

BYLAWS
OF
Business League for Massage Therapy and Bodywork
(a Montana Nonprofit Corporation)

ARTICLE ONE – Name

Section 1. The name of this corporation is The Business League for Massage Therapy and Bodywork (hereafter referred to as "BLMTB").

Section 2. BLMTB is a nonprofit, mutual benefit corporation, organized under the Montana Nonprofit Corporation Laws as outlined in Title 35, Chapter 2 of the 2003 Montana Code Annotated (hereafter referred to as "MCA").

ARTICLE TWO - Purpose

The purpose of The Business League for Massage Therapy and Bodywork is to act as an advocate for, and promote the furtherance of, the profession of massage therapy and bodywork. The BLMTB will promote the common interest of the massage therapy and bodywork community in all of its diversity regardless of organizational affiliation and training.

ARTICLE THREE – Management & Regulating the Affairs of the Corporation

Section 1. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors.

Section 2. The Board of Directors may appoint an officer or agent to enter into contracts or agreements on behalf of the Corporation, and such authorization may be general or may be confined to specific instances.

Section 3. The Board of Directors may appoint officer(s) or agent(s) to conduct the day-to-day business of the organization.

Section 4. The Board of Directors may accept, on behalf of BLMTB any contribution gift or bequest for the furtherance of the purposes of BLMTB.

ARTICLE FOUR – Membership

Section 1. Membership is open to any professional massage and/or bodywork practitioner who:

1. subscribes to the purposes and philosophies of BLMTB
2. pays dues in the amount that is set by the Board of Directors.

Section 2. Term of membership shall be one year.

Section 3. An official roster of current members shall be maintained.

Section 4. Membership in BLMTB may be terminated or denied by the Board of Directors for cause as is determined by the Board. Such members will be informed in writing of the charges made and shall be granted the privilege of presenting a written

defense to the Board of Directors. The Board shall review the evidence presented and render a decision based upon the evidence available.

ARTICLE FIVE – Indemnification

Section 1. BLMTB will provide indemnification as outlined in the Montana Nonprofit Corporation Act MCA 35-2-446 through 35-2-454. This provision, however, shall not eliminate or limit the liability of a Director or officer for:

- 1) Any breach of the director's or officer's duty of loyalty to BLMTB;
- 2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- 3) Any unlawful distribution;
- 4) Any transaction from which the director or officer derived an improper personal economic benefit; or
- 5) Any act or omission in violation of the Montana Nonprofit Corporation Act.

ARTICLE SIX – Dissolution

In the event of the entire or partial termination, dissolution or winding up of BLMTB in any manner or for any reason whatsoever, the assets of BLMTB will be distributed as follows:

Section 1. All debts, obligations, liabilities, costs and expenses of BLMTB shall be paid and discharged.

Section 2. Assets held by BLMTB upon conditions requiring return transfer, or conveyance, which condition occurs by reason of the dissolution of BLMTB, shall be returned, transferred, or conveyed, in accordance with the requirements.

Section 3. Remaining assets shall be transferred:

- 1) to another not-for-profit organization or corporation for one or more exempt purposes within the meaning of section 501(c)(3), or 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
- 2) to a state or local government, for a public purpose or
- 3) to the federal government.

Section 4. No Director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation.