

# FELDENKRAIS GUILD<sup>®</sup> of North America

## BYLAWS

### ARTICLE 1. PURPOSES OF THE *FELDENKRAIS GUILD* of NORTH AMERICA (hereinafter referred to as “FGNA”)

- 1.1 To disseminate information and educational materials about the *Feldenkrais Method*<sup>®</sup> of somatic education.
- 1.2 To support the establishment of the *Feldenkrais Method* as a distinct profession and to promote the professional development of authorized practitioners and teachers thereof.
- 1.3 To increase public awareness about the *Feldenkrais Method* and benefit the public by establishing, maintaining, and enforcing standards of practice, professional training, and professional ethics among the practitioners and teachers thereof.
- 1.4 To promote the education and training of persons who wish to become authorized practitioners and teachers of the *Feldenkrais Method*.
- 1.5 To promote, sponsor, and conduct research in the *Feldenkrais Method*.
- 1.6 To foster the interest of the public in the *Feldenkrais Method*.

### ARTICLE 2. MEMBERSHIP AND VOTING RIGHTS

- 2.1 **Categories of Membership.** There shall be four general categories of membership: Professional, Associate, Trainee, and Public.
  - 2.1.1 **Professional Members.** Professional membership shall be open to:
    - (1) Any person who meets the requirements to become a *Guild Certified Feldenkrais Practitioner*<sup>CM</sup>, and pays the applicable fee;
    - (2) Any person who became a qualified *Awareness Through Movement*<sup>®</sup> teacher prior to 1975; and
    - (3) Any person who meets the requirements to become a certified *Feldenkrais Awareness Through Movement Teacher*<sup>CM</sup>, and pays the applicable fee.
  - 2.1.2 **Associate Members.** Associate Membership shall be open to:
    - (1) Any person who graduated from an accredited *Feldenkrais*<sup>®</sup> Professional Training Program, does not meet the requirements for Professional membership, and pays the applicable fee.
    - (2) Any person who graduated from an accredited *Feldenkrais Awareness Through Movement Teacher* Training Program, does not meet the requirements for *Feldenkrais Awareness Through Movement Teacher* membership, and pays the applicable fee.
  - 2.1.3 **Trainee Members.** Trainee membership shall be open to any person who is currently enrolled in an accredited *Feldenkrais*<sup>®</sup> Professional Training Program, and for whom the applicable fee is paid.
  - 2.1.4 **Public Members.** Public membership shall be open to any person who is interested in the purposes of FGNA, is authorized by the FGNA Board of Directors, and pays the applicable fee.
- 2.2 **Voting Rights.** Professional Members shall be “Voting Members”, and may cast votes on organization-wide and Region ballots. All other members may cast votes only on ballots in the Region in which they reside, in accordance with Article 4, with the exception that Public Members may not cast votes on any ballots.

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**ARTICLE 3. MEETINGS OF THE MEMBERSHIP**

- 3.1 **Annual Meeting.** A meeting of the membership shall be held annually.
- 3.2 **Notice of Annual Meeting.** FGNA shall notify its members, in writing, of the place, date, and time of the Annual Meeting no fewer than 30 days, nor more than 60 days before the meeting. The notice shall include a description of those matters required by law to be approved by the members.
- 3.3 **Special Meetings.** Special Meetings of FGNA may be called for specific purpose(s) by the President or a majority of the Board of Directors; or by petition of 20% of the Voting Members, that is signed, dated, and delivered as written demand(s) to FGNA's Secretary.
- 3.4 **Notice of Special Meetings.** Notice of the time, place and the specific purpose(s) of a Special Meeting shall be received at least 14 days prior to the date on which the meeting is held. If the notice of a Special Meeting demanded by petition of Voting Members is not given within 30 days of delivery of the demand to FGNA's secretary, then a person signing the demand may set the time and place of the meeting and give notice pursuant to Article 3.2 above.
- 3.5 **Waiver of Notice.** Attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where the member attends the meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 3.6 **Quorum.** The quorum of any meeting of the Voting Members of FGNA shall be at least 35 Voting Members, provided that there are at least two Voting Members from 75% of the designated Regions.
- 3.7 **Proxy.** Voting by proxy is prohibited.

**ARTICLE 4. BOARD OF DIRECTORS**

- 4.1 **Powers and Duties.** FGNA shall be governed by the Board of Directors (hereinafter referred to as "Board"), which is responsible for governing and creating cohesion in the board as a group. Specifically, the Board shall:
- 4.1.1 Act in trusteeship for the membership;
  - 4.1.2 Serve as an official connection between the membership and FGNA;
  - 4.1.3 Develop explicit governing policies in the following areas: Ends (goals), Executive limitation, Board-Executive Relationship, and Board Process;
  - 4.1.4 Define the authority and responsibilities of administrative services of FGNA;
    - 4.1.4.1 Appoint, either by contract or employment, an administrator, executive director or other such individual providing such services to carry out the administration of FGNA
    - 4.1.4.2 Confer to the administrator or executive director the power of selecting, discharging or suspending employee(s);
    - 4.1.4.3 Assure the administrator's or executive director's performance in relation to the Board's policies;
  - 4.1.5 Assign specific duties for Directors and Officers in carrying out their responsibilities;
  - 4.1.6 Monitor its own process and performance;

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- 4.1.7 Establish committees and boards as necessary for governance; and define the purpose, policies, and activities of such committees and boards;
  - 4.1.8 Make appointments to fill vacancies on the Board or on any FGNA committee;
  - 4.1.9 Preside over member or certified practitioner expulsion and certification removal proceedings;
  - 4.1.10 Designate the number and boundaries of FGNA Regions based on the geographical distribution of members; and
  - 4.1.11 Perform other duties as specified elsewhere in these bylaws or in parliamentary procedure.
- 4.2 **Number.** There shall be a minimum of seven and a maximum of nine Directors:
- 4.2.1 Seven Directors who are Professional Members shall be elected by Voting Members: Six shall be elected by all Voting Members; and one shall be elected by Voting Members residing in Canada.
  - 4.2.2 The Board may appoint up to two additional Directors: One must be a Professional Member, and one may be a Professional Member or a Public Member.
- 4.3 **Term.**
- 4.3.1 The term of office for Directors shall be two years.
  - 4.3.2 From the time of their qualification or appointment until they take office, Directors-Elect may attend Board meetings in a nonvoting capacity.
  - 4.3.3 Elected Directors shall take office at a Board meeting in the third quarter of the calendar year.
  - 4.3.4 Appointed Directors shall take office upon appointment and shall serve until the Board meeting in the third quarter of the calendar year, that is closest to a two-year term.
  - 4.3.5 A Director shall remain in office until the expiration of the term of office for which the Director is elected or appointed or until the Director's successor is elected or appointed and takes office.
  - 4.3.6 Any Director may succeed him/herself in office or in any other office or directorship for which s/he qualifies and is elected or appointed.
- 4.4 **Vacancies.**
- 4.4.1 Elected Director positions:
    - 4.4.1.1 If there is a Director-Elect for a vacant position, the Board may appoint the Director-Elect to complete the remainder of the term for the vacant position.
    - 4.4.1.2 If the Director-Elect is not appointed, or if there is no Director-Elect, the Board shall appoint a Professional Member to complete the remainder of the term for the vacant position, provided that the appointee has been nominated by a Voting Member; and that Voting Members have been notified of the vacancy at least 30 days before the vacancy is filled.
    - 4.4.1.3 If less than six months remain in a term when a vacancy occurs, the position may remain vacant for the remainder of the term.
  - 4.4.2 Appointed Director positions: The Board may appoint a person who meets the qualifications of Article 4.2 to complete the remainder of the term.
- 4.5 **Resignation or Removal of Directors.**
- 4.5.1 A Director may resign at any time by delivering notice to FGNA. Revocation of the resignation may be permitted by the Board.

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- 4.5.2 An elected Director may be removed only by the same group that elected the Director, and only at a meeting called for that purpose. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director, with or without cause, or specifically for missing any three meetings of the Board or the membership within one term of office, or not being current in the payment of dues.
- 4.5.3 A Director appointed by the Board may be removed with or without cause, by the vote of two-thirds of the Directors then in office.
- 4.5.4 A Director appointed by the Board to fill the vacancy of a Director elected by Voting Members may be removed by the Voting Members as specified in Article 4.5.2, and may not be removed by the Board.

**ARTICLE 5. MEETINGS OF THE BOARD OF DIRECTORS**

- 5.1 **Regular Meetings.** A Regular Meeting of the Board shall be held in each quarter of the calendar year.
- 5.2 **Special Meetings.** Special Meetings of the Board may be held at any place, at any time, whenever called by the President or 20% of the Directors.
- 5.3 **Notice of Meetings.**
- 5.3.1 Notice of Regular Meetings shall be given at least 30 days prior to the meeting.
- 5.3.2 Notice of the time and place of any Special Meeting of the Board shall be given by mail (including electronic mail), telegram, or by personal communication over the telephone or otherwise, at least seven days prior to the date on which the meeting is to be held.
- 5.3.3 Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.3.4 Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of such meeting.
- 5.4 **Quorum.** The greater of (a) a majority of the Board or (b) three Directors shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum is present, any business may be transacted and the Board may exercise all of its powers.

**ARTICLE 6. OFFICERS**

- 6.1 **Officers Enumerated.** The Officers of FGNA shall be President, Vice President, Secretary, Treasurer, and other such officers and assistant officers as may be deemed necessary by the Board. The President and Vice President shall be Directors and shall be appointed by the Board. The Secretary and Treasurer shall be appointed by the Board and may or may not be Directors and may or may not be members. Any two or more offices may be held by one person, except the offices of President and Secretary.
- 6.2 **Duties.** In addition to the powers and duties specified below, the Officers shall have such powers and perform such duties as the Board may prescribe.

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- 6.2.1 **President.** The President shall exercise the usual executive powers pertaining to the office of President. The President shall prepare meeting agendas and preside at meetings of the Board, Executive Committee, and membership.
- 6.2.2 **Vice President.** In the absence or disability of the President, the Vice President shall act as President.
- 6.2.3 **Secretary.** The Secretary, by affixing his/her signature, shall attest formally to the legitimacy and integrity of Board documents, including Board minutes. The Secretary also is responsible to the Board for reporting on and noting any inconsistencies in actions of the Board.
- 6.2.4 **Treasurer.** The Treasurer is to perform duties in connection with finances of FGNA as may be required by the Board, which will neither lessen nor add to the Administrator's or Executive Director's accountability to Board policies on fiscal conditions and budgeting. If there is a Finance Committee, the Treasurer shall be a member.
- 6.3 **Vacancies.** Vacancies in any office arising from any cause may be filled by the Board at any Regular or Special Meeting.
- 6.4 **Compensation.** Officers may receive compensation for their duties as set by the Board.
- 6.5 **Resignations and Removal of Officers.** An Officer may resign at any time by delivering notice to FGNA. Revocation of the resignation may be permitted by the Board. The Board may remove any Officer that it has appointed, at any time, with or without cause.
- 6.6 **Term.** The term for each Officer shall be two years. The President's and Vice President's terms shall not expire in the same year. Any Officer may succeed her/himself in office, or in any other office or directorship for which s/he qualifies and is elected or appointed.

**ARTICLE 7. EXECUTIVE COMMITTEE**

- 7.1. **Members.** There shall be a minimum of four and a maximum of five voting members of the Executive Committee. The President and Vice President shall be voting members. If they are Directors, the Secretary and Treasurer shall also be voting members; if they are not Directors, they shall be nonvoting members. The Board may appoint up to three Directors to be voting members, who shall serve for one year on the Executive Committee.
- 7.2. **Quorum.** A majority of the voting members of the Executive Committee constitute a quorum. The President or his/her designee, or any two voting members of the Executive Committee may call a meeting of the Executive Committee.
- 7.3. **Duties.** The Executive Committee is a committee of the Board with full power to conduct the ongoing business of the organization between meetings of the Board, with the following exceptions: It does not have the power to amend the Bylaws; authorize distributions; approve or recommend to members dissolution, merger or sale, pledge or transfer of all or substantially all of FGNA's assets; appoint, elect or remove Directors; or fill vacancies on the Board or on any of committees of the Board.
- 7.4 **Meetings.** The Executive Committee shall not be required to meet. Meetings shall be called only when necessary.

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**ARTICLE 8. ACTION BY WRITTEN CONSENT**

The corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Oregon, to be taken at a meeting of the Members or Directors of FGNA may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members or Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

**ARTICLE 9. WAIVER OF NOTICE**

Whenever any notice is required to be given to any Member or Director of FGNA by the Articles of Incorporation or Bylaws or by the laws of the State of Oregon, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**ARTICLE 10. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer now or hereafter serving FGNA and each person who at the request of or on behalf of FGNA is now serving or hereafter serves as a Director or Officer of any other FGNA, whether profit or not for profit, and his respective heirs, executors, and personal representatives, shall be indemnified by FGNA against expenses actually and necessarily incurred by the Director in connection with the defense of any action, suit or proceeding in which the directors is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which the Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of Board or members, or otherwise.

