



## **Bylaws of the Washington Reflexology Association (WRA)**

### **Article I – Name**

The name of this organization shall be the Washington Reflexology Association, herein referred to as the Association or WRA.

### **Article II – Mission Statement and Goals**

#### **Section 1.0. Mission Statement of the Association.**

Our mission is to promote excellence and professionalism in the practice of reflexology in the state of Washington. We accomplish this by providing member support through mentorship, idea exchange, network and referral systems, and promotion of education and certification. As members of this professional association, we promote public awareness and act as a resource for local, national and international reflexology information.

**Section 2.0. Goals of the Association.** In order to fulfill the Mission of the Association, the goals include, but are not limited to:

- A. Establishing standards and ethics by:
  1. Maintaining a code of ethical behavior,
  2. Developing and maintaining a grievance process; and
  3. Developing and maintaining a system of full and fair disclosure of professional practice.
- B. Providing vehicles for the dissemination of information and a forum for professional dialogue, creating an open and respectful environment for communication among professional reflexologists.
- C. Acting as a support structure for reflexologists in Washington.
- D. Monitoring and acting upon state legislation and laws involving reflexology.
- E. Maintaining an awareness campaign to educate the public about reflexology and its benefits.

### **Article III – Membership**

**Section 1.0. Membership.** Members of the Association shall consist of Associate and Professional Level members in good standing, and elected or appointed Directors.

**Section 1.1. Membership Eligibility.** The WRA is open to all practitioners and students regardless of educational program as well as those who wish to support the growth and development of the field.

**Section 2.0. Membership Levels.** There shall be two (2) classes of membership: Professional and Associate, within which shall be included the special category of Charter Member for founding members in good standing.

- A. Professional Membership Level is open to a reflexologist certified by the state of Washington Department of Health. Professional Membership Level is also open to a Licensed Massage Therapist (LMT) who has completed a minimum of 90 reflexology-specific training hours.
- B. Associate Membership is open to non-certified reflexologists not meeting the Professional member level standards, a student training in reflexology, a client or other interested person, an agency, a school, a business, a manufacturer, state association, or any other entity concerned about, and desiring to support the growth and development of the field of reflexology in Washington.
- C. In addition to their Professional or Associate Level status, the special classification of Charter Member shall be honored and maintained for founding members who joined the Association during the first two years of its existence (1997-1999), and who have remained members in good standing ever since at the Professional and/or Associate Level.

**Section 3.0. Membership Privileges.**

- A. Professional Members may take part in all business, hold office, and shall have one (1) vote on issues presented to them to be voted upon, and other privileges as put forward by the membership and approved by the Board.
- B. Associate Members may voice their opinions, but do not have the right to vote or hold office, and shall be entitled to other privileges as put forth by the membership and approved by the Board.
- C. In addition to the privileges in accordance to their membership level, Charter Members in good standing receive 10% off all WRA sponsored events.

**Section 4.0. Membership Year.** Membership shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of each year.

## **Article IV - Dues**

**Section 1.0. Dues.** The Association dues shall be set by the Board of Directors.

**Section 1.1. Dues Pro-ration.** Deleted Section per 2014 Member Ballot.

**Section 1.2. Membership Renewal Notices.** Membership renewal notices will be sent to each WRA member by June 30<sup>th</sup>. If dues have not been received by August 31, the member will no longer be in good standing and all rights and privileges shall cease.

## **Article V – Members’ Meetings**

**Section 1.0. Place of Meetings.** Meetings may be held at any place within Washington State as designated by the Board of Directors.

**Section 1.1. Meetings.** Regular meetings of the Association shall be held not less than quarterly unless otherwise ordered by the Board of Directors. In the event that a meeting is not possible or warranted, any necessary voting shall be conducted by mail and/or email. When members are to take action by mail, members will be allowed fifteen (15) business days in which to respond to such a request for a vote.

**Section 1.2. Annual Meeting of Members.** The final member's meeting of the year shall serve as the Annual Meeting of the Members for the purpose of reviewing the previous year's activities, discussing the Association's action plan for the coming year, and transacting such other business as may properly come before the Meeting.

**Section 1.3. Special Meetings.** The President, the Board, or not less than twenty (20) percent of the Membership may call Special Meetings of the Members for any purpose.

