

***AAMFT Independent Affiliate Bylaws***  
***TNAMFT Amendments Draft Effective June 7, 2019***

**ARTICLE I. Name, Organizational Structure and Relationship**

**Section 1.** The name of this organization shall be the Tennessee Association for Marriage and Family Therapy (TNAMFT) – an Independent Affiliate of the American Association for Marriage and Family Therapy (hereinafter AAMFT). This organization is identified and regulated as a 501(c)(6) entity in the state of Tennessee.

**Section 2.** This Independent Affiliate (herein referred to as Affiliate) is responsible to the duly elected Officers and Board of Directors of the AAMFT and all rules and orders lawfully made thereunder.

**Section 3.** The bylaws of this Affiliate shall be consistent with those of the AAMFT and shall be approved by the AAMFT before formal adoption by the Affiliate.

**ARTICLE II. Purposes**

**Section 1.** The purposes for which this Affiliate are formed as follows:

(A) To promote the common professional interests of those who are marital and family therapists.

(B) To represent marriage and family therapy as a behavioral healthcare profession to the public and before governmental entities.

(C) To establish and maintain professional standards in the profession of marital 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 behavioral healthcare for the furtherance of the marriage and family therapy profession.

(E) To fulfill other purposes stated in the AAMFT bylaws as those purposes may be pursued appropriately at the Affiliate level.

### **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 have paid current dues to both AAMFT and this Affiliate. These members are composed of those identified as Clinical Fellows, Pre-clinical Fellows and Members. Allied Mental Health Professionals Members and Pre-Allied Members only have voting rights when electing the representative to the Board for their respective membership category.

(B) Non-voting Members. The non-voting membership shall be composed of the non-voting membership of the AAMFT, as described in the AAMFT bylaws, who have paid current dues to both AAMFT and this Affiliate.

**Section 2.** All members of this Affiliate shall be members in good standing of the AAMFT.

**Section 3.** All members shall be governed by and abide by the bylaws of the AAMFT and by the bylaws of this Affiliate and all rules and orders lawfully made thereunder.

**Section 4.** All members shall pay both their AAMFT and their Affiliate dues.

### **ARTICLE IV. Officers**

**Section 1.** The Officers of the Affiliate shall be a President, a President-Elect, a Secretary, a Treasurer and a Past President. The officers must be Voting Members and Clinical Fellows of AAMFT. The Board must appoint at least one of its Board members as liaison to the AAMFT Family TEAM.

**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 this Affiliate 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 also shall serve as a member ex-officio with the right to vote on all committees.

**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 this Affiliate and Board during the absence of the President.

**Section 4.** The Secretary shall serve a term of three (3) years. The Secretary shall keep the records of all business meetings of this Affiliate and meetings of the Board, shall direct the distribution of minutes and reports as authorized by these bylaws and by the Board, and shall be responsible for all official correspondence of this Affiliate.

**Section 5.** The Treasurer shall serve a term of three (3) years. In the event of an ad hoc Finance Committee being appointed by the President and the Board, the Treasurer shall be the Chairperson of that committee, shall oversee the management of funds for duly authorized purposes of this Affiliate, shall prepare the annual budget, and shall present periodic financial reports to the Board and an Annual report to the Affiliate membership, and the AAMFT. The fiscal year of this Affiliate begins January 1 and will be consonant with the fiscal year of AAMFT.

**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.** Affiliate Officers shall be assumed to have resigned from office at such time as they move outside this Affiliate's geographical boundaries. If any Officer ceases to be in good standing by reason of nonpayment of dues, or any other reasons declared by AAMFT, the Board shall declare his/her office to be vacant. The Board will proceed with filling the vacancy in accordance with the Affiliate bylaws.

**Section 8.** If any office, other than President or President-Elect becomes vacant, 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 mail and/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 mail and/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.

**Section 9.** Each Officer and Director of the Board must adhere to, and sign a consent disclosure statement, to prevent any conflict of interest circumstance with this Affiliate, or to gain profit or advantage in any actions or associations with this Affiliate. If such a circumstance is evident, he/she will recuse himself/herself from consideration of the respective issue. In the event that the conflict of interest cannot be resolved and remains for the Officer, resignation from the position will be requested by the Board. If the Officer refuses to resign, then they will be removed by a majority vote of the Board. If the Board determines it is appropriate to notify this Affiliate's membership, all voting members will be notified by mail or electronic means. Replacement of the Officer will proceed in accordance with the Affiliate bylaws.

**Section 10.** As a 501 (c)(6) entity in the state of Tennessee, removal of any officers can occur due to malfeasance, misconduct or similar actions that do not adhere to the professional standards of AAMFT or this Affiliate. If the removal of an Officer or Director is determined by the Board to be the most appropriate response, the respective Officer or Director may resign immediately. If the respective individual refuses to resign, then action by the Board with a majority vote will be taken for the removal of him/her. The vacancy of the Officer or Director will be filled in accordance with the Affiliate bylaws.

## **ARTICLE V. Board of Directors**

**Section 1.** The Board of Directors shall consist of the Officers, at least three (3) Directors and all Voting Members of the AAMFT who are in good standing. The directors shall serve three (3) year terms, staggered so that two (2) directors shall be replaced each year.

At no time may more than three (3) Pre-Clinical Fellows or Allied Mental Health Professionals serve as Directors on the Board. In order for an Allied Mental Health Professional to be eligible for Board service, s/he must have been an Allied Mental Health Professional of the AAMFT for five years.

**Section 2.** The Board shall exercise all powers of this Affiliate, except as specifically prohibited by these bylaws and the AAMFT bylaws. The Board shall be authorized to adopt and publish such policies, procedures, and rules as may be necessary and consistent with these bylaws and AAMFT bylaws, and to exercise authority over all this Affiliate's 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 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. A majority of Board members making the quorum must be Voting Members. The meetings shall be conducted in accordance with Roberts' Rules of Order, Newly Revised. Board members may meet in person, electronically or via teleconferencing means. Voting may also occur in person, electronically or via teleconferencing means.

**Section 4.** 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 the President and President-Elect shall be filled in accordance with the provisions of Article IV, Section 8.

## **ARTICLE VI. Committees**

**Section 1.** The Board reserves the right to appoint and disband committees as needed, and shall designate committees as ad hoc.

**Section 2.** All committees, except the Elections Committee, shall be appointed by the President with the approval of the Board. 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, except when an appointment is made to fill a vacancy. The majority of each committee shall be composed of Voting Members. Representatives of the public may be appointed as needed. Committee members may be removed by the President with the approval of the Board for malfeasance or non-performance of duties. A Student committee may be developed and appointed by the Board, as needed.

**Section 3.** The President with the approval of the Board shall appoint a chairperson for each committee, except as otherwise provided by the Affiliate bylaws. Each Chairperson shall be a Voting Member.

**Section 4.** There shall be four (4) members of the Elections Committee, comprised of the Affiliate President, or President-Elect, as determined by the President as the ex-officio member with each committee. Three (3) members shall be elected by mail and/or electronic ballots by the Voting Members of the Affiliate. One member shall be elected from each grand division of the State (East; Middle; West) with each serving a three (3) year term.

## **ARTICLE VII. Local Chapters**

**Section 1.** Local chapters of the Affiliate may be formed at the discretion of the Board, providing that such chapters conform to AAMFT and the Affiliate bylaws and policies with regard to membership, voting, holding office, serving on committees, and related matters.

## **ARTICLE VIII. Meetings 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 by the Board of Directors to all Voting Members of the Affiliate at least 45 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

**Section 4.** A quorum at all annual and special meetings of the Affiliate shall be five (5) percent of the voting membership of the Affiliate, 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, Newly Revised.

## **ARTICLE IX. Nominations and Elections**

**Section 1.** The nomination and election of all elected positions shall be conducted annually. All voting members of this Affiliate shall have the right to vote in the election which shall be conducted by mail and/or electronic ballot. However, only Student and Pre-Allied Mental Health Professional Members shall have the right to vote in the election for the Student Associate 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 at least two 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, in accordance with *Article IX, Section 1*, 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 Board or by tellers designated by the Board.

## **ARTICLE X. Dues**

**Section 1.** Dues for this Affiliate shall be established by majority vote of the Board of Directors, under policies and procedures established by the AAMFT Board, except in such instances where the proposed increase is greater than ten (10) percent of the previous year's dues. In that event, dues shall be set by a majority of votes cast by the

voting members within the Affiliate, voting by ballot under the procedures established by the AAMFT Board.

**Section 2.** All dues billings, dues collections and dues disbursements shall be performed by AAMFT.

## **ARTICLE XI. Amendments**

**Section 1.** These bylaws may be amended or repealed by a two-thirds vote of the Voting Members voting by mail and/or electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Amendments may be proposed by the Board on its own initiative, or upon petition by twenty (20) 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 recommendation.

## **ARTICLE XII. Dissolution and Termination**

**Section 1.** Dissolution of the Affiliate is authorized if:

(A) approved by the Board;

(B) approved by two-thirds vote of the voting members voting by electronic and/or mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot; and

(C) approved in writing by the AAMFT.

**Section 2.** This Affiliate may terminate its relationship as an independent affiliate of the AAMFT if:

(A) approved by the Board;

(B) approved by two-thirds vote of the voting members voting by electronic and/or mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot; and

(C) approved in writing by the AAMFT after this Affiliate complies with all AAMFT policies and procedures concerning termination of a relationship as an Independent Affiliate of the AAMFT.

**Section 3.** If this Affiliate dissolves, terminates its relationship with AAMFT as an Independent Affiliate of the AAMFT, or is terminated by the AAMFT as an Independent Affiliate of the AAMFT, all assets of this Affiliate remaining after the payment of all debts must be transferred to the AAMFT, or to a successor corporation to this Affiliate as determined by the AAMFT.

---