**ARTICLE 11. NOMINATIONS AND ELECTIONS**

- 11.1 Nominating Committee.** The Nominating Committee shall consist of five members: three elected by Voting Members for a three-year term, one rotating each year; and two appointed by the Nominating Committee for a two-year term, one rotating each year. Persons intending to run for offices shall not be eligible to serve on the Nominating Committee, except that Nominating Committee members may seek reelection to that Committee. Vacancies in Nominating Committee positions shall be filled by the Board. The Nominating Committee shall appoint a Chair and shall operate in accordance with FGNA Policy.
- 11.2 Nomination Procedure.** Nominations for elected positions shall be presented by the Nominating Committee at the Annual Meeting or at any Special Meeting held in lieu of the Annual Meeting. Nominations may also be made from the floor. Nominees shall be informed of the requirements of the position and must consent to serve. Nominations shall remain open for ten days after the Annual Meeting, or Special Meeting held in lieu of the Annual Meeting.

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11.3 **Elections.** Elections shall be held by Internet or mail ballot, for members with an email address on file with FGNA; or by mail ballot for members without an email address on file. Ballots shall be sent within thirty days of an Annual Meeting, or Special Meeting held in lieu of the Annual Meeting.

**ARTICLE 12. FGNA COUNCIL OF REGIONAL REPRESENTATIVES**

12.1 **Purpose.** The FGNA Council of Regional Representatives (hereinafter referred to as “CORR”) shall serve as a forum for communication and problem solving regarding regional concerns, and shall facilitate the communication between local members and the Board. The CORR shall report their ideas, concerns and recommendations to the Board or the FGNA Administrator or Executive Director

12.2 **Members.** Each Region shall have a seat on the CORR, and shall be represented by the Regional Representative or other designee who is a Voting Member. In case of his/her absence, a Regional Representative may designate a Voting Member residing in his/her Region to represent the Region at a CORR meeting.

12.3 **Chair.** The Chair of the CORR shall be a Regional Representative and shall be appointed by the members of the CORR. The term of the Chair shall be one year. The Chair may succeed him/herself in office.

12.4 **Quorum.** Two-thirds of the members of the CORR shall constitute a quorum.

12.5 **Meetings.** The CORR shall meet in each quarter of the calendar year and at other times as necessary.

12.6 **Minutes and Reports.** Meeting minutes shall be prepared. Quarterly reports shall be sent to the Board.

**ARTICLE 13. REGIONS**

13.1 **Purpose.** The purpose of FGNA Regions is to represent the members of the Region on the FGNA Council of Regional Representatives, and to further the purposes of FGNA by:

13.1.1 Holding meetings and conducting the business of the Regions;

13.1.2 Fostering cooperation, communication, and a sense of community among FGNA members and the public through professional and social networking; and

13.1.3 Organizing continuing education, legislative, and public relations programs within the Regions.

13.2 **Name.** Each Region shall be known by its geographical name, followed by “Region of the *Feldenkrais Guild*® of North America.”

13.3 **Membership.** Members of FGNA in good standing shall be members of the Region in which they reside or practice, and shall not be members of more than one Region.

13.4 **Officers.** The Region Officer shall be a Regional Representative, who must be a voting member of FGNA. Regions may elect or appoint members to other Officer positions as needed, including Secretary, Treasurer, Newsletter Editor and Librarian.

13.5 **Term.** The term of office for Regional Representatives shall be two years. A Regional Representative may succeed him/her self.

13.6 **Vacancy.** A vacancy in any office shall be filled by the Regional Coordinating Committee.

