

Metro Marriage and Family Therapists, Inc.

BYLAWS

ARTICLE I

NAME, LOCATION, FISCAL YEAR

Section 1. NAME

The name of the organization shall be Metro Marriage and Family Therapists, Inc. (hereafter referred to as “MetroMFT”), a nonprofit 501(c)6 corporation incorporated in the State of Maryland.

Section 2. LOCATION

MetroMFT shall include Maryland, Delaware, Virginia, and the District of Columbia. The offices shall be located in Maryland. Other localities may be determined by the Board of Directors (for a description of the Board of Directors, see Article V).

Section 3. FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31.

ARTICLE II

PURPOSE AND POWERS

Section 1. PURPOSE

MetroMFT provides support and education about the practice of Marriage and Family Therapy. The specific objectives and purpose of the organization shall be:

- a.) to promote the profession of Marriage and Family Therapy in Maryland, Delaware, Virginia, and the District of Columbia
- b.) to monitor legislation that directly affects the practice of MFTs in Maryland, Delaware, Virginia, and the District of Columbia
- c.) to educate and engage the community about marriage and family therapy

Section 2. POWERS

MetroMFT shall have all the powers and be subject to all the restrictions which pertain by law to all nonprofit membership corporations so far as the same are applicable in Maryland.

ARTICLE III

MEMBERSHIP

Section 1. NON-DISCRIMINATION

The organization does not unlawfully discriminate against any person (member or otherwise) on any basis prohibited by federal law, prohibited by Maryland state law, or other applicable law, including without limitation, race, color, religion, sex, national origin, age, disability, veteran status, sexual orientation, or gender identity or expression.

Section 2. ELIGIBILITY

Applicants must apply and renew for the highest level of membership for which they qualify.

Section 3. CLASSES

Membership in MetroMFT will be divided into two (2) classes:

- A. Voting Members. The voting membership shall be composed of Clinical Members who are in good standing.
- B. Non-Voting Members. The non-voting membership shall be composed of Student Members and Affiliate Members.

Section 4. CLINICAL MEMBERS

Persons eligible for clinical membership in the organization are those individuals with provisional or independent licensure in Maryland, Delaware, Virginia, and/or the District of Columbia.

Section 5. STUDENT MEMBERS

Persons eligible for student membership are those individuals currently in a graduate program that can reasonably lead to a marriage and family therapy license in Maryland, Delaware, Virginia, and/or the District of Columbia upon completion of the program, including any additional coursework needed for licensure.

Section 6. AFFILIATE MEMBERS

Persons eligible for affiliate membership include those individuals who are interested in promoting the MFT profession that are not licensed; or are individuals with a degree in an allied health profession who practice or reside in Maryland, Delaware, Virginia, and/or the District of Columbia. Allied health professions include Clinical Psychology, Psychiatry, Social Work, Mental Health Counseling, Professional Counseling, Pastoral Counseling, School Counseling, Art Therapy, and Psychiatric Nursing.

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Section 7. GOVERNANCE

Members in all membership statuses shall be governed and abide by the Bylaws of MetroMFT and all rules and orders lawfully made thereunder.

Section 8. GOOD STANDING

Any member of MetroMFT shall be considered to be in good standing until determined to be otherwise by the Board of Directors according to the AAMFT Code of Ethics, state laws and regulations, and other applicable rules.

Further, a Member in good standing includes payment of dues by the established deadlines.

Section 9. RIGHTS OF NON-MEMBERSHIP

Any member whose membership in MetroMFT shall cease for any reason whatsoever shall have no further rights in the organization or its property.

Section 10. Termination of Membership

All forms of membership may be terminated by the Board of Directors for failure to fulfill any of the specifications in Article III. There are three (3) types of termination; a) Temporary Termination, b) Suspension, and c) Expulsion,

A) Temporary Termination. A member may be temporarily terminated from the corporation for not paying their annual dues. A member may seek reinstatement by paying their annual dues. A member facing a temporary termination does not incur any penalty but cannot receive any organizational benefits while annual dues remain unpaid.

B) Suspension. A member may be suspended from the corporation for up to five (5) years as prescribed by the Board of Directors. After the suspension period has completed, the member may seek reinstatement with the Board of Directors. The Board of Directors must approve reinstatement by a majority vote.

C) Expulsion. A member who is expelled from the corporation is permanently banned from the corporation and cannot seek reinstatement. An expulsion can only occur if the Board of Directors votes unanimously on the expulsion.

