

**TENNESSEE ASSOCIATION
FOR MARRIAGE AND FAMILY THERAPY**

**BY-LAWS
As Amended May 1, 2012**

**ARTICLE I
NAME, LOCATION, AND ORGANIZATION STRUCTURE AND RELATIONSHIP**

Section 1. The name of this organization shall be the Tennessee Association for Marriage and Family Therapy – a Division of the American Association for Marriage and Family Therapy (hereinafter referred to as the TAMFT)

Section 2. This Division is responsible to the duly elected Officers and Board of Directors of the AAMFT and all rules and orders lawfully made there under.

Section 3. The by-laws of this Division shall be consistent with those of the AAMFT and shall be approved by the AAMFT before formal adoption by the Division.

**ARTICLE II
PURPOSES**

Section 1. The purposes for which the Division is organized are as follows:

- a. To promote the common professional interests of those who are marriage and family therapists.
- b. To represent marriage and family therapy as a mental health profession to the public and before governmental bodies.
- c. To establish and maintain professional standards in marriage and family therapy. This purpose shall be furthered by meetings, clinical sessions, publications, research in this field, and other relevant activities.
- d. To cooperate with other organizations and agencies in furtherance of the marriage and family therapy profession.

Section 2. The division shall have all the powers and be subject to all the restrictions which pertain by law to all membership corporations so far as the same are applicable thereto.

**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 the voting membership of the AAMFT, as described in the AAMFT bylaws, who maintain an address of record in the Division with the AAMFT offices. Voting membership shall therefore be composed of Clinical Fellows, Pre-clinical Fellows, and Members (“Members” as defined in the AAMFT Bylaws). Associate Members and Student Members only have voting rights when electing the representative to the Board for their respective membership category.

(B) Non-voting Members. Affiliate Members: The non-voting membership shall be composed of the non-voting membership of the AAMFT, as described in the AAMFT bylaws, who maintain an address of record in the Division with the AAMFT offices.

Section 2. All members of the Division shall be members in good standing of the AAMFT and all AAMFT members maintaining an address of record in Tennessee with the AAMFT offices shall be members in good standing of the Tennessee Division.

Section 3. Members shall be governed by and abide by the by-laws of the AAMFT and by the by-laws of the Division and all rules and orders lawfully made there under.

ARTICLE IV OFFICERS

Section 1. The officers of the Association shall be a President, a President-Elect, a Secretary, a Treasurer, and a past President. The officers must be Clinical Fellows of AAMFT.

Section 2. 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 Division and of the Board and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with right to vote on all committees except the Elections Committee.

Section 3. The President-Elect shall serve a term of two (2) years succeeding to the office of President upon completion of that term. The President-Elect shall serve as presiding Officer of the Division and Board during the absence of the President.

Section 4. The Treasurer shall serve a term of three (3) years. The Treasurer shall serve as Chairperson of the Finance Committee, shall oversee the management of funds for duly authorized purposes of the Division, shall prepare the annual budget, and shall present periodic financial reports to the Board and an annual report to the membership. The fiscal year of the Division shall begin January 1.

Section 5. The Secretary shall serve a term of three (3) years. The Secretary shall keep the records of all business meetings of the division and meetings of the Board, and shall direct the distribution of minutes and reports as authorized by these by-laws and by the Board.

Section 6. The Past President shall serve a term of one (1) year immediately following completion of a term of office as President.

Section 7. TAMFT Officers shall be assumed to have resigned from office at such time as they move outside the divisional geographic boundaries. If any member of the TAMFT Board of Directors ceases to be in good standing with AAMFT/TAMFT, the Board shall declare his/her position on the Board to be vacant. If the Board of Directors determines that a director has a conflict of interest in a specific instance or project, the Board may request the director to recuse himself/herself from consideration of the issue.

