

# ***Bylaws of Alexander Technique International***

**(Revised October 2023)**

## **I. NAME**

I.1 The name of this organization is Alexander Technique International (ATI).

I.2 The registered office of ATI shall be located in the city of Indianapolis, State of Indiana. ATI may also maintain offices at such other places within or outside of the State of Indiana as the Board may determine.

## **II. PURPOSE**

II.1 The purpose of ATI is to promote and advance the F. Matthias Alexander Technique and to provide information to its members and the public.

II.2 ATI is a nonprofit, nonstock corporation under the laws of the State of Maryland. ATI shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

## **III. MEMBERSHIP and DUES**

III.1. Anyone who supports the purpose of ATI and the Vision/Mission of ATI, and who pays their annual dues, may be a member of ATI.

III.2. There are three categories of members in ATI: Teaching Members, Trainee Members and General Members.

III.2.1. A Teaching Member must have an ATI Teaching Certificate, or a teaching certificate from another professional Alexander Technique organization that has been recognized by ATI.

III.2.1.1. All Teaching Members must sign the ATI Code of Ethics and abide by it, and be current with their Continuing Education.

III.2.2. A Trainee Member is a member who is currently training to become an Alexander Technique teacher.

III.2.3. Anyone who is not a Teaching Member or Trainee Member may be a General Member.

III.3. The ATI Board shall determine the amount of annual dues for each category of membership.

III.4. The fiscal year of ATI is 1 January to 31 December. Dues are due each year on 1 January.

III.5. Any member who does not pay their dues by March 15 of any year will no longer be a member of ATI.

## **IV. THE ATI BOARD OF DIRECTORS**

IV.1. The purpose of the ATI Board is to act on behalf of the membership of ATI between Annual General Meetings of the membership, to manage the business of ATI, and to advance and further the purposes and objectives of Alexander Technique International.

IV.2. The ATI Board consists of at least seven (7) members: four (4) officers and three additional Directors. The Board Officers are the ATI Chair, Assistant Chair, Secretary, Treasurer.

IV.2.1. The ATI Chair and Assistant Chair may decide to operate as Co-Chairs. The Co-Chairs will equally share the duties of Chair and Assistant Chair listed below in section VI, in which case, all references to "ATI Chair" in these Bylaws may be read as "Co-Chairs."

IV.2.2. ATI members may add additional Director positions at an Annual General Meeting.

IV.3. The Board shall meet as often as necessary to conduct the business of ATI.

IV.3.1. The Chair of ATI, in consultation with the other Board Members, shall designate the time and place of regular Board meetings and any additional meetings that may be necessary.

IV.3.2. A quorum of the Board is a majority of the Board members, not including any who have withdrawn due to conflict of interest with respect to the matter at hand.

IV.4. No Board Member shall receive compensation for their service as an ATI Board Member.

IV.5. Board Members will be elected for terms of two years by the membership of ATI by electronic ballot. Results of that election will be announced to the members within one week after the results are tabulated.

IV.5.1. Terms will begin on the fourth Monday of October, or at the close of business of the Annual General Meeting at which election results were announced, whichever is later. Each term will continue until the close of business of the second Annual General Meeting after the beginning of that term, or until the fourth Monday of October of that year, whichever is later.

IV.6 In order to comply with US banking requirements, at least two of the ATI Board Officers must be US citizens.

IV.7. Members may hold only one Board position at a time and serve no more than two consecutive terms on the Board, with the exception of the Chair. The Chair may already have served in another Board position for up to two terms immediately before being elected as Chair, and may then serve up to two consecutive terms as Chair. If a member is first elected as Assistant Chair and serves as Co-Chair under section IV.2.1 above, they may then serve no more than a total of four consecutive terms as ATI Chair or Co-Chair.

IV.8. A Board Member may resign by giving written notice of resignation to the Chair or the Secretary.

IV.9. A Board Member may be removed by a majority vote of the other Board Members. The Board shall inform the affected Board member of the reasons for its consideration of their removal and offer an opportunity to present an argument to the contrary.

IV.10. A Board Member may be removed by a majority of an electronic vote of the membership.

IV.11. When there is a vacancy on the Board, a majority of the remaining Board Members then in office may fill that vacancy by appointing any ATI member. If there is only one Board Member then in office, that person will appoint other ATI members to fill two of the vacant positions. That Board will then fill the remaining vacancies as specified above.

IV.12. Any Board Member appointed under IV.11 will serve until the next Annual General Meeting of ATI. ATI will provide an electronic ballot before that AGM and members will elect a member to serve the rest of the original term of the board position.

IV.13. Whenever a Board member has a financial or personal interest in any matter coming before the Board of ATI, that board member shall disclose that they have a conflict of interest and withdraw from discussion, lobbying and decisions on the matter.

## **V. POWERS OF THE BOARD**

V.1. All corporate powers of ATI will be controlled by the Board according to the Articles of Incorporation, the Bylaws of ATI, and the laws of the State of Maryland. Decisions

regarding ATI by the Board shall be decided by consensus as defined below in section IX.1 of these Bylaws.

