

BYLAWS  
Of the  
ACADEMY OF APPLIED MYOFUNCTIONAL SCIENCES

Adopted (insert date)

Article I  
Name and Organization

Section 1. The name of this organization shall be the Academy Of Applied Myofunctional Sciences, hereafter referred to as AAMS or the corporation.

Section 2. The corporation is organized as a non-profit corporations under the Non-Profit Corporation laws of the State of California and IRS Section 501(c) (3) of the Internal Revenue Code of the United States.

Section 3. The principal office of the corporation shall be in the County of Los Angeles, California.

Section 4. The fiscal year of the corporation shall be the calendar year.

Article II  
Purposes

Section 1. The general purpose for which this corporation is formed are those as stated in the Articles of Incorporation

Section 2. In addition, the corporation shall have the following purposes:

A) To provide educational and research media in the areas of Myofunctional Therapy and Sciences for our members, the academic community and the general public worldwide.

B) To build a membership network of aligned professionals and interested parties whose intention is to expand and develop the fields of Myofunctional Therapy and Sciences.

C) To develop and produce educational symposia that center on relevant topics in the fields of Myofunctional Therapy and Sciences and stomatognathic systems.

D) To facilitate scientific research in the field of Myofunctional therapy.

E) To develop and maintain standards for the delivery of care in the fields of Myofunctional Therapy and Sciences.

F) Participate in trade shows, conferences and conventions that are specific to this field to promote and expand awareness of Orofacial Myofunctional Disorders and treatment options.

G) To build networking relationships with interdisciplinary, allied health professionals and respective trade associations.

Article III  
Membership

Section 1. Classes of membership. There shall be four classes of membership

A) Regular membership is open to any person who is interested in and supports the purposes of the corporation.

B) Credentialed/Licensed membership is open to any person who has a credential or license in a field of medicine or therapy that is related to Myofunctional Therapy.

C) Student membership is open to any person enrolled in a full time educational program leading to a credential, license or degree in any related field of health care.

1) Student members shall not have voting privileges in the corporation.

D) Affiliate membership is open to any commercial enterprise that provides equipment or other services to the profession.

1) Affiliate memberships shall not have voting privileges in the corporation.

Section 2. Dues

1) Dues shall be decided annually by the Board of Directors.

2) Dues may not increase more than 10% in any dues period.

3) The Board may set dues levels for members according to financial conditions in those members' countries.

Section 3. Removal/Discipline of membership

1) Membership in the corporation may be revoked for any of the following reasons:

A) Non-payment of dues

B) Loss of professional license/credential

C) Violation of the [Scope of Practice](#)

D) Cause as defined by California Corporations Code.

2) Members may be disciplined for violations of the [Scope of Practice](#) by a fine and/or suspension of membership for a specific period and/or required re-education, or revocation of membership.

A) Members shall be notified of charges brought against them and given an opportunity to speak before the board prior to the board deliberation and action.

Article IV  
Meetings of the Membership

Section 1. Meetings of the membership shall occur on a date and in a location to be determined by the Board, not less than once every two years.

Section 2. Notice for the Membership Meeting shall be given not less than 15 days not more than 45 days from the date of the meetings.

A) Notice may be given by whatever means practical in accordance with the requirements of the California Corporations Code.

Section 3. The quorum for the Membership Meeting shall be 20 members, provided at least two officers are present.

#### Article IV Directors

Section 1. Number. The Board shall have nine members, elected by the membership at the meeting of the membership.

Section 2. Terms.

A) Board members shall serve two year staggered terms.

B) May not serve more than three consecutive terms on the Board.

PROVISO: At the first election after the approval of these bylaws, four members of the board will be chosen by lot to serve a one year term to establish the staggered terms.

Section 3. Qualification: To be qualified for service on the Board of Directors, a person must be engaged in clinical practice, research, or in a public health position, and have been a member of AAMS for at least two years. Proviso - the two year requirement shall not take effect until the board election in 2020.

Section 4. Election: The Board members shall be elected by ballot vote at the annual meeting.

A) If there is only one candidate for any office, the election for that office shall be by acclamation.

Section 5. Removal & Vacancies. Any board members may be removed with or without cause by a 2/3 vote of the seated board members at any regular or special meeting of the board provided that the members subject to removal has been notified at least 10 days in advance of the meeting, and is given the opportunity to speak at the meeting.

A) The member subject to removal shall not vote on the removal, and shall not be present for the deliberation and voting, the absence of that person shall not be considered for the purposes of quorum.

B) Any vacancy on the board for any reason shall be filled by a majority vote of the Board as soon as practical.

Section 6. Meetings

A) The board of directors shall meet not less than 4 times per year at a time and place determined by the President.

B) Board meetings may be held electronically provided members have simultaneous aural communication.

C) Notice of Board meetings shall be given not less than 5 days not more than 30 days from the date of the meetings.

1) Notice may be given by whatever means practical in accordance with the requirements of the California Corporations Code.

Section 7. Powers

A) The Board of Directors shall hold all corporate powers and authority as described by California Corporations Code except where such power is given to the members by these bylaws.

B) The Board may refer any decision to the general membership, except those that are required to be confidentially to the Board.

C) The board shall select the sites for educational meetings and the Congress.

Article V

Officers

PROVISO: The current officers shall remain in place until the end of the membership meeting where these bylaws are adopted and elections held for directors.

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Election: The officers shall be elected from and by the Board of Directors at the first meeting after each election of directors.

Section 3. Duties: The officers shall have such duties and responsibilities as are normally incident to each office and other duties as assigned by the Board of Directors.

Section 4. Term and Limits.