**Section 1.4. Meeting Procedure.** The Board of Directors shall determine the protocol to be used during meetings.

**Section 2.0. Conference.** A conference may be held biennially, when it is deemed by the Board of Directors to be logistically and financially feasible and/or beneficial for the Association, and which may include a meeting of the Board of Directors and members.

## **Article VI – Board of Directors**

**Section 1.0. Composition.** The Board of Directors shall consist of five (5) Professional Level members of the Association.

**Section 2.0. Eligibility for Election to the WRA Board of Directors.** All Board members must be Professional Level members in good standing of the WRA.

**Section 3.0. Manner of Election.** The Board of Directors shall be elected on an annual basis. Election shall be determined by a simple majority of the Respondent votes cast through the mail and/or email.

**Section 4.0. Duration of Terms.** Each member of the Board of Directors shall serve a two (2) year term.

**Section 5.0. Election, Designation and Term of Office for Directors.** In even calendar years, two (2) members shall be elected to the Board of Directors in a written ballot through the mail and/or email. In odd calendar years, three (3) members to the Board of Directors shall be elected in the same manner. A Director shall be limited to serving two (2) consecutive terms in any one (1) office on the Board of Directors. Board terms shall commence with the next meeting of the Board of Directors immediately following the annual election.

**Section 6.0. 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 advisor to the Board and shall receive the same fees and compensation as noted in Section

12.0 of Article VI. The Immediate Past President will serve a one (1) year term and may serve additional terms in another Board position while she or he is still the Immediate Past President.

**Section 7.0. 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 Mission Statement and Goals of the Association. The Board of Directors shall be responsible to the members.

**Section 8.0. Quorum.** A quorum at meetings of the Board of Directors shall be established by the presence of a majority of members of the Board present either in person or by telephone or electronic means. In the absence of a quorum at a meeting any business, except to adjourn, shall be null and void.

**Section 8.1. Exception to Quorum.** Every act or decision made by a quorum 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 corporation 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 9.0. Manner of Conducting Business.** A simple majority vote of the duly elected Board of Directors members present at a meeting where there is a quorum shall constitute action of the Board of Directors, unless otherwise provided by these Bylaws. A special act of the Board of Directors may occur upon a simple majority vote of the full Board of Directors.

**Section 10.0. Vacancies.** A vacancy on the Board shall exist on the occurrence of the following:

- A. The death or resignation of any Director;
- B. By resolution of the Board when a Director has missed two (2) consecutive meetings or four (4) meetings in any 12 month period;
- C. Vote of two-thirds (2/3) of the voting members to remove a Director;
- D. An increase in the authorized number of directors; or
- E. The failure of the members to elect the required number of Directors.

**Section 10.1. Filling a Vacancy.** A vacancy on the Board of Directors may be filled by a consensus of the remaining directors. Any Director appointed to fill a vacancy shall hold office until the expiration of the term of office of his or her predecessor, or until a successor has been elected and qualified, whichever is sooner.

**Section 10.2. Resignation.** Any Director 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 Director is effective at a future time, the Board of Directors may appoint a successor to take office when the resignation becomes effective. In any case, the Director shall be responsible for fulfilling any commitments to the Board, completing any projects, and/or training his or her successor.

**Section 10.3. 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 she

or he fails to attend any two (2) consecutive meetings or four (4) meetings in a year, or if she or he 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.** The Board of Directors shall meet, either physically or by a conference call or electronic means, not less than once in each calendar quarter.

**Section 11.1. Place of Meeting and Meetings by Electronic Means.** Regular meetings and Special meetings of the Board of Directors may be held at any place within the State of Washington as designated 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 directors participating in the meeting can hear one another or effectively communicate with one another. Then all such directors shall be deemed to be present in person at the meeting.

**Section 11.2. Annual Meeting of the Board.** The Annual Meeting of the Board shall be held following the Annual Meeting of Members.

**Section 11.3. Action at the Meeting.** Every act or decision made by a quorum of the Board shall be regarded as the act of the Board of Directors, except as provided in Article VI, Section 8.1.

**Section 11.4. 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 VII – Officers**

**Section 1.0. Officers of the Association.** The officers of the Association shall be President, Vice President, Administrative Secretary, Membership Secretary, and Treasurer.

