

**BYLAWS OF THE MINNESOTA ASSOCIATION FOR MARRIAGE AND FAMILY
THERAPY**

~~As of August 15, 2018~~

~~As of January 1, 2022~~

Article I. Name, Organizational Structure and Relationship

Section 1. The name of this nonprofit organization shall be the Minnesota Association for Marriage and Family Therapy (hereinafter referred to as MAMFT or the Association), an independent nonprofit organization.

Article II. Purposes

Section 1. The purposes of this organization shall be:

~~(A) to advance marriage, couple, family, relational and individual therapy as an art, an evidence-based science, and a profession;~~

~~(B) to maintain professional standards in marriage and family therapy for its members and for the profession, according to the standards set by MAMFT;~~

~~(C) to hold meetings, education and training sessions;~~

~~(D) to institute and conduct other activities to improve the standards and quality of marriage and family therapists and therapy;~~

~~(E) to join with other professional groups and individuals to further education and research in the field of marriage and family therapy;~~

~~(F) to fulfill other purposes which may be pursued appropriately by MAMFT.~~

(A) To advance the practice of relational, systemic, socially-just therapy.

(B) To provide opportunities inclusive to all relational therapists and healers to connect and share their experiences; and ensure relational therapists and healers from marginalized communities to have a place to gather and be heard.

(C) To support and enhance the quality of professional life for relational healers in Minnesota by responding to challenges and systemic issues with relevant support.

(D) To ensure that current and prospective marriage and family therapists have access to quality education on the practice of relational, systemic therapy that encompasses justice-oriented principles at the foundation of its teaching and training, and to provide culturally responsive training that reflects the needs of all communities served by relational healers.

(E) To ensure those seeking mental health support understand the value of, and have access to, relational healers.

(F) To advocate for the marriage and family therapy profession through legislative advocacy, partnering with relevant stakeholders, and advocating for equitable reimbursement.

(G) To fulfill other purposes which may be pursued appropriately by MAMFT.

Article III. Membership

Section 1. The membership of the Association shall be divided into two (2) categories:

(A) **Voting Members.** The voting membership shall be composed of Clinical, Pre-Clinical and Affiliate Members who maintain an address of record with MAMFT.

(B) **Non-voting Members.** The non-voting membership shall be composed of Student Members, Pre-Affiliate Members and Associate Members who maintain an address of record with MAMFT.

Section 2. All members of MAMFT shall be members in good standing of the organization according to these bylaws.

Section 3. All members of the Association shall be governed by and abide by the bylaws of MAMFT and all rules and orders lawfully made thereunder.

Section 4. All members shall pay their required MAMFT dues. ~~If a member is facing financial hardship and is thus unable to pay required dues, the member may request to receive a reduced rate membership, or request to receive assistance in paying dues.~~

Section 5. Members of MAMFT will remain in good standing unless their membership in the Association is terminated due to failure to pay dues, or violations of the Minnesota Administrative Rules, Chapter 5300, if any, as determined by the Association's governance body.

Section 6. Any member whose membership shall cease for any reason whatsoever shall have no further rights in the Association.

Article IV. Officers.

Section 1. Officers. Officers of the Association shall be the President, President-Elect, Secretary, and Treasurer. ~~and Past President.~~ The Officers must be Clinical Members of the Association and a Minnesota resident. ~~The President-Elect must serve on the MAMFT Board of Directors for a year before running for the President-Elect position. These Officers shall comprise the Executive Committee.~~

Section 2. President. The President shall serve a term of two (2) years, following a term of two (2)

years as President-Elect. The President shall be the chief officer of the Association. The President shall preside over all meetings of the Board of Directors and the Membership. The President shall provide professional leadership to the Association; ~~shall appoint chairpersons of committees; shall serve on the Governance Committee be an ex-officio member of all committees except the Elections Committee~~; shall sign all contracts and agreements; and shall perform such other duties as are incident to the office of President.

