



NCBTMB Bylaws

Approved: May 5, 2009

BYLAWS OF THE NATIONAL CERTIFICATION BOARD FOR THERAPEUTIC MASSAGE AND BODYWORK, INC.

Article I. NAME

1.1 Name. The name of this corporation is the National Certification Board for Therapeutic Massage and Bodywork, Inc. (NCBTMB).

Article II. OFFICES

2.1 Offices. The principal office of NCBTMB shall be located in Oakbrook Terrace, Illinois. NCBTMB shall have other offices at such other places as the Board of Directors (Board) may from time to time designate or as the business of NCBTMB may require.

Article III. PURPOSE

3.1 Purpose. NCBTMB is organized for the purpose of fostering high standards of ethical and professional practice in the delivery of services through a recognized, credible credentialing program that assures the competency of practitioners of therapeutic massage and bodywork and protection of the public.

Article IV. LIMITATIONS

4.1 Limitations. NCBTMB is a private, nonprofit, tax-exempt, autonomous, non-member voluntary credentialing organization. No part of the net earnings of NCBTMB shall inure to the benefit of, or be able to be distributed to, its directors, officers, or other private persons, except that NCBTMB shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, above. NCBTMB shall not engage in any activities relating to election campaigns for candidates seeking political office.

Article V. CERTIFICANTS

5.1 Qualifications of Certificants. Holders of an active NCBTMB credential (Certificants) must have successfully completed the NCBTMB administered certification process and must be in good standing with NCBTMB. Certificants are not members of NCBTMB as the term "member" is defined under the Virginia Nonstock

Corporation Act (Act). In connection with certification or recertification, NCBTMB shall promptly issue certificates to Certificants, setting forth the NCBTMB credential designating them as nationally certified by NCBTMB.

5.2 Credential. Any credential issued by NCBTMB is the property of NCBTMB and may be revoked by NCBTMB as determined by NCBTMB. In such event, any former credential holder shall no longer be deemed to be a Certificant and shall be required to return all certificates containing the NCBTMB credential to NCBTMB.

Article VI. BOARD OF DIRECTORS

6.1 Composition. The Board shall be comprised of the following members (Directors):

6.1.1 Voting members: Except as otherwise provided herein, the Board of Directors shall be comprised of nine (9) voting members, seven (7) of which may include any of the following: practitioners of therapeutic massage and/or bodywork; researchers, educators, or others who contribute professionally to the field of therapeutic massage and/or bodywork; therapeutic massage and/or bodywork school owners or administrators; or employees or members of government regulatory agencies or boards that regulate the practice of therapeutic massage and/or bodywork. There shall be at least one (1), but no more than two (2) 'public members' representing the interests of the public. The composition of the Board may be further defined by accreditation or the policies and procedures (Policies) maintained by NCBTMB. The nine (9) members of the Board are referred herein, from time to time, as Directors.

6.1.2 Nonvoting members: The CEO shall serve on the Board of Directors as ex-officio, without vote.

6.2 Qualifications. No Director shall hold a national level office in another competing therapeutic massage and/or bodywork professional or trade organization. Directors, except for the public member(s), must: 1) be credentialed by NCBTMB for a minimum of three (3) years, 2) have a minimum of five (5) years experience in the profession of therapeutic massage and/or bodywork, and 3) meet the requirements of being a Director as established in the Policies, as may be amended from time to time. A Director who is a public member shall not be a Certificant or a practitioner of therapeutic massage and/or bodywork within three (3) years of election, and shall have no material financial interest in the field of therapeutic massage and/or bodywork.

6.3 Nominations. The Nominations Task Force (NTF) of the Leadership Development Committee shall release a Call for Nominations for candidates for the Board from among all NCBTMB Certificants. This Call for Nominations for candidates for the Board shall be sent out no later than sixty (60) days before the stated date by which an application for candidates for the Board must be received by NCBTMB. The Call for Nominations also shall announce nominations for any 'public member' candidates being sought. The NTF shall make every effort to assure that the slate contains candidates who are fully qualified to sit on the Board.

