website and in the next issue of Touchstone, and be voted upon by the entire membership.</p> <p>B2. All voting procedures will follow established OMTA guidelines as above in Article VI, General Membership Voting; Section A, General Voting Information.</p>	Proposed changes clarify how to submit future bylaws changes, make formatting consistent.
<p style="text-align: center;">ARTICLE XIII Appeals</p> <p>Twenty-five percent of the voting members may petition to appeal a decision made by the Executive Committee. The president shall then call a special meeting within 30 days for review of the appeal.</p>	No changes.
<p style="text-align: center;">ARTICLE XIV</p> <p>Indemnification This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or</p>	Proposed addition per ORS guidelines.

<p>officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.</p>	
<p style="text-align: center;">ARTICLE XV Distribution of Assets</p> <p>In the event OMTA is dissolved, any assets, personal or real property shall be distributed to creditors for application to any outstanding debt, obligations and liabilities of OMTA to the fullest extent possible. All remaining assets of OMTA shall be distributed to non-profit organizations by decision of the Executive Committee.</p>	<p>Proposed change of article number to reflect new article inserted.</p>
<p>Drafted - March 1985 1st revision - January 1994 2nd revision - April 1996 3rd revision - October 2000 4th revision - October 2001 5th revision - October 2003 6th revision - October 2009</p>	<p>Proposed change reflects date of approval should this be approved by the EC and membership.</p>

Please note that this document is explanatory in nature and formatting indicated is not reflective of the actual formatting proposed.