

BYLAWS  
OF  
OREGON ASSOCIATION OF  
NATUROPATHIC PHYSICIANS



Adopted: \_\_\_\_\_  
(date)

## TABLE OF CONTENTS

### **ARTICLE I.           PURPOSE**

Section 1. Purpose

### **ARTICLE II.          NONVOTING MEMBERS**

Section 1. Nonvoting Members

Section 2. Rights and Obligations of Nonvoting Members

### **ARTICLE III.         VOTING MEMBERS**

Section 1. Power and Purpose of the Voting Members

Section 2. Records of Members

Section 3. Dues

Section 4. Selection of Voting Members

Section 5. Qualifications of Voting Members

Section 6. Suspension or Removal of Voting Members

Section 7. Resignation of Voting Members

Section 8. Quorum for Voting Membership Meetings

Section 9. Decision-Making by Voting Members

Section 10. Proxy Voting

Section 11. Voting by Ballot

Section 12. Annual Voting Membership Meeting

Section 13. Other Voting Membership Meetings

Section 14. Content of Notice

Section 15. Waiver of Notice

Section 16. Record Date

### **ARTICLE IV.         BOARD OF DIRECTORS**

Section 1. Duties of the Board

Section 2. Qualifications of Directors and Composition of the Board

Section 3. Number of Directors

Section 4. Terms of Directors

Section 5. Selection of Directors

Section 6. Election of Officers

Section 7. Removal of Directors

Section 8. Resignation of Directors

Section 9. Filling Vacancies

Section 10. Conduct of Directors

Section 11. Quorum

Section 12. Decision-Making and Voting

Section 13. No Proxy Voting

- Section 14. Telephonic Meetings
- Section 15. Decisions by Mail or Email
- Section 16. Meetings
- Section 17. Executive Session Meetings
- Section 18. Notice of Meetings
- Section 19. Waiver of Notice
- Section 20. Authority of Directors

**ARTICLE V. OFFICERS AND STAFF**

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President
- Section 6. Vice President(s)
- Section 7. Secretary
- Section 8. Treasurer
- Section 9. Chair
- Section 10. Executive Director and Staff

**ARTICLE VI. COMMITTEES**

- Section 1. Establishment
- Section 2. Executive Committees
- Section 3. Other Committees
- Section 4. Committee Members
- Section 5. Committee Chairs
- Section 6. Limitations on Powers

**ARTICLE VII. CHAPTERS**

- Section 1. Establishment
- Section 2. Name
- Section 3. Bylaws
- Section 4. Officers
- Section 5. Dues
- Section 6. Compliance
- Section 7. Revocation of Chapter Charter
- Section 8. Encourage Harmony and Success

**ARTICLE VII. MISCELLANEOUS PROVISIONS**

- Section 1. Compensation of Officers and Directors

- Section 2. Conflict of Interest
- Section 3. Financial Controls
- Section 4. Annual Financial Assessment
- Section 5. Tax Year
- Section 6. No Discrimination

## **ARTICLE VIII. AMENDMENTS**

### Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact Atkin & Associates Center for Nonprofit Law.

**BYLAWS**  
**OF**  
**OREGON ASSOCIATION OF NATUROPATHIC PHYSICIANS**

**ARTICLE I. PURPOSE**

Section 1. Purpose. The purposes of Oregon Association of Naturopathic Physicians (OANP) are exclusively those allowed for organizations defined under §501(c)(6) of the Internal Revenue Code. Within these limits, the purposes of Oregon Association of Naturopathic Physicians include the following:

To advance the philosophy, art and science of naturopathic medicine.

To promote interest in and knowledge of naturopathic medicine professionally and socially.

To provide each other moral, social, and intellectual support, and where it is justified, financial and legal protection.

To educate the public as to the merits of naturopathic medicine.

To provide financial, legal protection for the practice of naturopathic medicine as stated under Oregon Law.

**ARTICLE II. NONVOTING MEMBERS**

Section 1. Nonvoting Members. Oregon Association of Naturopathic Physicians may have nonvoting members at the discretion of the Board of Directors.

Section 2. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters. The nonvoting members will include:

- a) Supporting Membership: Supporting members shall consist of non-health professionals, businesses and organizations who believe in the principles of naturopathic medicine and who wish to forward the interests of the profession in the state of Oregon. Supporting members shall have a voice but no vote in the business of the Association. The annual dues of

supporting members and benefits received will be based on the level of contribution, which shall be established and set forth by the Board of Directors.

- b) Honorary Membership: Honorary members shall consist of persons who have been elected to such membership by a vote of the Association. They shall be under no financial obligation to the Association, nor shall they have a voice or a vote in the business of the Association except by permission granted by the Association president.
- c) Student Membership: Student members shall be enrolled at a naturopathic medical college whose graduates are eligible for regular membership. They will be eligible for reduced membership fees; they shall have voice but no vote in the business of the Association.

### ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. Voting members have the power to elect and also to remove the members of the Board of Directors of OANP, to elect and also to remove the officers of OANP, to elect and remove voting members, and to vote on any amendments to the Bylaws or Articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The voting members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2. Records of Members. The Secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and non-voting members.

Section 3. Dues. Annual dues, if any, will be set by the Board of Directors. Failure to pay required dues automatically disqualifies and terminates voting membership.

Section 4. Selection of Voting Members. The voting membership of this Association shall be of three classes: Professional, Associate, and Public. The requirements and benefits of each class are as follows:

- a) Professional Members. Professional members of the Association shall consist of Naturopathic Physicians who are licensed under the laws of the State of Oregon to practice Naturopathic Medicine, and who are of good moral character, who have made application, and paid the fees and dues determined by the Board of

Directors of the Association. The annual dues of the active members shall be established and set forth by the Board of Directors of the Association. Membership shall be valid for twelve (12) months from the date of initiation, which is defined as the date the OANP receives the application and any fees due. For members in continuous permanent residence in Oregon, time of practice begins at date of licensing.

Any member whose license to practice Naturopathy has been revoked shall automatically cease to be a member. Such membership may be renewed if and when such revoked license shall have been restored. Any member whose license has been suspended may remain a member of the Association, but will have no vote during the period of his or her license suspension.

- b) Professional Associate Members. Professional Associate members of the Association shall meet one of the following criteria:
1. A naturopathic physician in active practice in a state or jurisdiction other than Oregon whose degree is recognized by the American Association of Naturopathic Physicians and the Council on Naturopathic Medical Education;
  2. A naturopathic physician who has graduated from programs of naturopathic medicine recognized by the Council on Naturopathic Medical Education or its federally recognized successor agency, but who is not in active practice;
  3. A naturopathic physician retired from the practice of naturopathic medicine.

An associate member must be of good moral character, have submitted an application, and paid the fees and dues determined by the Board of Directors.. The annual dues of the active members shall be established and set forth by the Board of Directors of the Association. Membership shall be valid for twelve (12) months from the date of initiation, which is defined as the date OANP receives the application and any fees due.

Professional Associate Members are entitled to receive some, but not all, of the benefits of Professional Members.

- c) Public Associate Members. Public Associate members of the Association shall meet one of the following criteria:
1. A naturopathic physician in active practice in a state or jurisdiction other than Oregon whose degree is recognized by the American Association of Naturopathic Physicians and the Council on Naturopathic Medical Education;
  2. A naturopathic physician who has graduated from programs of naturopathic medicine recognized by the Council on Naturopathic Medical Education or its federally recognized successor agency, but who is not in active practice;

3. A naturopathic physician retired from the practice of naturopathic medicine;
4. Other professionals who believe in the principles of, and wish to forward the interests of, naturopathic medicine as defined by these bylaws, and the State of Oregon.

Public members of the Association must be of good moral character, submitted an application, and paid the fees and dues determined by the Board of Directors. The annual dues of the active members shall be established and set forth by the Board of Directors of the Association. Membership shall be valid for twelve (12) months from the date of initiation, which is defined as the date OANP receives the application and any fees due.

Public Associate Members receive more limited benefits than either Professional Members or Professional Associate Members. .

Requests for voting membership shall be automatically approved following a determination that the applicant has paid any required dues and satisfies the qualifications required for membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors. If at any time there are no voting members, then the Board of Directors may appoint new voting members.

Section 5. Qualifications of Voting Members. Clarifications of the criteria for the qualification or selection of voting members, including representation of certain constituencies or required participation in the activities of OANP, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these bylaws.

All members of the Board of Directors shall automatically be voting members.

Section 6. Suspension or Removal of Voting Members. A voting member may be suspended or removed by the voting members or by the Board of Directors for serious misconduct which adversely affects the interests or reputation of the Association. An adverse decision on a voting member's license by the licensing body shall result in expulsion of a voting member.

Any voting member or director may file a complaint to the Board of Directors requesting suspension or removal of a voting member for the reasons described above, or for any other reason. In a timely manner, the Board of Directors will consider the complaint and all related evidence and make a decision regarding the suspension or removal.

Before the voting members can suspend or remove a voting member there must be not



less than fifteen (15) days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized to decide that the suspension or removal not take place.

The organization shall have a Suspension/Removal Appeal Policy which shall be followed for all appeals.

Section 7. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to any member of the Board of Directors or any staff person of the organization. Email resignation is considered written resignation.

Section 8. Quorum for Voting Membership Meetings. A quorum will consist of the presence, participation by conference call, voting by mail, or voting electronically, where that is allowed, of those votes represented at a meeting of members.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least a majority of the voting members present at or participating by phone, mail or e-mail in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Voting by Ballot. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, e-mail, or other electronic means, as directed by the individual member. The written ballot must a) set forth each nominee or proposed action, and b) provide an opportunity to vote for each vacant Board position, and for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot. All solicitations for votes by written ballot must also include the following information: a) Indication of the number of responses needed

to meet the quorum requirements; b) Statement of the percentage of approvals necessary to approve each matter other than election of Directors; c) Specification of a reasonable time by which a ballot must be received by the corporation in order to be counted. Additionally, in the solicitation the organization shall state the manner in which a ballot may be submitted to the organization, which may include by mail, fax, email, any other electronic means, in person, or in person at a meeting to discuss the action. A written ballot may not be revoked.

Section 12. Annual Voting Membership Meeting. There must be an annual meeting of the voting members which will be held to elect members to the Board of Directors. It will be held at a time and location determined by resolution of the Board of Directors, if the voting members do not do so.

Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual member, to all voting members entitled to receive notice, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

At the Annual Meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail, fax, e-mail, or other electronic means, rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 13. Other Voting Membership Meetings.

A. Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or officers. A single notice sent by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special meetings of the voting members may be called by the President, by the Board of Directors or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of special meetings always require

a statement of the purpose(s) for which the meeting is called. If amendments to the Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board of Directors must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Members of the Board of Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must be an active member of Oregon Association of Naturopathic Physicians and must have demonstrated a commitment to the mission and purposes of Oregon Association of Naturopathic Physicians, and must have expertise in areas relevant to the needs of the organization.

Associate Members (either Professional or Public) may be elected to serve on the Board of Directors as long as this position does not represent more than twenty-five percent (25%) of the composition of the Board of Directors. An Associate Member may not serve as an officer of the Association. Public Associate Members are not eligible to be elected

by their Association's membership as delegates to the American Association of Naturopathic Physicians House of Delegates. There shall be one director who is a student at a CNME-accredited naturopath medical school.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than four and no more than twelve members.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new Directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve two year terms. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve. However, the Student Director position will only serve a one year term.

Section 5. Selection of Directors.

A. Nominations. Directors will be elected by the then current voting members at an annual meeting of the voting members held for that purpose. Nominations for new members of the Board of Directors may be made by the Board of Directors, by individual Board members, or by voting members. Nominations shall be a regular order of business before the annual meeting of the Association. Candidates wishing to be placed on the absentee ballot must be nominated before absentee ballots are sent. Self-nominations shall not be accepted. Nominating speeches are limited to two minutes.

B. Election Process. Each voting member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests. Vote shall be taken by ballot and absentee ballot, and the nominees receiving the greatest number of votes shall be declared elected. Absentee ballots shall be sent via mail, fax, or email no less than five (5) days before the annual meeting, and absentee votes may be similarly cast by mail, fax, email, or other electronic means.

C. Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a Nominations Committee, and the schedule and procedures that must be used to hold elections.

D. Annual Meeting. The election of directors will take place at the Annual Meeting of the voting members, which will be held at an exact time and place set by the Board of

Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the voting members. Missing two or more meetings in one calendar year shall result in the automatic removal of a director. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a Director is to be considered.

Any voting member or Director may file a complaint to the Board of Directors requesting suspension or removal of a Director for the reasons described above, or for any other reason. In a timely manner, the Board of Directors will consider the complaint and all related evidence and make a decision regarding the calling of a meeting of the voting members for the purpose of considering the suspension or removal of the Director.

Section 7. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The voting members or the Board of Directors may, by a majority vote, elect new Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by

consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, video conferencing or other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions by Mail or Email. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the directors on the Board of Directors by mail, fax or email, with clear instructions that this process requires 100% of the directors to vote "yes" for the motion to pass. If the motion is sent by email then each director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director votes "no," abstains, or fails to vote, then the motion fails to pass. A record of each director's vote must be kept in the corporate records.

Section 15. Meetings. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. Meetings of the Board of Directors may be called by the President, the Chair of the Board, or 50% of the Directors in office. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 16. Executive Session Meetings. The Board President or the Board by a majority vote of the Directors present may at any time decide to hold or go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings if matters will be considered that constitute a conflict of interest for that Director. However, all Directors must be given notice of all Board meetings even if a director will

be excluded from all or part of that Board meeting. Minutes shall be properly recorded, and the Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions. The requirements for regular Board meetings concerning notice, quorum and voting apply to all Board meetings, including Executive sessions.

Section 17. Notice of Meetings. Notice must be given to every member of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these Bylaws. The notice must be given not less than forty eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 18. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 19. Authority of Directors. The President shall be an official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or make agreements on behalf of the organization without specific approval by the Board of Directors to do so.

## ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The officers of OANP must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers must include a President, Secretary and Treasurer. The Board of Directors may also elect a Vice-President/President Elect, a Chairperson, and other officers as desired. The same person may not hold the offices of President and Secretary at the same time, but the same person may hold any other two offices.

Section 2. Election and Term of Office. The officers of OANP will be elected by the

voting members at the same time they elect directors. Officers will serve two year terms. However, unless they formally resign or are removed from office, officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an officer may serve.

Section 3. Removal. Any officer elected by the voting members may be removed from their office by the voting members whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the voting members may elect an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Vice-President/President Elect. In the absence of the President or in the event of the President's inability to act, the Vice-President will perform the duties of the President. The Vice-President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice-President will also perform other duties assigned by the Board of Directors. More than one Vice-President position may be created and duties clarified, in an ordinary resolution of the Board of Directors.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: (a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the mailing address of each voting member as provided by such member; (e) ensure that all required state and federal reports are prepared and filed in a timely fashion; (f) prepare and sign correspondence as directed by the Board of Directors; (g) coordinate the Association newsletter and classified advertising along with the Executive Director and Newsletter Editor and other volunteers; and (h) perform or oversee all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary



may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: (a) be responsible for the proper management and control of all funds of the corporation; (b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; (c) present reports at every meeting of the Board of Directors on the financial affairs of the corporation; and (d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chairperson. The Board of Directors may elect a Chairperson and determine his or her duties.

Section 10. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all Board of Directors meetings and shall ordinarily attend all meetings of the Board of Directors, except when the Board goes into Executive Session to meet without the Executive Director's presence.

## ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

A. The Board shall establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees must consist of two

or more Directors who are simultaneously members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee, and may also require certain procedures for the Executive Committees to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

B. The Executive Committee must comply with the provisions of the Bylaws concerning the meetings and decision of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board. Unless the Board of Directors decides otherwise by the majority vote of all of the Directors in office, the Executive Committee will consist of the President, Secretary, and Treasurer, as well as the Vice-President if there is one, so long as those officers are simultaneously serving as members of the Board of Directors.