6.4 Election Process. The election of Directors shall be held by secret mail or secure electronic ballot in accordance with NCBTMB's Election Policies & Procedures. Eligible voters shall be all Certificants. Directors shall be elected by a plurality of votes cast. As permitted by the Act, this Section 6.4 shall constitute a Director Agreement concerning the manner of selection of Directors.

6.5 Terms of Office. The full term of office for Directors shall be four (4) years beginning at the Annual Meeting at which they are seated. The term of a Director may not be reduced, except as specified by these Bylaws. No Director shall serve more than two (2) full consecutive terms.

6.6 Vacancies. In the case of a vacancy of a Director, the Board shall appoint a successor who meets the qualifications set forth in Section 6.2 . A Director so appointed (Appointed Director) promptly shall take office, and shall serve until the end of the predecessor's term. An appointment to fill an unexpired term will be considered a full term if the appointment is for fifty percent (50%) or greater of the unexpired term. An appointment to fill an unexpired term will not be considered a full term if the appointment is for less than fifty percent (50%) of the unexpired term.

6.7 Removal. The Board, only by two-thirds vote of the voting Directors, may remove any Director for cause, as established in the Policies, as may be amended from time to time, as determined by the Board in its reasonable opinion. A Director will continue to serve until removal or resignation.

6.8 Resignation. A Director may resign at any time by submitting a written resignation to the Chair of the Board (Chair).

6.9 Authority and Responsibility of the Board of Directors. The Board shall have full supervision, control, and direction of the affairs and activities of NCBTMB, including without limitation its committees, including Standing Committees, subcommittees, task forces and panels (Volunteer Workgroups). The Board shall determine policies and procedures, including the Policies, and all amendments thereto. The Board may adopt such rules and regulations for the conduct of its business as it deems advisable.

Article VII. MEETINGS

7.1 Annual Meeting. Each year, the annual meeting of the Board (Annual Meeting) shall be the first (1st) meeting of the Board in each calendar year, and shall be designated as the Annual Meeting. All actions taken by the Board at the Annual Meeting shall require a majority vote of those Directors voting at which a quorum is present.

7.2 Regular Meetings. Regular meetings of the Board (Regular Meetings) shall be held as determined by the Board. All actions taken by the Board at Regular Meetings shall require a majority vote of those Directors voting at which a quorum is present.

7.3 Special Meetings. Special meetings of the Board (Special Meetings) may be called with adequate notice by the Chair or a majority vote of the Board. Notice shall include the date, time and nature of business to be conducted. No other business

shall be transacted except that mentioned in the notice of the special meeting or agreed to by a majority vote of the Board at such meeting. All actions taken by the Board at Special Meetings shall require a majority vote of those Directors voting at which a quorum is present.

7.4 Meetings by Telephone Conference. Regular Meetings and Special Meetings of the Board may be conducted by telephone conference or such other means of communication as are permitted by the Act. Should an item of business need immediate attention and action by the Board, a telephone conference may be called without previous notice to the Directors, so long as all Directors have been contacted as soon as reasonably possible prior to the telephone conference.

7.5 Quorum. Attendance by two thirds (2/3) of the current Board, either in person or by telephone, or as otherwise permitted by the Act, shall constitute a quorum for the conduct of business at the Annual Meeting, Regular Meetings and/or Special Meetings.

7.6 Unanimous Written Consent. The Board may vote and take action on any matter permitted by these Bylaws without a meeting, provided that such vote is done by ballot by mail, facsimile or e-mail and further provided that such vote is the unanimous vote of the entire Board.

7.7 Proxies. Voting by proxies shall not be permitted.

Article VIII. OFFICERS

8.1 Officers. Officers of NCBTMB shall be: (1) Chair; (2) Chair-Elect; (3) Treasurer; and (4) Secretary.

8.1.1 Chair. The Chair shall preside at all meetings of the Board, and shall perform such other duties as are set forth in the Policies and as are permitted by the Act. The Chair shall be the primary spokesperson for the Board and NCBTMB. Except as otherwise set forth in these Bylaws, the Chair shall be an ex-officio member of all Volunteer Workgroups with the exception of the Nominations Task Force.

