

Bylaws
of the
American Holistic Medical Association
(A Virginia Nonprofit Corporation)

Bylaws as of 1/1/09



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ARTICLE 1

NAME AND PURPOSE

Section 1.1. Name. The American Holistic Medical Association, Inc., (AHMA) is incorporated as a not-for-profit corporation in the State of Virginia.

Section 1.2. Purpose. The purposes are to:

- a. Develop the AHMA into a comprehensive and increasingly effective national organization providing leadership, education, standards, and growth opportunities for practitioners of Holistic Medicine.
- b. Actively promote, facilitate, and encourage collaboration between the AHMA and a diversity of like-minded organizations, with the intent of furthering the holistic perspective.
- c. Promote the widespread use and teaching of a holistic approach, including preventive medicine, within service delivery mainstems
- d. Encourage research and demonstration projects designed to assess the safety and efficacy of the holistic approach and the methods and techniques that it may encompass.
- e. Serve as a guide to reliable information for a wide range of modalities used in healing.
- f. Serve as a national voice for Holistic Medicine in matters of public information, professional representation, and public policy.
- g. Encourage the investigation, recognition and acceptance of the spiritual component in the healing process and the value of both reasoning and intuition in medical care; encourage the integration of environment, body, mind, emotions and spirit in the practice of medicine.
- h. Develop an adequate, diversified funding base for the Association.
- i. Acknowledge doctors in training as colleagues and as the future of Holistic Medicine; provide education, nurturing and support to further their participation in Holistic Medicine; contribute to the evolution of a more humanistic system of medical education.

Section 1.3. Ethics. A Code of Ethics shall be adopted by the Association.

ARTICLE 2

MEMBERSHIP

Section 2.1. Categories. There shall be seven (7) categories of membership in the American Holistic Medical Association, including:

1. Doctor Member
2. Life Member
3. Student, Intern and Resident Member
4. Retired Member
5. Honorary Member
6. Practitioner Member
7. Friend

Section 2.1.1. Doctor (including Founding, Charter) Members. Doctor members shall be persons who have earned a recognized doctorate degree (e.g., DC, DDS, DMD, DMP, DO, DOM, DSC, MD, ND, PharmD, PhDNP, PhDPsych, PsyD) and are currently licensed to practice their profession by the applicable licensing or examining board and who have been accepted for membership by such procedures as the Board of Trustees may designate. Founding Members were MD's and DO's who joined by May 20, 1978. Charter Members are MD's and DO's who joined between May 21, 1978, and May 20, 1979.

Section 2.1.2. Life Members. Life Members shall be:

1. Past Presidents of the American Holistic Medical Association;
2. those members who are elected by the Board of Trustees, by unanimous vote, in recognition of outstanding service; and
3. those members who pay a lifetime membership fee set by the American Holistic Medical Association Board of Trustees.

Section 2.1.3. Student, Intern, and Resident Members. Student, Intern, and Resident Members shall be those individuals who are:

- a. enrolled in a full-time training program at a recognized, accredited institution responsible for training the applicable doctor credential, for example, a school of medicine for MDs, chiropractic for DCs, naturopathy for NDs.
- b. enrolled in a recognized accredited training program that leads to licensure or certification in an allied healthcare profession that is licensed in at least one state
- c. serving an internship or residency at a properly accredited hospital or medical facility

Student, Intern and Resident members must be accepted for membership by such procedures as the Board of Trustees may designate.

Section 2.1.4. Retired Members. Retired Members shall be those who have been Doctor members and have retired from active medical practice, or who are qualified retired Doctor members or equivalent, and who wish to join the organization as Retired members.

Section 2.1.5. Honorary Members. Honorary membership may be conferred upon any person distinguished in service to Holistic Medicine, for contributions to the objectives of the American Holistic Medical Association and shall be elected by a majority vote of the Board of Trustees. Honorary membership is conferred for a period to be determined by the Board at the time the honoree is elected.