### Section 3. Other Committees.

A. The Board may establish any other committees it deems appropriate, including a Nominating Committee, Financial Oversight Committee, Budget Committee, Personnel Committee, and any number of working committees and advisory committees. These are all “non-Board committees” which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Oversight Committee. As soon as reasonably possible the Board shall establish a committee responsible for financial oversight of the organization’s income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping, who are not the organization’s check signers or bookkeepers. The committee shall be responsible for overseeing the organization’s financial transactions and the implementation of the organization’s financial policies. As part of its mission, the committee shall review on a quarterly basis, or oversee a quarterly review of, the organization’s expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization’s finances to the Board. The committee may also make the necessary arrangements for and oversee an annual audit or annual financial review.

Section 4. Committee Members. The Board shall appoint the members of committees, or for committees other than the Non-Board Committees the Board may delegate this task to the Board President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs. One member of each committee will be selected or appointed committee chair by the Board, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.

Section 6. Limitation on Powers. No committee may a) elect, appoint, or remove any officer, any member of the Board of Directors, or member of the Executive Committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the Bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

## ARTICLE VII. CHAPTERS

Section 1. Establishment. For the good of the profession, the Association, and its members, chapters of Oregon Association of Naturopathic Physicians may be established. Recognition and charter of a chapter shall be granted by majority vote of the membership of OANP present at a special or a monthly meeting.

Section 2. Name. Each chapter shall adopt a name demonstrating affiliation with the Oregon Association of Naturopathic Physicians; and shall file with OANP an acceptance of the Constitution, Bylaws, and Articles of Incorporation of OANP.

Section 3. Bylaws. Each chapter shall adopt Bylaws for the conduct of local meetings and for stating approximate geographic boundaries. Copies of the Chapter Bylaws shall be submitted to the Board of Directors of Oregon Association of Naturopathic Physicians whereupon said document shall be maintained in a permanent record.

Section 4. Officers. Each chapter shall elect, but is not limited to, a Chairman, a

Secretary, a Treasurer, or a Secretary/Treasurer.

Section 5. Dues. Chapter members shall pay their required membership dues directly to the OANP. Of these dues paid, at least twenty-five percent (25%) shall be remitted to the Chapter treasury. Remittance shall be made by the OANP Treasurer to the Chapter Treasurer twice a year, on or about January 31, and on or about July 31 of each calendar year. No additional levies may be laid upon charter members as a condition of participation; this is not to be construed as a prohibition of appropriate fund-raising activities.

Section 6. Compliance. All chapter activities shall be in strict adherence to and compliance with OANP's Constitution, Bylaws, and Code of Ethics and Professional Conduct. Chapter activities shall not be in conflict with the activities, jurisdiction, and privileges reserved to OANP. Chapters shall make timely reports to OANP.

Oregon Association of Naturopathic Physicians shall maintain a permanent Post Office Address for the chapter, a sub-bank account, and email accounts for the chapter. See the Policies and Procedure Manual for further details.

Section 7. Revocation of a Chapter Charter. Revocation of chapter charter shall be by motion at a general meeting or a special hearing by two-thirds (66.6%) vote of the OANP membership present. The Chapter Chairperson shall be sent prior written notice of the Chapter charter revocation item on the agenda not less than ten (10) days prior to the meeting.

Section 8. Encourage Harmony and Success. It is incumbent upon the Association's membership, officers, committees, agents and representatives to encourage harmonious success of the Chapters.

#### ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these Bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Members of the Board of Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board of Directors. Officers and members of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the

corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board of Directors or to a member of a Director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures. 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director or other staff. 2) Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

All Directors and officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks or use its credit cards.

Section 4. Tax Year. The tax year of the corporation is the calendar year.

Section 5. No Discrimination. In the delivery of its services to the public, OANP does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two-thirds (66.6%) of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. However, the affirmative vote of at least two-thirds of all the Voting Members is necessary and sufficient for any amendment that alters the powers, rights or obligations of the Voting Members, or that alters the process for the selection or removal of Voting Members or directors. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.



CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of Oregon Association of Naturopathic Physicians, as duly adopted by the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

Signed this \_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Secretary of Oregon Association of Naturopathic Physicians