8.1.2 Chair-Elect. In the absence of the Chair, the Chair-Elect of the Board (Chair-Elect) shall perform the duties of the Chair. The Chair-Elect shall perform such other duties as from time to time may be assigned by the Chair.

8.1.3 Treasurer. The Treasurer of the Board (Treasurer) shall supervise and be responsible for the financial affairs of NCBTMB and shall make and present a financial report at the Annual Meeting and the Regular Meetings, or when called on by the Chair. The Treasurer shall perform all the duties as are described in the Policies and as may be assigned by the Board. The Treasurer shall serve as Chair of the Finance Committee. At the Board's request, the Treasurer shall furnish, at the expense of NCBTMB, a fidelity bond, approved by the Board, in such sum as the Board shall prescribe. At the expiration of the

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Treasurer's term, the Treasurer shall deliver to his/her successor or in the absence of a successor to the Chair, all financial records and other property.

8.1.4 Secretary. The Secretary of the Board (Secretary) shall keep the minutes of the meetings of the Board and shall perform such duties as are described in the Policies.

8.2 Nominations and Elections. Officers shall be elected at the last Regular Meeting of the year from the current members of the Board. Public members and Appointed Directors shall be ineligible to run for the office of Chair-Elect. Directors whose second full term on the Board will expire before the next Annual Meeting are ineligible to run for any Officer position. Elections shall be by written ballot and, provided that a quorum is present, the majority of the ballots cast shall elect each officer position. In the event of a tie on the first ballot, run-offs between candidates in contention shall be conducted until a majority vote is achieved.

8.3 Term of Office. The term of office for each officer shall begin at the Annual Meeting and shall be as follows:

8.3.1 Chair. The Chair shall serve a two (2) year term.

8.3.2 Chair-Elect. The Chair-Elect shall serve a two (2) year term. At the end of the term, the Chair-Elect automatically shall become Chair. A Director may not be elected Chair-Elect after the first year of the second (2nd) consecutive term as a Director.

8.3.3 Treasurer. The Treasurer may serve no more than two (2) consecutive one (1) year terms in office.

8.4 Vacancies. If the office of Chair becomes vacant, the Chair-Elect shall become Chair for the unexpired portion of the term of the Chair and shall continue through the Chair-Elect's elected term as Chair. If the office of Chair-Elect becomes vacant, the Board shall hold an election at the next Board meeting. If the office of the Chair and Chair-Elect are vacant at the same time, the Treasurer shall serve as acting Chair until the offices of the Chair and Chair-Elect are filled by the Board at the next Board meeting. In such event, the newly elected Chair and Chair-Elect shall serve the remainder of the then existing terms of office and the Chair-Elect subsequently shall become the Chair in accordance with these Bylaws. If the offices of the Treasurer and/or Secretary become vacant, the Chair shall appoint a qualified officer to fill the vacancy until the next Board meeting. The newly elected Treasurer shall serve the remainder of the then existing term of office. Each officer's term shall terminate upon the later of the expiration of the term or until such officer's successor is appointed.

8.5 Removal. The Board, only by two-thirds vote of the voting Directors, may remove any officer for cause, as determined by the Board in its reasonable opinion.

8.6 Resignation. An officer may resign at any time by submitting a written resignation to the Chair. Such resignation will be from the officer position only.

Article IX. FINANCE

9.1 Fiscal Year. The fiscal year shall begin on the first day of January and end on the last day of December.

9.2 Budget. In advance of the next fiscal period, the Board shall adopt an annual operating budget covering all activities, which may be revised during the fiscal year, as deemed appropriate by the Board.

9.3 Audit. The financial accounts shall be audited not less than annually by an independent certified public accounting firm who shall provide a written report to the Board through the Finance Committee. The independent certified public accounting firm shall be selected by the Finance Committee and such selection must be approved by the Board.

9.4 Financial Reports. Monthly and annual financial reports shall be furnished to the Board by the Treasurer or authorized designee.