Section 11. List of Members

The Member-At-Large shall make and certify a complete list of the members for every membership meeting, election, bylaws approval vote, or any other vote directed by the Board of Directors. The list shall be arranged alphabetically by last name, and should include a member's voting status. The list shall be subject to inspection by any member during the whole time of the meeting or event, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

ARTICLE IV

MEETINGS OF THE MEMBERSHIP

Section 1. ANNUAL MEETING

The Annual Meeting of the membership shall be held every one (1) year at a date and location to be determined by the Board of Directors. At the Annual Meeting, the members of MetroMFT will be given updates on the activities of the Board, elect new Officers, and decide by majority vote of the members present any changes to dues structure. Meetings shall be conducted by Consensus.

Section 2. SPECIAL MEETINGS

At the discretion of the President and/or the Board of Directors, a special meeting may be called to address issues that need membership input or are of an urgent nature that cannot wait until the Annual meeting. Voting members (minimum of 10% of voting members) may request a special meeting by written request to the President. Meetings shall be conducted by Consensus.

Section 3. NOTICE

Notice of all annual and special meetings of the membership shall be sent with adequate time in advance to all voting members of MetroMFT. Notice shall include agenda items to be considered at the meeting, when possible.

Section 4. QUORUM

Quorum at all annual and special meetings of the membership shall be 10% of the voting membership of MetroMFT, present in person or virtually via video call, at the meeting. No proxies shall be permitted.

Section 5 Record of Meetings

A record of all meetings, excluding Committee and Special Meetings, shall be kept, submitted, and published within 5 business days of completion of said meeting. Meeting records will be published to the organization's website, under the "members only" section.

Section 6 Proxies

A member entitled to vote at a meeting or to express consent or dissent may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of the designated meeting, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it.

Section 7 Meeting Virtually

A member may participate in a meeting by video or any similar communications equipment through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

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Section 8 Waiver of Notice

The attendance of a director at a Board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meetings.

ARTICLE V

BOARD OF DIRECTORS

Section 1. POWERS

The Board of Directors shall exercise all powers of MetroMFT, except as specifically prohibited by these Bylaws. The Board of Directors shall be authorized to adopt and publish such policies, procedures, and rules as may be necessary and appropriate to exercise authority over all activities and funds. The Board of Directors may delegate such functions and powers as it deems appropriate to constituent components of the organization including committees and staff members.

Section 2. COMPOSITION

MetroMFT voting membership will elect and maintain a Board of Directors, composed of a minimum of the following seven (7) Officers: President, Vice President, Treasurer, Secretary, Advocacy Officer, Operations Officer, and Member-At-Large. All Officers and the Board of Directors will maintain active MetroMFT membership while they are serving.

Section 3. MEETINGS

The Board shall meet at the call of the President at least once per quarter, or at the written request of at least two (2) members of the Board of Directors to the President. A quorum shall consist of no less than two-thirds ($\frac{2}{3}$) of the membership of the Board of Directors. Each member of the Board shall be entitled to one (1) vote and may take part and vote in person or virtually via video call. Meetings shall be conducted by consensus.

Section 4. OFFICERS

Detailed descriptions of duties of each Officer shall be set forth in the organization handbook. Officers may serve a maximum of six consecutive years in any office on the Board. After a one-year break from Board membership, eligible members may serve again.

- A) President: The term of the President is three years. The President is expected to provide leadership to the organization and manage the Board of Directors. The President shall be the Chief Officer of MetroMFT and of the Board of Directors, and shall perform such duties as are customary for presiding officers. The President will preside at all meetings of the membership and Board of Directors and ensure that Officer members are properly performing their duties.

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- B) Vice President: The term of the Vice President is three years, to overlap in years with the President. The Vice President shall serve as Presiding Officer of MetroMFT and the Board of Directors during the absence of the President.
- C) Treasurer: The term of the Treasurer is two years, cycling on odd-numbered years. The Treasurer shall monitor and direct the finances and expenditures of MetroMFT.
- D) Secretary: The term of the Secretary is two years, cycling on even-numbered years. The Secretary shall attend all meetings of the Board of Directors and keep timely records of MetroMFT meeting business.
- E) Advocacy Officer: The term of the Advocacy Officer is two years, cycling on odd-numbered years. The Advocacy Officer shall direct all legislative and policy efforts affecting MetroMFT members, including but not limited to working with lobbyists.
- F) Operations Officer: The term of the Operations Officer is two years, cycling on even-numbered years. The Operations Officer shall maintain internal systems and procedures that support MetroMFT operations, including but not limited to management of the online membership platform, website, and other systems.
- G) Member-At-Large: The term of the Member-At-Large is two years. The Member-At-Large shall serve as the primary liaison between the membership and the Board of Directors.
- H) Additional Officers: The establishment of additional officers to the Board of Directors may be made by majority membership vote at any meeting of the membership.

Clinical Member status to be seated on the Board. This status must have been attained prior to assuming the position of Director and must be maintained throughout the term of office. No person shall hold the position of two or more directors simultaneously.

Section 5. EVALUATION

The Board of Directors shall conduct an annual internal evaluation of its own performance.

Section 6. VACANCIES

If any Officer is determined to be unable to perform the duties of the office, the Board of Directors may appoint a successor to fill the office until the next election cycle.

Section 7 - Resignation

A director may resign at any time by providing written notice to the Board. Notice of resignation will be effective on receipt or at a later time if designated in the notice.

Section 8 - Removal

A director may be removed due to (i) intentional gross violation or disregard of these Bylaws; (ii) operating in opposition to the corporation's Statement of Purpose or values; or (iii) incapacitation or other inability to perform their duties.

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- A) A removal hearing may be initiated in one of two ways:
- 1) A director may move to hold a removal hearing for a director. This motion must be approved by greater than three-fourths of the Board. The accused director may not vote on this motion.
 - 2) A voting member may transmit to the Board a petition for removal of a director. The petition must be signed by no less than 10% of the voting membership.

B) If approved, a removal hearing shall be scheduled within 30 days. The hearing shall be open to all voting members. The President shall preside over the hearing, unless they are the accused director, in which case the Vice President shall preside. The hearing shall allow for either the accusing director or member to provide the reasons for removal and for the accused director to defend themselves. The accused director shall be removed from the Board with at least 10% of voting membership present at hearing and a two-thirds majority voting for removal.

ARTICLE VI

Election of Officers

Section 1. ELECTION CYCLE

Officer terms begin January 1 and end December 31. Elections follow the following schedule in an election year:

- A) Call for Nominations (Quarter 2, not later than September 15)
- B) Election Voting (Quarter 3, not later than November 15)
- C) Incoming Officer Training (Quarter 4, not later than December 15)

Section 2. ELECTION RULES

All voting members of MetroMFT shall have the right to vote in elections which shall be conducted by paper or electronic ballot. Discrimination in election and nomination procedures on the basis of race, color, creed, age, or sex is prohibited. Candidates who are elected shall assume office on the first day of January following their election and shall hold office for the tenure of the office, or until their successors have been elected and qualified.

ARTICLE VII

Committees

Section 1. STANDING COMMITTEES

All convened committees are responsible to the Board of Directors. Standing committees have the option of meeting by video conference, telephone or other means as necessary to complete their assigned tasks. Committee reports may be given to or requested by the Board of Directors. Standing Committees (and brief task description) include:

- A) Advocacy Committee (legislative and policy issues facing MFTs)

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- B) Events Committee (continuing education, networking)
- C) Membership Committee (recruit and retain members)
- D) Public Relations Committee (community outreach, social media/online presence)
- E) Fundraising Committee (donations)
- F) Volunteer Committee (elections, Board and committee recruitment)

Section 2. AD HOC COMMITTEES

The Board of Directors may determine when Ad Hoc committees need to be created. When that committee has completed its tasks, the Board of Directors may determine when to dissolve the committee.

ARTICLE VIII

PAYMENT OF DUES

SECTION 1. DUES RATES

Dues for MetroMFT shall be established by majority vote of the Board of Directors, under policies and procedures established by the Board of Directors, except in such instances where a proposed dues increase is greater than ten percent (10%) of the previous year's dues. In that event, the proposed dues increase shall be set by a majority vote of voting members by a paper or electronic ballot.

SECTION 2. DUES COLLECTION

Dues will be collected on a yearly basis according to membership level.

ARTICLE IV

DISSOLUTION

If the organization is dissolved or ended for any reason, the Board of Directors shall dispose of all the net assets of MetroMFT exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(6) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the organization is then located, exclusively for such purposes or to such organizations.

ARTICLE X

AMENDMENTS

The Bylaws of MetroMFT may be amended by majority vote of voting members by paper and/or email ballot or during any Annual Membership Meeting. Amendments must be put forth to the Board of Directors, or by the Board of Directors, for review by all voting members.