Section 8. In the event the past President is unable to complete the term of office, that position shall remain vacant. In the event that the Secretary or the Treasurer is unable to complete the term of office, The Board may appoint a successor to fill the office. In the event that the President is unable to complete the current term of office, the President-Elect shall assume the presidential duties and office, and a special election shall be called to elect a new President-Elect through a mail ballot by the voting membership. In the event that the President-Elect is unable to

complete the current term of office, a special election shall be called to elect a successor through a mail or electronic ballot by the voting membership. In any event, the term of the Presidency shall not be for less than two (2) years nor more than three (3) years.

A special election shall be called to elect a new President-Elect through a **mail or electronic** ballot by the voting membership. In the event that the President-Elect is unable to complete the current term of office, a special election shall be called to elect a successor through a **mail or electronic ballot** by the voting membership.

ARTICLE V BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers, three (3) Directors, all of whom are members of AAMFT in good standing, and a Student Associate Representative. The three Directors shall serve three-year (3) terms, staggered so that one (1) shall be replaced each year. Thus, at the beginning, one Director shall serve one (1) year, one shall serve two (2) years, and one shall serve three (3) years. Further, one Director shall come from each of the three major divisions of the State. The Directors are elected by the entire membership of the TAMFT. The Student Associate Representative shall serve a two (2) year term.

At no time may more than two (2) Pre-Clinical Fellows or Members serve as Directors on the Board. In order for a Member to be eligible for Board service, s/he must have been a Member of the AAMFT for five years.

Section 2. The Board shall exercise all powers of the Division, except as specifically prohibited by these by-laws and the AAMFT by-laws. The Board shall be authorized to adopt and publish such policies, procedures, and rules as may be necessary and consistent with these by-laws and AAMFT by-laws, and to exercise authority over all TAMFT business and funds.

Section 3. The Board shall meet at the call of the President and at least once each year, or at the written request of all, or at least three (3) members of the Board directed to the Secretary. A Quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. The meetings shall be conducted in accordance with Roberts Rules of Order, Revised.

Section 4. A Board meeting as described above may be a face-to-face meeting or the Board may conduct business electronically, either by telephone conference call, e-mail or some other electronic means under the following conditions. Any electronic means for meeting that allows for free and unfettered discussion, such as a telephone conference call, may be used to conduct the business of the Board, consider matters and take votes on matters if a quorum, as defined above, is involved in the meeting. The Board may consider matters through e-mail only if (1) there is some urgency in the matter, (2) a quorum responds to the e-mail request for action, and (3) all Board members agree the matter can be disposed of in this fashion with limited debate. Should any member object to the use of e-mail in the decision making process, upon registering his/her objection, the matter must then be disposed of in some other way, such as a telephone conference call.

Section 5. If a position becomes vacant, the position may remain vacant or the Board may appoint a successor to serve the remainder of the unexpired term, except that vacancies in the offices of President and President-Elect shall be filled in accordance with the provisions of Article IV, Section 7.

ARTICLE VI COMMITTEES

Section 1. The standing committees of the Division shall include the following: Ethics Education, Finance, Membership, and Elections, and such other standing committees as shall be authorized by the Board. The committees are responsible to the Board. A committee member shall be removed by the Board for malfeasance or non-performance of duties.

Section 2. All standing committees shall be appointed by the President with the approval of the Board, except the Elections Committee. 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 term of office shall begin on January 1 of the year following appointment. The majority of each committee shall be composed of Clinical Fellows.

Section 3. There shall be four (4) members of the Elections Committee. Three (3) members of the Elections committee shall be elected by mail ballot by the voting membership of the Division. One shall be elected from each grand division of the State. Each shall serve a term of three (3) years staggered so one (1) member shall be replaced each year. One member shall be appointed by the Board, from among the Board, and shall serve a one (1) year term on the committee. The Elections Committee shall be elected by mail or electronic ballot by the voting membership.