A) Officers shall serve a term of two years.

B) No person may serve more than two consecutive terms in any office.

Section 5. Removal & Vacancies. Any officer may be removed with or without cause by a 2/3 vote of the seated board members at any regular or special meeting of the board provided that the members subject to removal has been notified at least 10 days in advance of the meeting, and is given the opportunity to speak at the meeting.

A) The member subject to removal shall not vote on the removal, and shall not be present for the deliberation and voting, the absence of that person shall not be considered for the purposes of quorum.

B) Any vacancy in any office for any reason shall be filled by a majority vote of the Board as soon as practical, unless such vacancy occurs within 30 days of an election for board members.

## Article VI Standing Committees

### Section 1. General Provisions.

A) Committees Chairs and members shall be appointed by the President with the concurrence of the Board, and may be removed by the President.

B) Committee members shall serve a two year term

C) Unless otherwise stated, all members are eligible to serve on committees

D) All committee may have other duties as assigned by the board in addition to the duties listed herein.

### Section 2. Executive Committee

A) The Executive Committee shall consist of the four officers and one member of the board, selected from and by the board.

B) The Executive Committee shall have the power to act on behalf of the board between board meetings when action needs to be taken before the next board meeting.

Section 3. Governance. The Governance committee shall be the nominating committee and shall be responsible for board training, bylaws, policies and procedures.

A) The committee shall be composed of at least 5 members, none of whom shall be current board members.

Section 4. Finance. The Finance Committee shall oversee the finances of the corporation including the budget, audit, and investments.

A) The committee shall be composed of 3 members, the Treasurer shall not serve on the Finance Committee, but shall be an advisor.

B) The Finance committee shall have the authority to move investments or other accounts of the corporation to maximize yield and manage risk.

Section 5. Congress Committee. The Congress Committee shall be responsible for the managing the Congress.

A) The committee shall be composed of at least 3 members.

B) The committee shall present to the board sites for the congress

C) The committee shall present a budget to the Board for approval

1) Upon approval the committee shall be authorized to expend funds within that approved budget

2) Further approval must be given by the board for any deviance from any approved line item by more than 5%.

Section 6. Education Committee. The Education Committee shall be responsible for the educational programs of the corporation.

A) The committee shall be composed of 5 members

B) All members shall be Credentialed/Licensed members

C) The committee shall present to the board programs with sites and budgets

1) Upon approval the committee shall be authorized to expend funds within that approved budget

2) Further approval must be given by the board for any deviance from any approved line item by more than 5%.

Section 7. Research. The Research Committee shall be responsible for seeking sites for and overseen Research projects sponsored by the corporation.

A) The committee shall be composed of 5 members

B) All members shall be Credentialed/Licensed members

C) The committee shall present to the board research programs with sites and budgets

1) Upon approval the committee shall be authorized to expend funds within that approved budget

2) Further approval must be given by the board for any deviance from any approved line item by more than 5%.

Section 8. Advisory Board. There may be an Advisory Council to the Board of Directors and the Committees.

A) There shall be no limit on the number on members, no specific qualifications and no specific term or term limits

B) The Advisory Board shall advise the board and committees as requested.

C) The Advisory Board may act on behalf of the board of directors when authorized to do so by the Board of Directors

Section 8. The International Leaders Council. The International Leaders Council shall be composed of Presidents of Country associations, and other prominent leaders in the field of Myofunctional Science and practice and shall advise the board and corporation as needed.

A) Members shall be chosen by the Board of Directors and there shall be no limit on the number on members, no specific qualifications and no specific term or term limits

Article VII  
Executive Director and Staff

Section 1. The board shall be authorized to hire, compensate, review and dismiss a chief executive officer, to be known as the Executive Director.

Section 2. The Executive Director shall have such qualifications as the board decrees.

Section 3. The Executive Director shall have such specific duties as described by the Board.

Section 4. The Executive Director shall be solely responsible for the hiring, compensation, review and dismissal of all other staff members (if any)

Article VIII  
Signature Authorization

Section 1. The President, Treasurer and Executive Director are authorize to sign any contacts, financial instruments or other documents.

Section 2. In the absence of any of the above, any officer or director may sign such instruments on the instruction of the board.

Section 3. When needed, the Board may authorize any qualified person to act as agent for the purposes of executing any document.

Article IX  
Indemnification and Insurance

Section 1. Directors and Officers shall be indemnified to the maximum amount allowed by current California Corporation Law.

Section 2. The corporation shall hold such Directors and Officers Insurance and General Liability Insurance in the amounts it deems necessary.

Article X  
Construction and Definitions

Section 1. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 2. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term "person" includes both the corporation and a natural

person, "shall" is mandatory, "Board" or "Board of Directors" means AAMS Board of Directors, and the term "Directors" includes officers and Directors.

Article XI  
Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of AAMS, and the definition of words and principals of interpretation in and of these bylaws in all cases not provided in these Bylaws or not inconsistent with the laws of the State of California.

Article XII  
Amendments

These Bylaws may be amended or revised by a two-thirds vote of the members present and voting at any duly called meeting, provided that a written copy of all proposed amendments or proposed revision has been given to each member, personally, by mail or electronic transmission, thirty (30) days prior to the meeting.

Article XIII  
Dissolution

Section 1. This corporation may be dissolved by a two-thirds 2/3 vote of the Board of Directors.

Section 2. Upon dissolution, the corporation shall pay or provide for all debts and obligation outstanding. The remaining assets will be distributed to a qualified non-profit entity constituted for the same or similar purposes as this corporation.

Section 3. Any assets held in trust will be disposed of in a manner required by law or appropriate court order.