Section 3. President-Elect. The President-Elect shall serve a term of two (2) years, succeeding to the office of the President upon completion of that term. The President-Elect shall preside at meetings in the absence of the President, act for the President in the President's absence or inability to serve and perform such other duties as are requested by the President or Board of Directors. The President-Elect shall serve in the office of President of the two (2) years immediately following the term as President-Elect. During the years in office as President-Elect, that person shall serve as a member of the Board of Directors and shall ~~serve on the External Affairs Committee be an ex-officio member of all committees~~. In the event that the President-Elect shall be unable to complete the term as President-Elect, a special election shall be held in accord with the procedures applicable to regular elections, as soon as possible after such vacancy occurs to fill the unexpired portion of that person's term as President-Elect. In the event that the President and the President-Elect simultaneously cannot complete their respective terms, the Board of Directors shall vote in the immediate Past President or a current member of the ~~Board of Directors~~ to act as interim President. A special election shall be held in accordance with the procedures applicable to regular elections, as soon as possible after such vacancy occurs, to fill the unexpired portion of that person's term as President.

Section 4. Secretary. The Secretary shall serve a term of three (3) years. The Secretary shall be responsible for the recording of the minutes of all ~~board and annual membership~~ meetings of the Association, ~~the Board of Directors and the Executive Committee~~ and shall supply a copy of these minutes to the ~~President and~~ members of the Board of Directors of the Association within two weeks after the meeting. ~~(This task may be delegated.)~~ The Secretary shall act as custodian of the records, and they shall be opened to inspection by any member of the Association. The Secretary shall be responsible for the collection and safekeeping of all reports and records except those of the Treasurer. The Secretary shall keep a roster of the members with their address and shall give notice of all meetings. ~~(This task may be delegated.)~~ ~~The Secretary shall serve on the Governance Committee.~~

Section 5. Treasurer. The Treasurer shall serve a term of three (3) years. The Treasurer shall be responsible for collection and disbursing all funds of the Association under the direction of the Board of Directors, shall keep the books and accounts of the Association (this task may be delegated), shall deposit all monies received in such bank or depository as shall be designated by the Board, shall prepare the annual budget and shall perform other duties pertinent to that office as are assigned by the Board of Directors. The Treasurer shall present the books every 3 years for audit, and a copy of the audited financial statement shall be available to all members by request and ~~be listed on the MAMFT website. The Treasurer shall serve on the Internal Affairs Committee.~~

Section 6. Past President. The Past President shall serve ~~a term of one (1) year immediately~~

~~following completion of a term of office as President. in a non-voting advising role for one year immediately following completion of a term of office as President.~~

Section 7. Executive Director. The board may elect to hire an Executive Director who is approved and may be removed by a majority vote of the board. The Executive Director is tasked with managing and carrying out the operations of the Association and reports to the Board of Directors. ~~The executive director is not an officer or director but is a member of the Executive Committee.~~

Article V. Board of Directors

Section 1. The Board of Directors shall consist of the elected Officers and ~~no fewer than three and no more than nine additional eight~~ elected at-large Clinical, Pre-Clinical, or Affiliate Members of the association who are in good standing. ~~Three~~ ~~One~~ of the Board of Directors must be ~~-elected~~ ~~Social Justice Representatives~~, one shall live and work outside of the seven-county metropolitan area within the state of MN, one ~~must~~ shall be a Pre-Clinical ~~or Student~~ Member, and one may reside outside of the state of Minnesota. The Elections Chair ~~and the Editor(s) of the Newsletter~~ shall be ~~a non-voting members~~ of the Board or Directors. At any given time, no more than one Student Member, ~~one~~ /Pre-Clinical Member and one Affiliate Member may serve on the Board of Directors. The Officers, Board of Directors, ~~and Elections Committee Members~~ ~~and the Newsletter Editor(s)~~ are required to be members of the Association.

