

**Article I - Name**

Section 1.0: Name: The name of the Association shall be the Reflexology Association of Ohio.

**Article II - Purpose**

Section 1.0: Purpose

- A. To establish doctrines that conform with an accepted legal and ethical standard in the practice of Reflexology.
- B. To promote members in the profession.
- C. To promote Reflexology to the public as a practice complementary to other health care professionals.
- D. To adopt eligibility standards for membership.
- E. To promote the scientific study of Reflexology.
- F. To promote continuing and ongoing education so that the membership may always derive direction to better health for clients and themselves.
- G. To encourage communication and cooperation among members.

**Article III - Goal**

Section 1.0: Goal

- A. To have an organization willing to advance the interest of its members in the professionalism and practice of Reflexology and to foster harmony and good will.

**Article IV - Membership**

Section 1.0: Members of the Association shall consist of Associate and Professional, Lifetime members in good standing.

- A. Certified Professional Reflexologist Membership (minimum of 200 hours of Reflexology training required).
  - a. Is open to a reflexologist certified by a non-profit, national certification board, or certified by a school or training program.
- B. Associate Membership
  - a. Is open to non-certified reflexologists, a student training in reflexology, or other interested person, agency, school or business.
- C. Lifetime Membership
  - a. Effective with the November, 2005 bylaw amendments, no future Lifetime Memberships will be offered. All Lifetime Memberships offered prior to the November, 2005 bylaw amendments will be grandfathered and will continue as Lifetime Members.

Section 2.0: Privileges and Restrictions

- A. Certified Professional Reflexologist Membership
  - a. May help set policy.
  - b. Use the logo in their business of Reflexology.
  - c. Receive newsletters.
  - d. Attend all functions of the Association and receive discounts on conference and Association sponsored events.

- e. Sit on committees.
- f. Vote on issues before the assembly.
- g. Hold office.
- B. Associate Membership.
  - a. May help set policy.
  - b. Use logo in their business of Reflexology.
  - c. Receive newsletters.
  - d. Attend all functions of the Association and receive discounts on conference and Association sponsored events.
  - e. Sit on committees.
- C. Lifetime Membership
  - f. May help set policy.
  - g. Use the logo in their business of Reflexology
  - h. Receive newsletters.
  - i. Attend all functions of the Association and receive discounts on conference and Association sponsored events.
  - j. Sit on committees.
  - k. Vote on issues before the assembly.
  - l. Hold office.
  - m. Be exempt from dues.

#### **Article V - Dues**

##### Section 1.0: Dues

- A. The Board members shall review the membership dues annually and suggest proposed adjustments.
- B. Notification of any changes will be by mail at least six weeks prior to the proposed changes for the action of the membership.
- C. Dues for Certified Professional Reflexologist memberships are currently \$35.00 per year. The year runs from July 1 through June 30 of the following year.
- D. Dues for the Associate Reflexologist memberships are currently \$25.00 per year. The year runs from July 1 through June 30 of the following year.
- E. June 1 through June 30 is the renewal time for dues. If the Association has not received a member's dues by June 30, the member will no longer be in good standing with the Association and all benefits and privileges will cease, except that a second notice shall be sent and a 30 day grace period will be given during which time the member may reclaim their status.
- F. Dues received by December 31 of the year will be paid at the full rate. Any membership dues for first time members received January 1 of the year or subsequent will be at half rate.

#### **Article VI – Officers**

##### Section 1:0: Officers

The officers of the Association shall be President, Vice President, Secretary and Treasurer. These officers shall perform duties prescribed by these bylaws.

Section 2.0: Duties of Officers:

A. President

- a. Shall be the chief administrative officer of the Association.
- b. Preside at all state functions and meetings of the board.
- c. Appoint a majority of all standing or special committees and fill vacancies subject to board approval unless otherwise provided for in these Bylaws.
- d. Monitor and assist in the coordinating efforts between committees and/or officers of the Association.
- e. Make an appointment to fill a vacancy subject to approval by the Board unless otherwise provided for in these Bylaws.
- f. Shall appoint a correspondence secretary to keep record of all correspondence, send out notices of meetings, membership, certificates, and other pertinent information.

B. Vice President

- a. Shall act in all functions in the absence of the President.
- b. Appoint a minority of all committees as called for and subject to in these Bylaws.