Article X. COMMITTEES AND VOLUNTEER WORKGROUPS

10.1 Standing Committees. Standing committees are formed by the Board and have continuing duties and/or responsibilities to consider and/or act on in certain matters related to the purposes of NCBTMB. Standing committees shall be:

10.1.1 Executive Committee. The Executive Committee is authorized to oversee the business of NCBTMB on behalf of the Board, consistent with the directives of the Board. The Executive Committee shall (a) review and approve an annual budget to be presented to the Board for adoption; (b) select an independent certified public accounting firm to conduct an annual independent audit of NCBTMB; (c) develop and present to the Board for adoption policies regarding the financial management of NCBTMB; and (d) other duties as assigned by the Board or the Chair. The Executive Committee shall be comprised of the Chair, Chair-Elect, Treasurer, and the Secretary/CEO. The CEO shall serve ex-officio without vote. The voting members of the Executive Committee shall assume office immediately, and shall hold office until the expiration of their term as an officer, or until their successors are elected.

10.1.2 Leadership Development Committee. The Leadership Development Committee shall develop and implement plans and procedures for the management, training, retention and recruitment of volunteers for leadership and member positions on the Board, committees, subcommittees, panels, and task forces. The Chair of the LDC will appoint a chair of the Nominations Task Force to perform duties as illustrated in 6.3. The composition of the Leadership Development Committee shall be as set forth in the Policies as the same may be amended from time to time.

10.1.3 Examination Development Committee. The Examination Development Committee shall be responsible for the development and construction of valid

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national certification examinations. The composition of the Examination Development Committee shall be as set forth in the Policies as the same may be amended from time to time.

10.1.4 Approved Provider Committee. The Approved Provider Committee shall provide input on the approval of continuing education providers, conduct a quality assurance program for approved providers, and offer subject matter expertise on issues impacting recertification. The composition of the Approved Provider Committee shall be as set forth in the Policies as the same may be amended from time to time.

10.1.5 Ethics and Standards Committee. The Ethics and Standards Committee shall enforce NCBTMB's Code of Ethics and Standards of Practice in order to protect the public against unprofessional and unethical conduct by certificants and applicants. The composition of the Ethics and Standards Committee shall be as set forth in the Policies as the same may be amended from time to time.

10.1.6 Government Relations Committee. The Government Relations Committee shall be responsible for advocating the mission, goals and values of NCBTMB to legislative and regulatory groups, and to other stakeholders. The composition of the Government Relations Committee shall be as set forth in the Policies as the same may be amended from time to time.

10.1.7 School Outreach/Advocacy/Performance Committee. The School Outreach/Advocacy/Performance Committee shall be responsible for advocating the NCBTMB certification examinations to massage therapy and bodywork schools, provide schools with information related to NCBTMB policies and procedures, and provide schools with aggregate information about the performance of candidates who graduated from schools. The composition of the School Outreach/Advocacy/Performance Committee shall be as set forth in the Policies as the same may be amended from time to time.

10.1.8 Eligibility Committee. The Eligibility Committee shall be responsible for ensuring that the eligibility requirements for NCBTMB examinations are designed to aid the NCBTMB in fulfilling its mission. The Eligibility Committee shall be as set forth in the Policies as the same may be amended from time to time.

10.2 Other Volunteer Workgroups. In addition to the standing committees, the Board may appoint other Volunteer Workgroups to accomplish NCBTMB's purposes.

10.2.1 Selection of Chair of Volunteer Workgroups. The Chair shall select the chairperson of each committee, provided that the Chair notifies the Board of each such selection. The chairperson of each committee shall select the chairperson of each task force, subcommittee and panel that is created by, or serves, the committee of such chairperson, provided that such chairperson notifies the Chair of each such selection. The Chair shall select the chairperson of each task force and panel that is independent of any committee or subcommittee, provided that the Chair notifies the Board of each such

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selection. Notwithstanding anything set forth in this Section 10.2.1 to the contrary, the chairperson of the Nominations Task Force of the Leadership Development Committee, shall be selected by the chairperson of the Leadership Development Committee, with the approval of the Board.