Section 2. Quorum. A quorum shall consist of no fewer than one half (1/2) of the membership of the Board of Directors at any given time. A majority of ~~the Board of Directors~~ ~~board members~~ making the quorum must be Clinical Members.

Section 3. Rotation. The President-Elect shall hold office for two years. The President shall hold office for two years. Following those two years, the President shall hold ~~the office of Past President~~ ~~a non-voting advisory role~~ for one year. ~~The Student Representative shall hold office for two years.~~ The Secretary, Treasurer, and remaining Board members shall hold office for three years. The offices shall be staggered so that the President, Secretary and Treasurer each are elected in a different year. Election of the ~~additional members of the Board of Directors~~ shall also be staggered.

Section 4. Duties of the Board of Directors. The Board of Directors shall conduct the business of the Association. It shall exercise all of the powers of the Association between meetings of the voting members except as otherwise provided in these bylaws. It shall discharge all business pertinent to the welfare of the Association. The Board of Directors shall be authorized to adopt and publish such policies, procedures, and rules as may be necessary and consistent with these bylaws. Each Officer and Director shall have one vote and may take part and vote in person only. In special circumstances where the ~~Executive committee~~ ~~Board of Directors~~ deems a vote is needed between regular board meetings, the President shall be empowered to call a vote via a live audio conference call or a group email. In these circumstances, a quorum is required. ~~Each member of the Board of Directors is required to serve on at least one standing committee and serve on the Social Justice Accountability Panel on a rotation determined by the Board.~~

Section 5. Term of Office. All Officers and members of the Board of Directors shall take office on

January 1st of the year following the election. They shall meet together with all current and out-going officers and Board members after the election and prior to January 1st of the year following the election. At such meetings, each out-going Officer and Board member shall acquaint their replacements with the duties of their posts and turn over to them those effects which belong to their office.

Section 6. Vacancies. In the event that a vacancy occurs in the Board of Directors, other than President or President-Elect, the Board of Directors shall elect, by ~~reaching consensus (minus one) simple majority~~ of those present at the following regular meeting, any member of the Association to fill the unexpired term. Such appointees shall take office immediately upon formal appointment. The out-going Officer or Board member whose post is being filled shall arrange for transferring the effects belonging to the office and acquainting the new Officer or Board member with the duties of the office within two weeks of the new officer's appointment. A vacancy in the position of President or President-Elect shall be filled through a special election. If any Officer or Board member ceases to be in good standing by reason of non-payment of dues, the Board of Directors shall declare his/her/their office to be vacant after one-month period of time.

Section 7. Removal of Officers and Members of the Board of Directors. The Board of Directors, by ~~reaching consensus (minus one) a two-thirds majority~~ of its members, shall have the authority to remove from office for cause of any one of its members after having ~~given that member an opportunity to meet with the Governance Committee and complete a review process. appear before the Board of Directors to answer said charges.~~ All interested parties shall be heard by the ~~Board Governance Committee who will then present findings to the full Board of Directors.~~

The ~~President-Governance Committee~~ of the Board of Directors shall have the authority to remove from office a Board of Director member if that Board member has attended less than 50% of board meetings in a calendar year.

Section 8. Meetings of the Board of Directors. The Board of Directors shall meet at the call of the President at least once between annual meetings. Notice shall be given by the Secretary, in writing, not less than twenty (20) days prior to any meeting ~~(this may be delegated)~~. Special meetings of the Board of Directors must be called by the Secretary upon written request of three members of the Board and must be held within two weeks of the receipt of the written request.

Section 9. Depository. The Board of Directors shall select and designate such ~~depository institution bank of trust company~~ as they deem advisable as official depository of the funds of the Association and prescribe the manner in which such funds shall be withdrawn.