B. Secretary

- a. Shall take the minutes and record such proceedings as legally warranted.
- b. Keep the Association's official membership roll and call the roll where it is required.
- c. Maintain record books in which the Bylaws, minutes, special rules, and their amendments are properly recorded.

C. Treasurer

- a. Shall receive all moneys.
- b. Keep a record of the Association expenditures.
- c. Assist the auditing committee in their endeavor.
- d. Prepare and present current reports for presentation as requested by any member.

## **Article VII – Board of Directors**

Section 1.0: Composition:

- A. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and two Directors. Shall always follow this directive as here stated to wit: Shall conduct the ordinary business of the Association in addition to the biannual meetings. The Board of Directors shall obtain sanction and ratification from the membership at the biannual meetings on issues or policies of controversial nature or expenditures major to the Association's ordinary conduction of business.
- B. Board member may be dismissed after due process exhibits to the board a reasonable and just cause.
- C. Shall assist any and all in the business of the Association.

Section 2.0: Eligibility for Election to the Reflexology Association of Ohio Directors. All Board members must be in good standing. In addition, he/she must:

- A. Be a qualified Professional member of the Association with a minimum of one (1) year membership.
- B. Be a citizen and reside in the United States when serving on the Board.

Section 3.0: Manner of Election:

- A. Shall be by a secret ballot at the end of the Association's fiscal year, which is the Biannual Convention.
- B. Take office July 1 and hold office (for a two year term) until June 30 of the second year, and/or or until new officers are elected and installed.
- C. Position of President, Secretary, (appointed Director and appointed Correspondence Secretary) to be elected/appointed in even-numbered years and to hold office for two years.
- D. Position of Vice President, Treasurer, (appointed director) to be elected/appointed in odd-numbered years and to hold office for two years.
- E. No elected officer may hold more than one office at the same time or serve more than three consecutive terms in the same office.
- F. Board terms shall commence immediately or on the effective date of the renewal year (July 1) or whichever date is the latter.

Section 4.0: Immediate Past President. The Immediate Past President is not an elected Board member and shall not have a vote on issues before the Board. The Immediate Past President shall act as an advisor to the Board.

Section 5.0: Powers and Responsibilities. The Board of Directors shall have all powers and responsibilities necessary and appropriate for the administration of the affairs of the Association and may do all acts not prohibited by law, the Articles of Incorporation or these Bylaws. These powers specifically include the power to establish such working committees as may be necessary to carry out the Purpose and Goals of the Association. The Board of Directors shall be responsible to the members.

Section 6.0: Exception to the Quorum. Every act or decision made by a quorum, majority of the members, of the Board shall be regarded as the act of the Board of Directors, except for the adoption or revocation of a plan of merger or consolidation, voluntary dissolution, bankruptcy, or reorganization, or for the sale, lease or exchange of all or substantially all of the property and assets of the organization otherwise than in the usual and regular course of its business, each of which shall require the approval of two-thirds (2/3) of the authorized number of Directors of the Association.

Section 7.0: Vacancies. A vacancy on the Board shall exist on the occurrence of the following:

- A. The death or resignation of any Board member;
- B. By resolution of the Board when a Board member has missed two (2) consecutive meetings or four (4) meetings in any 12 month period;
- C. Vote of two-thirds of the voting members to remove a Board member;
- D. An increase in the authorized number of Board members; or
- E. The failure of the members to elect the required number of Directors.

Section 8.0: Filling a Vacancy. A vacancy on the Board may be filled by a consensus of the remaining Board members.

- A. Any vacancy shall be filled within 60 days that the position became vacant.

- B. Any Board member shall hold office until the expiration of the term of office of his/her predecessor.

Section 9.0: Resignation. Any Board member may resign upon giving thirty (30) days written notice to the President of the Board unless the notice specifies a later time for the resignation to become effective. If the resignation of a Board member is effective at a future date, the Board of Directors may appoint a successor to take office when the resignation becomes effective. In any case, the Board member shall be responsible for fulfilling any commitments to the Board, completing any projects, and/or training his/her successor.

Section 10.0: Removal and Replacement. A member of the Board of Directors may be removed from membership on the Board by a two-thirds (2/3) vote of the remaining Board members if he/she fails to attend any two (2) consecutive meetings or four (4) meetings in a year, or if he/she fails to otherwise actively participate as a member of the Board. The Board of Directors shall be empowered to determine that a member's attendance or participation is such as to warrant removal, and shall act to remove the member in accordance with such determination.