Section 2.1.6. Practitioner Members. Practitioner members shall be those persons who are a state-licensed, state-certified, or state-registered healthcare practitioner with a current, unrestricted license to practice in at least one state, or license-eligible if they reside in a state that does not license their practice. Practitioner members must be accepted for membership by such procedures as the Board of Trustees may designate.

Section 2.1.7. Friends. Friend Membership shall be open to any individual who is interested in Holistic Medicine and not included in a category above.

Section 2.2. Other Membership Categories. Additional membership categories may be added or changes made to these categories by majority vote of the Board of Trustees.

Section 2.3. Voting Rights and Rights to Hold Office. Each member in good standing, other than those joined in the Friends category, shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release, or other action. Any member may vote or act by written proxy. Each member in good standing shall have the right to hold office on the Board of Trustees.

Section 2.4. Good Standing. Members whose dues are paid, who possess a valid license to practice their discipline, and who have agreed to the Code of Ethics shall be considered to be in good standing in the Association. It is understood, however, that Students and Friends do not have licenses and that retired members may elect to discontinue their licensure. These classes, therefore, are considered in good standing without possessing a valid license to practice medicine. Practitioner members must maintain a current, unrestricted license to practice in at least one state, or maintain license-eligibility if they reside in a state that does not license their practice.

Failure to comply with the aforesaid criteria for good standing may result in termination of membership.

ARTICLE 3

BOARD OF TRUSTEES

Section 3.1. Responsibility. The Board of Trustees (Board) shall have the responsibility for the general supervision, financial management, control and direction of the affairs of the Association.

Section 3.2. Composition. The Board shall consist of no fewer than seven (7) and no more than fifteen (15) members, including four (4) officers of the Association (President, Past President or President-elect, Secretary, and Treasurer) and three (3) to eleven (11) at-large Trustees. Any member in good standing may serve as a Trustee; however, a majority of Board members must be Doctor members.

Section 3.3. Term of Office. The President shall serve a term of two (2) years. The Past President shall serve a term of one (1) year, immediately after finishing the term as President. The President-elect shall serve a term of one (1) year; upon completion of that term, it is intended that he/she shall become the President. This structure allows for either a Past President or President-elect to serve on the Board at any given time. The Secretary and Treasurer shall each serve 2-year terms and may succeed themselves for one additional term in the same office.

At-large members shall serve a term of two (2) years, and following a full term, may succeed themselves for not more than one additional term. No member may serve more than two (2) successive full terms in the same position on the board. Terms shall be staggered wherever possible.

No President shall serve two consecutive full terms.

A Student member may serve for a 2-year term which may extend beyond their enrollment in medical school. A Resident member shall serve a 2-year term which may extend into the first year beyond residency.

Section 3.4. Qualifications and General Duties of Trustees. Only members of the American Holistic Medical Association, in good standing, are eligible for election as Trustees.

Section 3.5. Ex-Officio Members. Ex-officio members of the Board may be appointed by majority vote of the Board of Trustees.

Section 3.6. Advisory Boards. Advisory Boards may be appointed by majority vote of the Board of Trustees.

Section 3.7. Policies and Procedures. The Board of Trustees shall as it deems necessary establish a list of Policies and Procedures which shall become operating guidelines for the management of the organization. The Rules and Regulations shall not be subject to Article 9, Amendments, of these Bylaws, and shall be updated annually. The current update shall be filed as Appendix A to these Bylaws.

ARTICLE 4

OFFICERS

Section 4.1. Description. There shall be four elected officers of the Association: a President, a President-elect or Past President, a Secretary and a Treasurer. All shall be elected by the Board of Trustees.

Section 4.2. Qualifications and General Duties.

The President shall be the chief elected officer of the Association; shall preside at all membership, Executive Committee and Board of Trustees' meetings; and shall be an ex-officio member of all committees. The President is empowered to commit the Association to agreements and contracts, with approval of the Board.

The President-elect or immediate Past President shall, in the absence of the President, preside at all meetings of the membership, Board of Trustees, and Executive Committee.