V.1.1 Each Board member shall exercise such powers and otherwise perform such duties in good faith and in the manner provided for by law.

V.2. Without limiting its general powers, the Board will have the following powers and duties:

V.2.1. to select, enter into contract with and remove all agents and employees of ATI; to assign powers and duties for such agents and employees in accordance with the law and the purpose and mission of ATI;

V.2.2. to decide on compensation for any agent or employee of ATI;

V.2.3. to conduct, manage and control the affairs and business of ATI;

V.2.4. to make decisions that facilitate ATI's purpose and mission, and its day-to-day operations;

V.2.5. to borrow money and incur debt for the purposes of ATI;

V.2.6. to make housekeeping changes in these bylaws, such as grammatical corrections, or numerical adjustments.

## **VI. DUTIES OF BOARD MEMBERS**

VI.1. Each Board Member will perform duties that may be assigned by the Board from time to time.

VI.2. Each Board Member will serve as a liaison to at least one committee.

VI.3. The ATI Chair will also:

VI.3.1. conduct Board Meetings;

VI.3.2. be aware of all the general activities of ATI, and, with the help of the Board, coordinate the activities of committees and the ATI office;

VI.3.3. inform the Board of ATI activities and business;

VI.3.4. sign for ATI in the name of ATI all contracts authorized by the Board, unless the Board specifically requires an additional signature(s) on any contracts.

VI.4. The Assistant Chair will also:

VI.4.1. assist the Chair in fulfilling the duties of Chair enumerated above with the exception of VI.3.4.

VI.4.2. In the absence or disability of the Chair, the Assistant Chair performs the duties of the Chair and when so acting shall have the powers and responsibilities of the Chair.

VI.4.3. In the event the Chair resigns or is unable to complete their term, the Assistant Chair will assume the office of Chair.

VI.4.4. The Board shall appoint a person to serve until the close of the next regular Board election any office left open by the Assistant Chair becoming Chair.

VI.5. The Secretary will also:

VI.5.1. be responsible for the recording of business at the Annual General Meeting, meetings of the Board, and maintaining a record of all proceedings of ATI in general;

VI.5.2. keep the Board informed of all pending items of business;

VI.5.3. make the minutes of Board meetings public to the members within thirty (30) days of the adjournment of the meeting.

VI.6. The Treasurer will also:

VI.6.1. keep and maintain, adequate and correct accounts of the properties and business transactions of ATI including accounts of ATI's assets, liabilities, receipts, disbursements and gains and losses;

VI.6.2. maintain all records necessary for verification of the financial condition of ATI;

VI.6.3. report the financial condition and current fiscal activities at each meeting of the Board;

VI.6.4. be responsible for filing all appropriate financial reports and forms according to local, state and federal laws;

VI.6.5. have the authority to sign all checks for disbursements;

VI.6.6. supervise deposit of all moneys of ATI in such depositories as may be designated by the Board;

VI.6.7. see that the financials are compiled or reviewed annually by a certified public accountant.

## **VII. MEETINGS OF THE MEMBERSHIP**

VII.1. The Annual General Meeting of ATI shall be held the third weekend of October each year unless another date is set by the Board.

VII.2. Notice of the Annual General Meeting shall be sent to all members at least forty five (45) days before the Annual General Meeting.

VII.3. A quorum of the membership at the Annual General Meeting is ten percent (10%) of the membership of ATI.

VII.4. A Special General Meeting of ATI may be called whenever the Board deems it to be necessary. Notice shall be sent to all members at least forty five (45) days before any Special General Meeting.

VII.5. At the request of ten percent (10%) of the ATI Membership, A Special General Meeting of ATI shall be called no more than six weeks after the request is submitted to the Board.

VII.6. A quorum of the membership at a Special General Meeting of the membership is ten percent (10%) of the members of ATI.

VII.7. Every ATI member is entitled to fully participate in the ATI Formal Consensus Process at any General Meeting of the membership, and to cast one vote in any electronic ballot.

## **VIII. COMMITTEES**

VIII.1. ATI has Standing Committees to do the ongoing work of maintaining ATI and its mission.

VIII.2. Members at an Annual General Meeting may create a Standing Committee to perform ongoing tasks for ATI, and will define that committee's duties and responsibilities. Members at an Annual General Meeting may also dissolve a Standing Committee.

VIII.3. Each committee, except the Nominations Committee, shall have a Board liaison.

VIII.4. Each committee may determine its internal structure and decision-making process for itself.

VIII.5. Any ATI member may join any committee, with the exception of Ethics Advisory, whose members must all be teaching members and all elected by the membership.

## **IX. DECISION MAKING**

IX.1. When a quorum is present at any ATI meeting – of the Membership or the Board – a consensus, using Formal Consensus (as defined in *On Conflict and Consensus* by C.T. Lawrence Butler and Amy Rothstein, and customized for ATI as specified in the ATI Policies and Procedures Manual) shall decide any question.

## **X. BYLAWS**

X.1. These Bylaws may be amended by consent of the Members of ATI at an Annual General Meeting.