Section 11.0: Meetings of the Board.

- A. May be called for by any Board member, and
- B. In addition to regular meetings, where at least (4) (2/3 of the Board members) must attend. Board members must confirm that they will attend. If they do not confirm, the meeting cannot be held except in an emergency. If they confirm, but do not attend, the business can be conducted even if just two members attend.
- C. Structural Board Meeting. At the time of each biennial meeting/conference of the members, the Board of Directors shall hold a meeting for the purpose of organization, election of officers of the Association and the transaction of other business.
- D. Regular meetings and Special meetings of the Board of Directors may be held at any place within Ohio as designation by resolution of the Board. Any meeting, regular or special, may be held by telephone conference or through other communication devices, so long as all Board members participating in the meeting can hear one another or effectively communicate with one another. Then all Board members shall be deemed to be present in person at the meeting.
- E. Action at the Meeting. Every act or decision made by a quorum of the Board shall be regarded as an act of the Board of Directors, except as noted in Article VII, Section 6.
- F. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall consent to that action. Such action shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 12.0: Fee and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as determined by resolution of the Board of Directors.

### **Article VIII – Committees**

Section 1.0: Committees. The purpose of a committee is to carry out specific duties that have been assigned to it by the Board. Standing committees and special committees shall be formed to address professional and/or Association issues as determined by consensus of the Board of Directors. When any committee is found unnecessary, the Board has the power to disband it. The Association shall have such standing and special committees as determined by the Board with each consisting of one Board of Director.

Section 2.0: Standing Committees:

- A. Activities
- B. Fundraising
- C. Legislation
- D. Membership
- E. Newsletter
- F. Publication Outreach
- G. Website
- H. Regional

Section 3.0: Composition of Committees. Any professional member in good standing may join or chair a committee. The President shall appoint a committee chairperson based on the qualifications of the individuals that either are nominated or volunteer. Each committee has complete freedom to develop a structure and procedures that will enable it to accomplish its tasks. The chairperson is responsible for maintaining written records of proceedings and correspondences and for providing formal committee reports to the Board of Directors. Decisions, as recommendations, of the committee shall be presented to the Board of Directors for consideration. No committee shall bind the Association in a contract or agreement or expend Association funds, unless authorized to do so by the Board of Directors in order to fulfill its task.

Section 4.0: Meetings and Action of Committees. Meetings and actions of all committees shall be governed by, held and taken in accordance with the bylaws. Minutes, or a synopsis as a general statement of the proceedings shall be kept of each meeting of any committee, these and or any specific committee status reports requested by the President or Board of Directors shall be filed with the Association's records.

### **Article IX – Records and Reports**

Section 1.0. Maintenance and Inspection of the legal documents and Bylaws. The Secretary of the Association shall keep the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members by appointment.

Section 2.0. Upon written request to the Secretary, any member may review the proceedings of the Association at such reasonable time as determined by the Recording Secretary. A reasonable charge may be assessed for the costs associated with complying with such a request.

Section 3.0. Reports. The Board shall cause an annual report to be sent to all Directors and members of the Association within 120 days after the end of the Association's fiscal year containing the following information:

- A. The assets and liabilities at the end of the year;
- B. The principal changes in assets and liabilities during the fiscal year;
- C. The revenues or receipts of the Association during the fiscal year;
- D. The expenses or disbursements of the Association during the fiscal year; and
- E. Reports from the Standing Committees.

The report shall be accompanied by any pertinent report of an independent accountant. If there is no such certified audit report, an authorized officer of the Association or the accounting agency shall certify that such statements were prepared without audit from the books and records of the Association.

### **Article X - Meetings**

Section 1.0: Meetings.

- A. The State of Ohio will be divided into sections to be known as regions. Meetings of the region will be determined by each individual region chairperson.
- B. The Association shall have biannual meetings during the year to be determined by the board for specific date and place and the fiscal year end meeting shall be termed a Convention.

Section 2.0 Meeting Format

- A. The Board of Directors shall determine the protocol to be used during meetings as long as they are consistent with these Bylaws and any special rules of order the Association may adopt.

### **Article XI**

Section I – Amendment of Bylaws

- A. These Bylaws may be amended by a two-thirds vote of the responding members provided that the amendment has been submitted in writing six weeks in advance by mail to every member prior to response deadline.

Last amended 11/13/2005