The Secretary shall keep the minutes of Annual and Special Meetings and of meetings of the Board of Trustees and Executive Committee, and oversee communication with members.

The Treasurer shall supervise the management of Association funds which shall be kept in a manner approved by the Board of Trustees. The Treasurer shall:

- a. make periodic reports to the Board of Trustees and membership as directed by the Board.
- b. have the power to disburse funds of the Association in accordance with Board direction, and
- c. be empowered to delegate this duty to such officer, staff person or other representative of the Association as authorized by resolution of the Board of Trustees. The Treasurer shall chair the Finance Committee.

Section 4.3. Officer's Vacancies. In the event of a vacancy among the elected officers, by cause of resignation or otherwise, the Board of Trustees shall have the power to fill such vacancy for the remainder of the term with a simple majority vote.

Section 4.4. Executive Committee. An Executive Committee, consisting of the four officers of the Board and one at-large Trustee elected by the Board, shall exercise the functions of the entire Board and be empowered to act when a meeting of the full Board is not possible. All action taken by the Executive Committee under this authority will be presented for ratification at the next meeting of the Board of Trustees. The Board shall have the right to rescind any actions upon a two-thirds (2/3) vote of the trustees present, except as to matters specifically authorized by the Bylaws or authorized by prior vote of the members or Board of Trustees.

ARTICLE 5

EXECUTIVE DIRECTOR

Section 5.1. Executive Director. The Board may by three-fourths (3/4) vote appoint an Executive Director who shall be responsible for all management functions, including financial management, and who shall:

- a. manage and direct all functions and activities of the Association as prescribed by the Board of Trustees.

- b. be responsible to the Board.
- c. hire and manage staff to carry on the work of the Association; define their duties, establish their titles, fix their compensation within the approved budget and delegate those duties as shall in his/her judgment be in the best interest of the Association; coach, discipline and terminate as necessary.

A description of other duties of the Executive Director shall be approved by the Board.

ARTICLE 6

ELECTION OF OFFICERS AND TRUSTEES

Section 6.1. Nominating Committee. The President-elect or Past President shall serve as the chair of the annual Nominating Committee which shall be constituted at least 120 days prior to the Annual Meeting. The Nominating Committee shall consist of no fewer than five (5) and no more than seven (7) members in good standing. No one on the Nominating Committee may be proposed for election.

Section 6.2. Nominations and Election. The chairman of the Nominating Committee shall present the Committee's proposed slate of nominees to the Trustees at least 90 days prior to the election. The Nominating Committee shall announce its slate at least thirty (30) days prior to the mailing of a ballot. Additional names may be placed on the ballot by petition of at least 35% members eligible to vote. If an uncontested slate is announced to the members and there are no subsequent candidates put forth, the slate will be considered approved and no ballot mailed.

Section 6.3. Election of Trustees. The Trustees, each of whom shall be a member in good standing of the Association, shall be determined by a majority vote of the members either by mail, in person, by phone, or electronic ballot, at the annual meeting or a special meeting called for the purpose of electing Trustees. The candidates receiving the greatest number of votes shall be elected.

Section 6.4. Vacancies. A vacancy in any of the principal offices, that occurs by death, resignation, or otherwise, shall be filled according to Section 4.3 of these bylaws.

Section 6.5. Removal from Office. Board members are expected to meet certain minimum responsibilities adopted as policy by the Board of Trustees. Failure to meet these responsibilities or malfeasance may constitute grounds for removal by the Board. Removal of Officers or Trustees will be conducted according to Board policy.

ARTICLE 7

MEETINGS

Section 7.1. Membership Meetings

Section 7.1.1. Annual Membership Meetings. An annual meeting of the membership shall be held each year, the date to be designated by the Board of

Trustees, and announced to the membership in writing not less than sixty (60) days prior thereto.

The membership, Board of Trustees, or Executive Committee may provide by resolution the time and place for the holding of additional regular meetings of the membership.

Section 7.1.2. Special Membership Meetings. Special meetings of the membership may be called by any of the following:

- a. majority vote of the Executive Committee, including the President
- b. majority vote of the Trustees
- c. a petition which contains the signatures of 25% of the members eligible to vote

Special meetings shall be called giving thirty (30) days' notice in writing to the membership specifying the time, place, date and purpose(s) for such meeting.

Section 7.2. Board of Trustees' Meetings

Section 7.2.1 Regular Meetings. The Board of Trustees shall meet not less than twice each year, at a time and place designated by the Board.

Section 7.2.2. Special Meetings. Special meetings of the Board may be called by majority vote of the Executive Committee, including the President, or by majority vote of the Trustees. Notification of the meetings shall be made in writing to each Trustee and shall specify the time, place, date and purpose(s) of such meeting, not less than thirty (30) days prior to the date specified in the notice for in-person meetings, and seven (7) days notice for meetings by conference call.

Section 7.2.3 Emergency or Natural Disaster. In the event of an emergency or natural disaster, Board decisions may be made via a majority of those members available. The presiding member will be the ranking member of the Executive Committee (president, past-president/president elect, treasurer, secretary). An emergency is defined as a natural disaster or national emergency that causes one third or more of the Board to be absent or unreachable.

Section 7.2.4 Emergency Meeting of the Executive Committee. An emergency meeting of the Executive Committee may be scheduled on shorter notice for the transaction of urgent business, but only if four of the five members can be present, and only if four of the five members vote in favor of any business conducted.

Section 7.3. Quorum.

Section 7.3.1 Trustees. A majority of Trustees then in office, present at any regular or special meeting of the Board, shall constitute a quorum for the transaction of business thereat.

Section 7.3.2 Executive Committee. A majority of the acting members of the Executive Committee present at any regular meeting of the Committee shall constitute a quorum for the transaction of business thereat.

Section 7.3.3 Membership Meetings. The members present in person or by proxy at any meeting of members shall constitute a quorum for such meeting. The affirmative vote of a majority of the members represented at a meeting shall be sufficient for the authorization or taking of any action voted upon by the members, but no action required by law, the Articles of Incorporation, or these Bylaws to be authorized or taken by a specified proportion or number of the members may be authorized or taken by a lesser proportion or number.

Section 7.4. Notices. When any written notice is to be given, it shall be sufficient for such notice to be delivered either in person or by mail to the member at his or her postal or e-mail address on file with the Administration, not less than the number of days specified in these Bylaws for each notice to be given.

Section 7.5. Membership Ballots. Whenever, in the judgment of the Board of Trustees, any question shall arise which is considered to be put to the vote of the membership, the Board of Trustees may submit such a matter to the membership qualified to vote, in writing by postal mail or e-mail, for a vote and decision, and the question(s) shall be determined according to the votes received by postal mail, fax, or electronically, within the time specified, which shall not be less than fourteen (14) nor more than forty-five (45) days after submission to the membership, provided that in each case votes of at least twenty-five percent (25%) of the members eligible to vote shall be received. Any and all action taken pursuant to a majority vote using these methods shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

ARTICLE 8

COMMITTEES

Section 8.1. Designation of Committees. It shall be the duty of the President to appoint committees and task forces, subject to approval by the Board of Trustees, to carry out the directives of the Board. A committee or task force shall be appointed when it is deemed that a need for such a committee has arisen, and shall be disbanded when the task for which it is formed is completed, or when the Board deems it is no longer necessary (simple majority required). Standing Committees of the Association are the Executive, Finance, and Nominating.

With the exception of the Conference Committee chair, the President may designate the Chair of a committee, or may entrust that function to the members of the committee. The Conference Committee chair shall be designated by a majority vote of the board of Trustees.

Section 8.2. Committee Rules. Each committee may adopt such rules for its own regulation as it may deem appropriate to it, unless a contrary rule has been adopted by the membership, Board of Trustees, or Executive Committee.

ARTICLE 9

AMENDMENTS

Section 9.1. Amendments. These Bylaws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote of those voting either at a membership meeting or by postal or electronic mail ballot, as set forth in these Bylaws, provided:

- a. that the voting members are notified at least thirty (30) days before the meeting that amendments to the Bylaws will be considered at the meeting; or, in the case of mail/electronic voting, the voting members are given at least 30 days to consider the proposed amendments and respond
- b. that a report is written by the Bylaws Committee recommending either adoption or rejection of the proposed amendment(s).

Official amendments will be appended to the official copy of the Bylaws, both hard-copy and electronically.

The suspension of any provisions of the Bylaws may be implemented by a three-quarters (3/4) vote of the Doctor members present at any authorized meeting of the American Holistic Medical Association, Inc.

ARTICLE 10

DUES, FISCAL YEAR, BUDGET

Section 10.1. Dues. Dues for various membership categories shall be established by the Board of Trustees

Section 10.2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end the last day of December in each year, unless otherwise fixed by the Board of Trustees.

Section 10.3. Budget. With recommendations of the Treasurer and/or Finance Committee and the Executive Director, the Board shall adopt in advance of the next fiscal period an annual financial plan covering all activities of the Association.

Section 10.4. Annual Audit. The accounts of the Association shall be reviewed annually by a Board-appointed committee or outside agency.

ARTICLE 11

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 11.1. Indemnification. No director or former director of the Association shall be personally liable to the Association or its members for monetary damages for any

conduct as a director; provided, however, that this section shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director or for any transaction from which the director will personally receive a benefit in money, property or services to which a director is not legally entitled; and provided, this limitation shall not eliminate or limit the liability of a director for any act or omission prior to the date when this provision becomes effective.

Each officer or director shall be indemnified by the Association against all expenses reasonably incurred by him/her in connection with an action, suit or proceeding to which he/she may be a party defendant or with which he/she may be threatened by reason of his/her being or having been a director or officer of the Association or by reason of having acted pursuant to a resolution of the Board of Directors, but an officer or director shall not be indemnified for any matter for which he/she is held liable for gross negligence or misconduct in the performance of his/her duties. The term "expenses" includes the amount paid in satisfaction of a judgment or in the settlement of a claim if the settlement is approved by a majority of the members of the Board of Directors of the Association other than those involved or by a majority of a committee of five or more members of the Association who are not officers or directors so involved appointed by the President, subject to the approval of the Board. The right of indemnification under this article shall not exclude any other right to which an officer or director may be entitled nor restrict the Association's right to indemnify or reimburse an officer or director in a proper case even though not specifically provided for herein.

ARTICLE 12

DISSOLUTION

Section 12.1. Dissolution. Upon the dissolution of the Association, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under sec. 501(c)3 of the Internal Revenue Code, as the Board of Trustees shall determine.

These Bylaws of the American Holistic Medical Association contains all revisions and changes approved by the Board of Trustees on April 9, 2008, and presented on April 25, 2008 to the members for approval.

AHMA Board Resolution #1, adopted February 2008

Board of Trustee Commitments

This description of board responsibilities is designed to clarify the governing responsibilities of members of the Board of Trustees. All board members must agree to/sign the following:

1. **Commit to the Mission, Ethics, and Goals of AHMA.** Represent the organization in a positive and professional manner. Know the mission, history, programs, and membership benefits. Actively speak to others as an ambassador of the organization.
2. **Fulfill the entire term** to which elected and **attend meetings of the Board of Trustees.** A combination of in-person and telephonic meetings are scheduled each year. The annual calendar of meetings, at least two meetings each year, will be set with the new board on or before _____. Board meeting minutes will be distributed to trustees at least one week prior to an upcoming meeting; however, no further meeting reminders are sent out. Trustees are expected to attend all in-person board meetings and at least 80% of telephonic meetings.
3. **Serve actively in the governance of the organization**, i.e., participate on at least one committee or special project, or serve as an officer of the board.
4. **Respond timely** to email, other written and telephonic communication, as well as time-sensitive goals and requests. Submit committee and other status reports on-time.
5. **Assist in gaining financial support** for AHMA, with a targeted minimum goal of \$ _____ in addition to personal membership dues. Ideas include event sponsors, advertisers (directory/newsletter/other), private donors, grants, in-kind donations, membership dues from new or renewing members, and/or personal donations.
6. **Make a personal contribution to AHMA's success** in as many of these ways as possible:
 - Make a concerted effort to get to know members
 - Recruit volunteers and new members
 - Serve on an ad hoc project or committee
 - Sponsor a meeting or event
 - Place an advertisement
7. **Disclose any conflict of interest** (or potential conflict) with AHMA.

Note: Missing three consecutive meetings will be automatic cause for dismissal unless a special petition demonstrating extenuating circumstances is presented and a 2/3 majority of the board votes to retain the Trustee. Board membership may be reviewed for any director who misses two consecutive board meetings. The Executive Committee by a simple majority vote may remove any Trustee for fiduciary or governance malfeasance, or any personal conduct that negatively impacts the organization.

AHMA Board Resolution #2, Adopted February 2008

Procedures for Conducting Meetings

Rules of Conduct: Robert's Rules of Order with superimposed Circle Process

Agenda is sent out one week in advance. During that week, members may suggest additional agenda items. Each agenda item has a suggested timeframe associated with its discussion. Agenda items are categorized as discussion items or action items.

Action Items are presented as specific motions submitted by the appropriate committee. The motions are considered made by the committee chair and will need a second during the meeting. Discussion of these Action Items will be limited since the majority of discussion for Action Items should occur within the committee meetings.

Discussion items will be framed by a specific question. These items are designed for open discussion by all individuals conducted with the highest good of the AHMA in mind. In these cases, Circle Process may often be used. As the Circle continues, only new points should be spoken. Circle Process may be called for by any meeting participant. Each person would have a pre-set amount of time to clearly and concisely state their different opinions.

Example Agenda:

1. Call to order, establish quorum, review agenda
2. Review and acceptance of management and committee reports: submitted for view with the agenda, all questions should be submitted to the committee chair electronically prior to the committee meeting
3. Action items with specific motions:
 - a. Executive Committee
 - b. Finance
 - c. Fundraising
 - d. Advocacy
 - e. Collaboration
 - f. Community
 - g. Communication
 - h. Ad Hoc
4. Discussion items
5. Begin setting next meeting's Agenda
6. Creation of To-Do list

AHMA Resolution #3, adopted February 2008 **Council of Past-Presidents**

Each Past President, as of 2008, will automatically be appointed to a Council of Past Presidents.

All Past Presidents shall be approached with the honor of serving on the Council. Acknowledgement in writing is required for acceptance of this honor.

Opportunities to serve Holism through the Council of Presidents include:

1. Enhancing the status of holistic medicine by growing a community of recognized experts.
2. Contributing to policy statements and press releases on topics pertinent to health and holism.
3. Serving as mentors for current AHMA leaders.
4. Inspiring membership via the written word, spoken word, and calls as appropriate.

Benefits of membership to the Council of Presidents:

1. Lifetime membership in the AHMA
2. Placement of books and publications on the AHMA website.
3. Attendance at the Council of Presidents event at the annual gathering.

AHMA Resolution #4, Adopted February 2008 **Procedures Affecting Nominating Committee**

Refer to Section 6.1. Nominating Committee. The President-elect or Past President shall serve as the chair of the annual Nominating Committee which shall be constituted at least 120 days prior to the Annual Meeting. The Nominating Committee shall consist of no fewer than five (5) and no more than seven (7) members in good standing. No one on the Nominating Committee may be proposed for election.

The President and Executive Director can be ex-officio members.

The Nominating Committee will submit nominations for consideration by the Board. Board approval of submitted members is subject to a 2/3 vote.

The total number of Board members will be determined by the Board in the Fall of the previous year. Such votes will be subject to a simple majority. The Board will then instruct the Nominating committee as to the preferred composition of the Board.