10.2.2 Selection of Members of Volunteer Workgroups. Except as set forth elsewhere in these Bylaws, the chairperson of each committee shall select the members of each committee, provided that the chairperson notifies the Chair of each such selection. The chairperson of each task force, subcommittee and/or panel which is not independent of any committee shall select the members of his or her respective task force, subcommittee and panel, provided that such chairperson notifies the chairperson of the applicable committee. The chairperson of each task force and panel that is independent of any committee or subcommittee shall select the members of each such task force and panel, provided that such chairperson notifies the Chair of each such selection.

10.2.3 Removal of Chair of Volunteer Workgroups. The Chair may remove the chairperson of each committee, provided that the Chair notifies the Board of each such removal. The chairperson of each committee may remove the chairperson of each task force, subcommittee and panel that is created by, or serves, the committee of such chairperson, provided that such chairperson notifies the Chair of each such removal. The Chair may remove the chairperson of each task force and panel that is independent of any committee or subcommittee, provided that the Chair notifies the Board of each such removal. Notwithstanding anything set forth in this Section 10.2.3 to the contrary, the chairperson of the Nominations Task Force of the Leadership Development Committee may be removed by the chairperson of the Leadership Development Committee, with the approval of the Board.

10.2.4 Removal of Members of Volunteer Workgroups. Except as set forth elsewhere in these Bylaws, the chairperson of each committee may remove the members of each committee, provided that the chairperson notifies the Chair of each such removal. The chairperson of each task force, subcommittee and/or panel which is not independent of any committee may remove the members of his or her respective task force, subcommittee and panel, provided that such chairperson notifies the chairperson of the applicable committee. The chairperson of each task force and panel that is independent of any committee or subcommittee may remove the members of each such task force and panel, provided that such chairperson notifies the Chair of each such removal.

Article XI. CHIEF EXECUTIVE OFFICER

11.1 Chief Executive Officer. The CEO shall be designated by the Board and shall manage the routine and administrative and business functions of the Board and shall perform the duties as described by the Board. The CEO shall function as the Secretary. If for some reason the CEO is unable or unwilling to perform the duties of the office, the CEO shall be replaced by a person designated by the Chair with

approval of the Board. The CEO shall be an ex-officio member of all Volunteer Workgroups with the exception of the Nominations Task Force.

Article XII. NON-DISCRIMINATION POLICY

12.1 Non-Discrimination Policy. NCBTMB and its Board, staff and volunteers shall not discriminate against any person on the basis of race, color, gender, age, sexual orientation, ethnicity, national origin, religion, disability, or marital status as defined and prohibited by law.

Article XIII. GOVERNANCE

13.1 Rules of Order. *Robert's Rules of Order*, most recent edition, shall be the parliamentary authority for the conduct of all meetings of the Board, committees, subcommittee and task forces, except as otherwise provided in these Bylaws.

13.2 Authority. No Director, employee, volunteer, consultant or contractor of NCBTMB may act on behalf of the Board or hold himself or herself out to the public as authorized to act on behalf of the Board without the express written consent of the Board.

Article XIV. AMENDMENT OF BYLAWS

14.1 Amendment of Bylaws. These Bylaws may be amended at any meeting of the Board by a two-thirds (2/3) vote of the Board, provided that all Directors have been given thirty (30) days advance notice of the meeting and such notice shall contain a copy of the proposed amendment. Alternatively, these Bylaws may be amended without notice and without a meeting of the Board by the unanimous written consent of the Board, as set forth in Section 7.6 of these Bylaws.

Article XV. INDEMNIFICATION

15.1 Indemnification. Any individual who was or is a party or is threatened to be made a party of any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was serving as a Director or is or was a member of a Volunteer Workgroup to the maximum extent permitted by, and in the manner provided by, the Act, shall be indemnified by NCBTMB against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and reasonably believed that he or she acted in the best interest of NCBTMB.

Article XVI. DISSOLUTION

16.1 Dissolution. No part of the net earnings of NCBTMB shall inure to the benefit of, or be distributable to its Directors or officers, or any other private persons or individuals, except that NCBTMB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

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furtherance of its purposes. Upon dissolution of NCBTMB, the Board shall, after paying or making provision for the payment of all liabilities of NCBTMB, dispose of all assets, exclusively for, and consistent with, the purposes of NCBTMB in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine.