

MID-ATLANTIC ASSOCIATION FOR IMAGO RELATIONSHIP THERAPISTS BY LAWS

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Approved 9/20/2013

MID-ATLANTIC ASSOCIATION FOR IMAGO RELATIONSHIP THERAPISTS BY LAWS

ARTICLE I NAME

This organization shall be known as the Mid-Atlantic Association for Imago Relationship Therapists (hereafter referred to as MAIT).

ARTICLE II MISSION

We seek to foster growth, safety and healing for all people of this and future generations through the application of the theory and processes of Imago Relationship Therapy (hereafter referred to as IRT).

To this end, we commit ourselves to advance the theory of IRT, to promote the awareness and use of IRT, and to support and nurture the professional growth of MAIT members.

ARTICLE III MEMBERSHIP

A) Categories of Membership

1.) Member: A Member shall be a certified Imago Relationship Therapist, a certified Imago Educator or a person who has completed the Basic Clinical or Educator Training by Imago Relationships International (hereafter referred to as IRI) and shall reside and/or practice within the geographic area comprising the Mid-Atlantic region of the United States, defined as the District of Columbia, Delaware, Maryland, Pennsylvania, Virginia and West Virginia.

2.) Member-in Training: A Member-in-Training shall be a therapist or educator practicing within the geographic area of the Mid-Atlantic region of the United States who has been accepted into the IRI clinical training or educators program. Members-in Training receive free membership for one year.

3.) Associate Member: An Associate Member shall be a mental health professional or educator who has demonstrated interest in IRT, or who resides outside the Mid-Atlantic area as defined in Article III A 1 above.

B) Dues

Each member on every level of membership shall pay annual dues as set forth by the Board of Directors and approved by the membership of MAIT.

C) Voting Rights and Privileges

Members shall be entitled to attend and vote at meetings of MAIT, to hold office, to be appointed as committee chairpersons and to serve as committee members.

Members-in-Training shall be entitled to attend and vote at meetings and to serve on committees.

Associate Members shall be entitled to attend meetings and to serve on committees.

Members-in-Training and Associate Members shall not hold elective office or serve as committee chairpersons.

D) Termination of Membership

A member may terminate membership at any time by written notification to the MAIT Secretary.

A membership may be terminated by MAIT under one or more of these conditions:

1. If a member's dues fall six months in arrears;
2. By a two-thirds majority vote of the Board of Directors

E) Reinstatement

Application for reinstatement shall be made to the Membership Committee. Reinstatement of membership will be subject to the approval of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

A) Governance of MAIT

The Board of Directors shall govern and direct the affairs of MAIT subject to any restrictions imposed by civil law or by these By-Laws or by a majority vote of the membership at a duly convened meeting.

B) Members and Qualifications

The Board of Directors shall consist of at least twelve (12) members: the President, the Vice President/President Elect, the Secretary, the Treasurer, four (4) members-at-large, the Education Committee Chairperson, the Membership Committee Chairperson and the MAIT Global Imago Relationship International Representative and the Social Media Director.

C) Terms and Elections

- 1) The President and the Vice President/President Elect shall serve a two-year term. The Secretary, Treasurer and Members-at-Large shall serve as Board members no more than two (2) consecutive terms (for a total of four (4) years). The term of Committee Chairpersons, the MAIT Global Imago Relationship International Representative and the Social Media Director shall be for two (2) years and they may serve successive terms. At the discretion of the Board, term limits can be extended.
- 2) The Nominations Committee shall prepare a slate of nominees to the Board of Directors for its approval no later than one month prior to the annual meeting. The slate will then be sent to the general membership fourteen (14) days prior to its annual meeting.
- 3) Additional nominations to the Board of Directors may be presented to the Board President at least seven (7) days prior to the Annual Meeting, provided that the nominee has agreed to serve if elected.
- 4) Members of the Board of Directors shall be elected by the MAIT membership at the annual meeting. Voting shall be by ballot if there is more than one (1) nominee for a position. Fifteen (15) percent of the voting membership shall constitute a quorum.
- 5) A majority vote of the members present shall be required to elect a Board member.

- 6) Each member shall take office at the end of the annual meeting at which they are elected. Partial terms to fill a vacancy shall not count toward the maximum term length specified above.

D) Removal of Officers and Directors

Any officer may be removed by the MAIT membership whenever in its judgment the best interest of MAIT would be served, but such removal shall be done only by a two-thirds majority vote of the members present at such meeting, with quorum present, with due notice of such meeting and issue having been given. Any board member who misses three consecutive Board Meetings, may, at the discretion of the Board, be considered to have resigned and the vacancy will be filled by the Board.

E) Vacancies

A vacancy in any office, whether due to death, resignation, removal or disqualification, may be filled by the Board of Directors for the unexpired portion of the terms.

F) Quorum

A majority of the members of the Board of Directors shall constitute a quorum in all matters that shall come before the Board of Directors. A simple majority vote of the quorum present at meetings of the Board of Directors shall constitute grounds for action.

G) Meetings

The Board of Directors shall meet quarterly and at such other times as called by the President. Notice of such meetings shall be given to each board member at least ten (10) days in advance of such meetings.

H) Ad Hoc Committees

The Board of Directors may, as needed, create ad hoc committees for the purpose of conducting specific business.

I) Indemnification

MAIT will indemnify anyone who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including actions by MAIT or to procure a judgment in its favor) by reason of the fact that he/she is or was a representative of MAIT, or is or was serving at the request of MAIT as a representative of another entity, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in the circumstances because he/she has met the standard of conduct set forth in applicable Maryland nonprofit corporation law.

MAIT may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under applicable Maryland law.

A MAIT officer or director will not be personally liable for monetary damages for any action taken by him or her unless: (1) the director has breached or failed to perform the duties of his/her office under Maryland nonprofit corporation law; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE V DUTIES OF OFFICERS AND DIRECTORS

A) The officers

The officers of MAIT shall be comprised of the President, President Elect who shall service as Vice President, Secretary and Treasurer.

B) Duties of the Officers

- 1) President: The President shall preside at all meetings of MAIT and the Board of Directors. S/he shall, with advice and consent of the Board of Directors, nominate to MAIT at its annual meeting chairpersons of all standing committees; act as the official spokesperson for MAIT; call special meetings and perform all duties and powers usually incident to an executive officer. S/he shall prepare an agenda for each meeting to be mailed/mailed to each MAIT member at least fourteen (14) days prior to that meeting. The President shall serve as an ex-officio member of all committees.
- 2) President Elect/Vice President: The President Elect/Vice President shall preside at all meetings in the absence of the President; shall assist the President in the responsibilities pertinent to that position; shall chair the By-Laws Committee; and shall serve as an ex-officio members of all committees. The President Elect/Vice President shall assume the office of the President at the expiration of the term of office of the President.
- 3) Secretary: The Secretary shall record all votes and maintain the minutes of all proceedings of the Board of Directors and all meetings of MAIT in a safe and permanent manner. The Secretary shall give, at the direction of the President, such notices as required for all meetings of MAIT and the Board of Directors. The Secretary shall also manage the correspondence and keep the official list of all members of MAIT. The secretary shall be an ex-officio member of the Membership Committee. The Secretary shall perform all other duties as assigned or conferred by the Board of Directors.
- 4) Treasurer: The Treasurer shall be the principal fiscal officer of MAIT. Under supervision of the Board of Directors, the Treasurer shall safeguard the assets of MAIT and keep such financial records as are required by law or requested by the Board of Directors. The Treasurer shall prepare a financial report for presentation to the board at their quarterly business meetings and a year-end report at the annual membership meeting. S/he will oversee tax filings. S/he shall cause to be deposited in a bank or similar institution, consistent with any instructions from the Board of Directors, all funds of MAIT. The Treasurer shall keep the Secretary informed of all pertinent information regarding all dues and other assessments paid or due MAIT by the membership.

C) Duties of the Directors

- 1) Members-at-Large: The Member-at-Large, as the member's representative, shall invite input and relay concerns of the membership to the Board and support the

work of the Board as requested. S/he will coordinate hospitality duties at the membership meetings and trainings.

- 2) The Education Chairperson represents the Education Committee
- 3) The Membership Chairperson represents the Membership Committee
- 4) The MAIT Global Imago Relationship International Representative attends the Annual Global Summit and participates in Global Summit phone calls.
- 5) The MAIT Social Media Director manages the Facebook content, distribution and other communication special projects.

ARTICLE VI MEMERSHIP MEETINGS

A) General Meetings

MAIT shall have at least one official business meeting annually. The Board of Directors shall determine the time and place of such meeting. Notice of such business meeting shall be sent by mail/email to each member not less than fourteen (14) days in advance of the meeting. The fall meeting shall be designated as the annual meeting.

B) Special Meetings

Special membership meetings may be called by the President at any time at his/her discretion or by the Secretary upon the receipt of a written request by a majority of the members of the Board of Directors.

Written notice to each member of MAIT stating the time, place and purpose for which the meeting is called, shall be given by mail/email not less than fourteen (14) days before the date of the meeting.

C) Quorum

Fifteen (15) percent of the voting membership shall constitute a quorum.

ARTICLE VII STANDING COMMITTEES

A) Names and Purposes of Standing Committees

The following shall be the Standing Committees:

1.) The Budget and Finance Committee

At a minimum, the Budget and Finance Committee shall consist of the Treasurer, the President and the Education Committee chairperson and be chaired by the Treasurer. In consultation with the Executive Administrator and Committee Chairs the committee will make financial recommendations to the Board of Directors and its membership. This committee shall prepare an annual budget for approval by the Board of Directors and membership of MAIT.

2.) The By-Laws Committee

At a minimum, the By-Laws Committee shall consist of the Vice President, the MAIT Global IRI representative, and an additional Board member and will be chaired by the Vice-President/President Elect. The Committee shall have the authority to initiate and recommend changes to the By-Laws to the Board of Directors of MAIT for presentation to the MAIT membership. Any proposed changes to the By-Laws shall be reviewed by this committee. The Committee shall oversee the Policies and Procedures Manual and Historical Recordkeeping.

3.) The Education Committee

The Education Committee shall organize and provide opportunities for professional growth, enrichment and self-care that will expand knowledge of IRT principles and practices.

4.) The Membership Committee

The Membership Committee shall develop and implement a standard procedure and appropriate materials for application of prospective members to MAIT; shall develop and dispense information about membership benefits, requirements and application procedures; shall maintain an accurate current record of MAIT membership, shall certify voting members for the annual meeting; and shall see to it that the MAIT secretary has a current and accurate copy of the MAIT membership records.

5.) The Nominations Committee

The Nominations Committee shall be chaired by a past or outgoing Board Member. The Nominations Committee shall prepare a slate of nominees to the Board of Directors for the Board of Directors' approval no later than one month prior to the annual meeting. The slate will then be sent to the general membership fourteen (14) days prior to its annual meeting. No member of the Nominations Committee shall be nominated for the Board of Directors.

B) Functioning of Standing Committees

- 1.) All standing committees shall be composed of a minimum of three (3) members.
- 2.) Committee chairpersons shall be responsible for forming their own committee with the advice and consent of the President of MAIT and shall submit the names of their committee members to the Board of Directors within one (1) month of their election.
- 3.) Committee meetings may be called by the committee chairperson or by the President of MAIT.
- 4.) Committees shall be responsible to and report to the Board of Directors and shall carry out their duties as described in their stated purpose (Article VII).
- 5.) Committee chairpersons shall prepare an annual report to be presented to the membership at the annual meeting.

ARTICLE VIII BY-LAWS CHANGES

These By-Laws may be changed only by a majority vote of voting members present at a duly convened Membership Meeting of MAIT.

Proposed changes must be submitted in writing to the By-Laws Committee, which shall manage By-Laws Change proposals in accordance with its charge in Article VII, A.

Proposals for By-Laws Changes must be sent by the By-Laws Committee to the membership at least fourteen (14) days prior to the meeting in which they are to be presented for discussion and vote. Amendments to such By-Laws proposals may be made from the floor and voted on at the time the proposals are made.

ARTICLE IX DISSOLUTION

In event of dissolution of MAIT, the assets shall be used to pay off all MAIT debts, and the balance, if any, shall be paid over to any successor organization, or to any other charitable organization selected by the members.

Approved 9/16/2016