Article VI. Nominations and Elections

Section 1. The nomination and election of all elected positions shall be conducted annually. All voting members of the ~~Association Division~~ shall have the right to vote in the election which shall be conducted by ballot. However, Student Members shall only have the right to vote in the election for the Student Representative to the Board. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age or sexual orientation is forbidden. Candidates who are elected shall assume office on the first day of January following their election and shall hold office

for the tenure of their office, or until their successors have been elected and qualified.

Section 2. The Elections Committee shall prepare a slate containing nominees for each position and shall determine the eligibility and willingness of each nominee to stand for election. Write-in voting shall be allowed, provided the write-in candidates are eligible for election and have agreed to serve if elected. The candidate who receives the majority of votes for each office shall be elected. Ballots shall be counted by the Elections Committee or by tellers designated by the Elections Committee.

Article VII. Meetings of the Membership

Section 1. Annual Meeting. The annual meeting of the membership shall be held at a date and location to be determined by the board.

Section 2. Special Meetings. Special meetings of the members may be called by the President or by a majority of the Board of Directors. The President must call a meeting upon the petition of not less than one-fourth of the voting members. Business at such special meetings shall be limited to those items listed in the notice of the meeting.

Section 3. Notice of Meetings. Written notice of any meeting of the members shall be sent to each member not less than thirty (30) days before the date of such meeting. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

Section 4. Quorum. A quorum for the annual business meeting shall require a minimum of 20 members. Certain items of business such as amendments to bylaws and election of officers must be conducted by ballot. Other business may be conducted at the annual meeting as long as a quorum exists and the required number of members approves the motions.

Section 5. Ballot and Proxy Voting. The business of the Association will be conducted in accordance with these Bylaws. There shall be no proxy voting under any circumstances.

Article VIII. Committees

Section 1. Standing Committees. The Standing Committees shall include the following: ~~Governance, Internal Affairs and External Affairs Elections, Public Relations, Professional Practices, Membership, Legislative, Training, Pre-Clinical, Greater Minnesota~~ and such other Standing Committees as shall be authorized by the Board of Directors. ~~Each committee must include at least one of the Social Justice Representatives.~~ All Standing and Special Committees shall be appointed by ~~the President with the~~ approval of the Board of Directors, except the Elections Committee ~~and the Chair of the Legislative Committee.~~ Representatives of the public may be appointed as needed. The ~~President Governance Committee~~ with the approval of the Board of Directors may remove members of committees for malfeasance or non-performance of duties.

Section 2. Terms of Office. Terms of office ordinarily shall be three (3) years, ~~with at least one (1) member being appointed and one (1) member retiring from the committee each year.~~ The official term of office shall begin on January 1 of the year following the appointment, except when an appointment is made to fill a vacancy.

Section 3. Chairperson. The Chairperson of each Standing Committee shall be ~~assigned~~ approved annually by the ~~President~~ Board of Directors. This process will take into consideration input from the members of the Board of Directors ~~servicing on those respective committees. with the exception of the Legislative Chair (who is to be elected to that position), the Training Committee Chair (who can be a non-Board of Director) and the~~ The Elections Committee Chair (~~who~~ is selected by the Elections Committee members. ~~The Legislative Chair will have the privilege to appoint a legislative vice chair who is a Clinical or Pre-Clinical Member that will be a recognized board member without voting privileges.~~ Following the annual board retreat, the ~~President~~ Board of Directors shall authorize a continuing member of the Elections Committee to convene the Committee, the Chairperson being elected by the Committee. All Standing Committee Chairpersons shall be members of the Board of Directors. ~~Clinical or Affiliate Members, with the exception of the Pre-Clinical Committee Chairperson who can be a Pre-Clinical Member.~~

Section 4. Responsibilities of the Standing Committees. The responsibilities of the Standing Committees shall be regularly reviewed by ~~the Governance Committee and the Social Justice Accountability Panel~~ and determined by the Board of Directors. It shall be the responsibility of each Standing Committee Chairperson to ascertain and implement the responsibilities of the Committee as determined by the Board of Directors, and to present to the Board upon its request a statement of the goals, objectives and responsibilities of the Committee, ~~and how that work aligns with the mission, vision and strategic plan of MAMFT.~~