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- 13.7 **Regional Coordinating Committee.** The Regional Coordinating Committee shall consist of the officers of the Region and shall conduct the business of the Region and other activities according to FGNA Policy. Meetings may be held as needed and a majority of the Committee shall constitute a quorum. Reports of business conducted shall be given to the members of the Region in a timely manner.
- 13.8 **Elections.** Region Elections shall be by Internet or mail ballot and shall be in accordance with FGNA Policy.
- 13.9 **Meetings.** Each Region shall hold an Annual Meeting in the first or second quarter of the calendar year. Additional meetings may be set by the Regional Representative. Members shall be given notice at their last known mailing address, at least 30 days prior to the Annual Meeting, and at least 15 days prior to other meetings.
- 13.10 **Quorum.** A quorum shall be ten percent of the Region members.
- 13.11 **Finances.** Each Region shall be entitled to an allocation of funds equal to ten percent of the current year Region member dues paid by the beginning of the year to FGNA. This allocation shall be used only to reimburse current year expenses of the Region, upon appropriate documentation and in accordance with a budget approved by Region members. All monies shall be spent only in accordance with FGNA Policy.
- 13.12 **Governance.** Regions are governed by the FGNA Bylaws and FGNA Policy. Regions may adopt additional protocols. All protocols must be reviewed and approved by the Administrator or Executive Director.

**ARTICLE 14. OTHER COMMITTEES AND BOARDS.**

- 14.1 **Standing Committees.** The Board may establish standing committees as needed. The membership, policies, duties, and activities of committees shall be described in FGNA Policy.
- 14.2 **Special Committees and Task Forces.** The Board, or the President as authorized by the Board, may form special committees and task forces for specified projects and tasks, in accordance with FGNA Policy.
- 14.3 **Boards.** The Board of Directors may establish boards to carry out the policies and activities of specialized areas of interest, including but not limited to Training Accreditation, Grievance, and Certification. The membership, policies, duties and activities of each board shall be described in FGNA Policy.

**ARTICLE 15. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

- 15.1 **Fiscal Year.** The fiscal year of FGNA shall be January 1 through December 31.
- 15.2 **Loans prohibited.** No loans shall be made by FGNA to any Director.
- 15.3 **Books and Records.** FGNA shall keep current and complete books and records of account and shall keep minutes of the proceedings of the membership meetings, the Board of Directors, and committees having any of the authority of the Board. Specific books and records of FGNA may be inspected by any member or the person's agent or attorney, with five business days notice, for any proper purpose at any reasonable time, and in accordance with the laws of the State of Oregon.



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**15.4 Amendment of Articles and Bylaws.** The Articles of Incorporation may be amended according to the laws of the State of Oregon. These Bylaws may be altered, amended or repealed by the affirmative vote of:

(1) Two-thirds) of the Voting Members present at any Annual or Special Meeting of the members, provided that:

(a) Notice of the meeting has specified that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws, and

(b) Notice has included a copy or summary of the amendment; or

(2) Two-thirds of the Voting Members responding to Internet or mail ballot; or

(3) Three-fourths of the Board at any meeting, provided that:

(a) The membership is given three months notice before the effective date; if written opposition by at least 35 Voting Members is received within 30 days after notice is given, the change shall be voted by the membership; and

(b) The Board shall not alter, amend or repeal Articles 4 or 6, nor any bylaw in conflict with the laws of the State of Oregon.

**15.5 Rules of Procedure.** The current edition of the American Institute of Parliamentarians' Standard Code of Parliamentary Procedure governs FGNA in all parliamentary situations that are not provided for in the Bylaws or in its Articles of Incorporation, bylaws, protocols, policies, or resolutions of the Board. The Board shall refer to the Bylaws/Protocol Committee all questions of parliamentary procedure.

**ARTICLE 16. EXPULSION and REMOVAL OF CERTIFICATION**

16.1 Any member of FGNA may be expelled and/or have his/her certification removed by an affirmative vote of two thirds of the Board, for conduct which the Board, through a grievance process, shall determine to be in violation of the Code of Professional Conduct of FGNA; or for any other cause. Members shall be given 15 days' written notice of any contemplated expulsion or removal of certification. Notice shall include the reason or reasons for such expulsion/removal. Members shall be permitted to attend the Board meeting at which the vote for their expulsion/removal is to be taken, and present any information that shows or tends to show that such expulsion/removal is not warranted.

16.2 Membership and/or certification, and all rights pertaining to such membership and/or certification, shall terminate five days after the Board meeting in which the vote for expulsion and/or removal of certification is passed.

16.3 A former member may reapply for membership and/or certification, and may be reinstated by a two-thirds vote of the Board.

**Last revision date: July 10, 2012 by FGNA Voting Members**

**First date adopted: October 1997 by FGNA Board of Directors**