Section 4. The President, with the approval of the Board, shall appoint a chairperson for each standing committee, except as otherwise provided by these by-laws. The Chairperson shall be a Clinical Fellow. Following the annual membership meeting, the President shall authorize the senior elected member of the Elections Committee to serve as Chairperson, and have the Chairperson convene the committee.

Section 5. The Ethics Education Committee shall be responsible for educating the membership and the public regarding the AAMFT Code of Ethical Principles for Family Therapists. 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 AAMFT Ethics Committee.

Section 6. The Finance Committee shall assist the Treasurer in preparing the annual budget for approval by the Board and the membership, and shall be responsible for making recommendations to the Board and membership in matters pertaining to the finances of the Division.

Section 7. The Membership Committee shall be responsible for dispensing information on membership requirements and application procedures to potential members and otherwise encouraging appropriate inquiry and application to the AAMFT. This committee shall give consultation about the licensure process to members seeking licensure as an LMFT in the state.

Section 8. The Elections Committee shall prepare a slate of nominees for Officer, Director and Elections Committee positions, and shall oversee the elections of such positions as provided in these by-laws and in rules and procedures adopted by the Board for elections.

Section 9. Committees may conduct any or all of their business by electronic means under the following conditions. Any electronic means for meeting that allows for free and unfettered discussions, such as a telephone conference call, may be used to conduct the business of the committee, consider matters and take votes on matters if an adequate number of members is involved in the meeting. The committees may consider matters through e-mail only if (1) there is some urgency in the matter or if it is deemed convenient to conduct business in this fashion, (2) at least half the membership of the committee responds to the e-mail request for action, and (3) all committee members agree the matter can be disposed of in this fashion with limited debate. Should any member object to the

use of e-mail in the decision-making process, upon registering his/her objections, the matter must then be disposed of in some other way, such as a telephone conference call.

ARTICLE VII LOCAL CHAPTERS

Local chapters of the Division may be formed at the discretion of the Board, providing that such chapters conform to AAMFT and Divisional by-laws with regard to membership, voting, holding office, serving on committees, and related matters. Chapters may be formed with formal structure, including by-laws, or operated informally so long as the structure and function conform to the AAMFT and Divisional by-law principles.

ARTICLE VIII MEETING OF THE MEMBERSHIP

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

Section 2. Special meetings of the membership may be called by the President or a majority of the Board.

Section 3. Notice of all annual and special meetings shall be sent to all voting members of the Division at least 45 days in advance of the meeting by the Board of Directors. Action at such meeting shall be limited to those agenda items contained in the notice of the meeting.

Section 4. Quorum at all annual and special meetings of the Division shall be five (5) percent of the voting membership of the Division, present in person at the meeting, not including the Officers and Directors. No proxies shall be permitted.

Section 5. All meetings shall be conducted according to Roberts' Rules of Order, Revised.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. The nominations and election of Officers, Directors and members of the Elections Committee shall be conducted annually. All voting members of the Division shall have the right to vote in the election which shall be conducted by **mail or electronic ballot**.

Student and Associate Members shall have the right to vote in the election for the Student-Associate Representative to the Board. Discrimination in the election and nomination procedures on the basis of race, color, creed, or sex 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 at least two nominees for each position and shall determine the eligibility and willingness of each nominee for 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. The candidate who receives the majority of votes for each office shall be elected. Ballots shall be counted by the Board or by tellers designed by the Board.

ARTICLE X DUES

Dues for the Division shall be established by a majority vote of the voting members of the Division conducted by mail or electronic ballot.

Dues may be increased by the Board unless the proposed increase exceeds ten (10) percent of the previous year. Larger increases shall be established by a majority vote of voting members of the Division.

All dues billings, dues collections, and dues disbursements will be performed by AAMFT.

ARTICLE XI AMENDMENT

Amendments may be proposed by the Board on its own initiative, or upon petition by five (5) percent of the voting members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendations. These by-laws may be amended by a two-thirds vote of voting members by mail ballot.

These by-laws may be amended by a two-thirds vote of voting members by mail or electronic ballot.