The Responsibilities of the Standing Committees shall include the following:

- (A) **The Elections Committee** shall prepare a slate of officers, Board members and members of the Elections Committee as previously described and shall oversee the elections of such positions as provided in these Bylaws and in rules and procedures adopted by the Board for elections.
- (B) **The Governance Committee** shall be responsible for assessing Board performance and the needs of the Board's systems for educating, evaluating and promoting Board members to ensure the Board of Directors is functioning appropriately and efficiently. The Governance Committee shall also evaluate the efficacy of policies created by the Board. The Governance Committee will collaborate with, and accept recommendations from the Social Justice Accountability Panel.
- (C) **The Internal Affairs Committee** shall be responsible for the in-house planning and operations of the Board and Association. It shall be the function of this committee to oversee the implementation of the strategic plan, intercultural action plan, financial planning and audits. The Internal Affairs Committee shall periodically review the employee handbook, the employee structure of the Association and annually review the Executive Director. The Internal Affairs Committee will collaborate with, and accept recommendations from the Social Justice Accountability Panel.
- (D) **The External Affairs Committee** shall be responsible for communicating with membership and the general public and shall promote education and information services.

It shall be a function of this committee to oversee fundraising, endowments and scholarships for the Association. The External Affairs Committee shall coordinate membership recruitment, networking, social events and legislative advocacy. The External Affairs Committee will collaborate with, and accept recommendations from the Social Justice Accountability Panel.

- ~~(E) **The Public Relations Committee** shall seek out those avenues of communication to acquaint the general public with the work of marriage and family therapy and of the Association and shall promote public education and information services. It shall be the function of this committee to write press releases and to maintain a list of speakers in the area of marriage and family therapy.~~
- ~~(F) **The Professional Practices Committee** shall promote the ethical standards of the Association and shall provide education about the ethical standards to the membership and to the public. The committee shall not conduct investigations or consider allegations of violations of ethical principles made against members, nor shall it issue or render advisory opinions on ethical matters but shall refer such matters to the MAMFT Board of Directors.~~
- ~~(G) **The Membership Committee** shall be responsible for dispensing information on membership requirements and application procedures to potential members and shall otherwise encourage appropriate inquiry and application to the Association and shall coordinate membership recruitment efforts and networking and social events.~~
- ~~(H) **The Legislative Committee** shall, in cooperation with the MAMFT lobbyist(s), if any, monitor legislative developments, make recommendations to the Board as to potential legislative action to be taken, and provide leadership in promoting and passing desirable legislation as endorsed by the Board. The Legislative Committee shall also keep informed of national legislation and events as they affect marriage and family therapists, and MAMFT.~~
- ~~(F) **The Pre-Clinical Committee** shall promote and enhance the professional identity of Pre-Clinical Members.~~
- ~~(G) **The Training Committee** shall make arrangements for the annual conference each year and such other conferences/ and or trainings as the Association chooses to sponsor.~~
- ~~(H) **The Greater Minnesota Committee** shall assess the needs of MAMFT members that reside/work in Greater MN and is tasked with fostering connection among and resources for these members. Greater MN accounts for all of Minnesota minus the 7-county metro region.~~

Section 5. Social Justice Accountability Panel is responsible for ensuring all Board activities are in accordance with MAMFT's mission of equity while maintaining visibility and accountability by addressing discriminatory behaviors or policies. The Panel shall be composed of three of the Board of Directors, any member of the Association interested in participating on the panel, and may include representation from outside MAMFT. The three panelists from the Board of Directors shall be

decided by the Board reaching consensus (minus one) at the annual retreat. The Social Justice Accountability Panel shall meet at least once between annual meetings, and will be responsible for providing oversight to the Board while ensuring full Board accountability.