**Section 1.1. The President.** Subject to the consent of the Board of Directors, the President shall, in general, supervise and conduct the activities and operations of the Association, shall keep the Board of Directors fully informed, shall freely consult with them concerning the activities of the Association, and shall see that all orders and resolutions of the Board are carried in effect.

**Section 1.2. The Vice President.** The Vice President shall in the absence of the President or in the event of the President's inability or refusal to act, perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall chair at least one standing committee as determined through discussion with the President.

**Section 1.3. Administrative Secretary.** The Administrative Secretary shall record all the business conducted during all meetings of the Board of Directors and the members' meetings and shall keep the minutes of all such meetings in books prepared specifically for that purpose. He or she shall attend to the processing of all official notices and the care of historical documents and records of the Association. The Administrative Secretary shall receive all correspondence sent to the Association and respond when appropriate or forward the correspondence to the appropriate party for reply.

**Section 1.4. Membership Secretary.** The Membership Secretary shall receive and process new membership applications and mail out new member packets. He or she shall update and maintain as current the WRA member database. The Membership Secretary shall regularly communicate new member information to the Board of Directors, the Newsletter Editor, and the Webmaster. The Membership Secretary shall sit on the Membership Committee.

**Section 1.5. The Treasurer.** The Treasurer shall be the chief financial officer of the Association. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct financial records of the Association, and file a yearly income tax return. The Treasurer shall be bonded and the bonding fee shall be paid by the Washington Reflexology Association. The Treasurer shall submit an annual financial report according to Article VIII Section 3.0 and any other specifications set by the Board of Directors.

**Section 2.0. Term of Office as Officer.** The term of office as an Officer of the Association shall be two (2) years with a limit of two (2) consecutive terms served in any one (1) office. Officer terms shall commence with the next meeting of the Board of Directors immediately following the annual election.

**Section 2.1. Removal, Resignation and Vacancy.** Any officer may be removed with or without cause from office by a two-thirds (2/3) vote of the remaining Board members. Any Officer may resign by giving thirty (30) days written notice to the Board of Directors. In the case of resignation, the resigning Officer shall be responsible for fulfilling any commitments to the Board, completing any projects, and/or training his or her successor. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to 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 (1) or more Directors and members who shall serve at the pleasure of the Board.

**Section 1.1 Standing Committees.** The WRA shall have the following standing committees:

- A. A combined standards, ethics, appeals, and grievance committee;
- B. A budget and fundraising committee;

- C. A public relations and events committee;
- D. A membership drive and benefit committee;
- E. A member education and events committee;
- F. A nomination committee; and
- G. A steering committee composed of past Board members and/or other selected members.

**Section 2.0. 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 nominations received from the Board and membership. 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 3.0. Meetings and Action of Committees.** Meetings and actions of all committees shall be governed by, held and taken in accordance with provisions of Article VIII of these 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 Articles of Incorporation and Bylaws.** The Administrative 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 and/or via electronic means.

**Section 2.0. Member Review of Proceedings.** Upon written request to the Administrative 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 – General Matters**

**Section 1.0. Checks, Drafts and Indebtedness.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by the Treasurer. The Association shall maintain such bank checking and savings accounts as are necessary, and such accounts shall have two (2) authorized signatures, the President and Treasurer's. For sums over \$500.00 the Treasurer and the President must approve the payment.

**Section 2.0. Contracts and Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute any agreement instrument in the name of and on behalf of the Association, and this authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of any officer, no officers, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to tender it liable for any purpose or for any amount.

**Section 2.1. Indemnification of Officers, Directors and Agents.** Any person who at any time serves or has served as a director, officer, employee or agent of the Washington Reflexology Association, or in such capacity at the request of the Association for any other Association, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Association to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Association, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of this Bylaw.



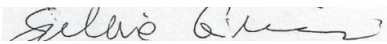
In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability.

**Section 3.0. Fiscal Year.** The fiscal year of the Association shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

### **Article XI – Amendments and Revisions**

**Section 1.0. New or amended Bylaws.** New Bylaws may be adopted, or these Bylaws may be amended or repealed by a two-thirds (2/3) vote of the responding members.

The foregoing Bylaws were adopted by the Board of Directors on this 15<sup>th</sup> day of August, 2019.



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(Signature)

Szilvia Girinci \_\_\_\_\_ Administrative Secretary

(Print name)