Section 6. Special Committees. The ~~President, with the consent of the~~ Board of Directors, shall appoint any special committee chairperson from among the members of the Board of Directors or the voting membership of the Association. The ~~President Board of Directors~~ may appoint committee members in consultation with the chairperson of the committee. The chairperson of the special committee may participate in the meetings of the Board of Directors but shall not have the right to vote unless that person is already a member of the board. ~~Any Special Committee shall include input from the Social Justice Accountability Panel and will be required to show how their efforts are in alignment with the mission, vision, and strategic plan of the organization.~~

Article IX. Finance

Section 1. Fiscal Year. The fiscal year of the Association shall begin on January 1st. This shall be construed to mean that any financial action taken at the annual meeting shall become effective on the January 1st following the meeting. This specifically includes the approved budget and dues schedule.

Section 2. Dues. Dues for the Association shall be established by ~~a majority vote reaching consensus (minus one)~~ of the Association's Board of Directors, except in such instances where the proposed increase is greater than twenty-five (25) percent of the previous year's dues. In that event, dues shall be set by a majority of votes cast by voting members within the Association, voting by ballot under procedures established by the Board. All dues billings and dues collection will be performed by the Association.

Article X. ~~Rules of Order~~ MAMFT Collaborative Consensus (minus one) Decision-Making Model

Section 1. The ~~rules contained in Robert's Rules of Order, Revised;~~ MAMFT Collaborative Consensus (minus one) Decision-Making Model shall govern all meetings of the Association in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws. ~~At the annual meeting each year, an explanation and overview of the process will be presented by the Board of Directors to Membership. Annually, the Governance Committee shall provide the Board of Directors a review of the model.~~

Article XI. Amendments

Section 1. Initiation of Amendments. Amendments to the Bylaws may be initiated in one of two ways:

- (A) The Board of Directors may initiate an amendment by reaching ~~consensus (minus one) a two-thirds (2/3) vote~~ of those present;
- (B) Ten percent (10%) of the membership of the Association may initiate an amendment by written petition addressed to the Secretary of the Association.

Section 2. Adoption of Amendments. Proposed amendments may be adopted in the following way:

- (A) **Ballot.** Proposed amendments may be recommended to the membership for ratification by ballot. The proposed amendment(s) shall be distributed to all voting members of the Association at least one (1) month prior to the time of voting. There shall be specified on the ballot a deadline for voting. A two-thirds (2/3) majority of ballots cast shall be required for ratification of the amendment(s).

Article XII. Local Chapters

Section 1. Local Chapters of the Association may be formed at the discretion of the Board, providing that such chapters conform to the Association's Bylaws and policies with regard to membership, voting, holding office, serving on committees and related matters.

Section 2. Interest Groups are membership-driven networks that organize around a specific interest relevant to MAMFT's mission and vision. Members may formalize interest groups by submitting a proposal to MAMFT's Board of Directors that includes an (1) overview of the interest group, (2) purpose of the interest group, (3) explanation as to how the proposed interest group aligns with MAMFT's mission and vision, and (4) a minimum of two additional active members that endorse the formation of the interest group. The individual that submits the proposal for an interest group will serve as the founding Chair of that interest group with authority to appoint future Chairpersons. Interest groups will be formalized following the Board of Directors reaching consensus (minus one) after reviewing a complete proposal. Formalized interest groups will be automatically retired after a 12-month span of inactivity.

Article XIII. Dissolution and Termination

Section 1. Dissolution. Dissolution of the Association is authorized if:

- (A) approved by the Board; and
- (B) approved by two-thirds vote of the voting members voting by ballot submitted within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

Section 3. Assets. If the Association dissolves, all assets of MAMFT remaining after the payment of all debts will be split in the following manner: 50% returned to its members and 50% donated to a non-profit that supports MAMFT's mission and values.