

**BYLAWS FOR AMERICAN ASSOCIATION OF NATUROPATHIC PHYSICIANS (AANP)
Adopted August 2011**

Table of Contents

Article I Name

Article II Office

Article III Definitions

Article IV Purposes

Article V Membership

Article VI Dues

Article VII Chartered Supporting Organizations

Article VIII Fiscal Year, Dues and Assessments

Article IX Ethics and Practices

Article X Board of Directors

Article XI Officers

Article XII Committees

Article XIII House of Delegates

Article XIV Membership Meetings

Article XV Amendments

Article XVI Indemnification

Article XVII Dissolution

Article I - Name

Section 1: The name of the association shall be American Association of Naturopathic Physicians, or AANP, hereafter referred to as the "Corporation."

Article II: - Office

Section 1: The Corporation shall maintain in the state of Oregon a registered office and a registered agent. The Corporation may change the state of corporate registration when there is a significant advantage to the corporation to make such change, by a majority vote of the Board of Directors.

Section 2: The Corporation may maintain such other offices within or without the state as the Board of Directors may approve.

Article III: - Definitions

Section 1: The definition of naturopathic medicine as adopted by the 1989 House of Delegates of the AANP, states:

Naturopathic medicine is a distinct method of primary health care - an art, science, philosophy and practice of diagnosis, treatment and prevention of illness. Naturopathic physicians seek to restore and maintain optimum health in their patients by emphasizing nature's inherent self-healing process, the vis medicatrix naturae. This is accomplished through education and the rational use of natural therapies.

Section 2: Terms which refer to the “profession,” the “field,” or the “practitioner” include:

Naturopathic medicine, naturopathy, naturopath, naturopathic physician, naturopathic doctor, naturopathic medical doctor; Doctor of Naturopathic Medicine, Doctor of Naturopathy; N.D., N.M.D.

Section 3: The terms “he” and “she” shall refer to both male and female genders.

Article IV: - Purposes

The purposes of the Corporation shall be:

1. To promote the vision and mission of the Corporation.

To promote the common interests of the Corporation’s membership.

To establish and promote observance of a Code of Ethics intended to develop and encourage the practice of high standards of personal and professional conduct.

To provide opportunities and forums for the exchange of experience and opinion among the membership.

To acquire, catalogue and disseminate relevant information and resources for members.

To cooperate with local, state, regional, national and international organizations having common purposes.

To seek and maintain the licensing of doctors of naturopathic medicine by the 50 states and such other regulation and legislation which may promote the public’s welfare through access to and understanding of naturopathic medicine.

To provide and promote continuing professional education.

Article V – Membership

Section 1: Classification

There shall be the following member classifications:

Regular

Student

Associate

Supporting

Honorary

International

Section 2: Regular Members

A regular member shall be a naturopathic physician who is a graduate of a college of naturopathic medicine recognized by the Corporation, and who, in addition, meets one of the following two criteria:

1. He shall hold a license as a naturopathic physician in a state or jurisdiction whose license is acceptable to the Corporation.
2. She shall be an active regular member of a state association which is recognized by the Corporation, such state association being the one which covers the state, commonwealth or territory in which she resides for the majority of each year.

Section 3: Student Members

Student Members shall be individuals enrolled as students or in the first 12 months following graduation from a college recognized by this Corporation.

Section 4: Associate Members

Associate Members shall be healthcare practitioners wishing to support the purposes of this Corporation, who are not eligible for membership as Regular Members, who meet the criteria established for this category of membership established in the Corporation policy documents, and who are individually recognized as appropriate by the Board of Directors.

Section 5: Supporting Members

Supporting Members shall be individuals or entities wishing to support the purposes of this Corporation, who are not eligible for other membership classifications and who are individually recognized as appropriate by the Board of Directors.

Section 6: Honorary Members

Honorary membership may be conferred by the Board of Directors upon any individual and/or entity for extraordinary service, contribution and/or longevity in this Corporation and/or the naturopathic community.

Section 7: International Members

International members shall be individuals who qualify for Regular or Associate membership but reside principally outside the United States and its territories.

Section 8: Application and Election to Membership

Applicants for each classification of membership must apply for membership on the form, in the manner and with payment of dues specified by the Board of Directors.

Applications for membership shall be considered and if determined qualified, elected by a majority vote of the Board of Directors.

Section 9: Voice, Voting and Holding Office

Members of each classification shall be empowered to have voice in the business of the Corporation, to vote and to hold office as follows:

Regular Members shall be empowered with full rights and privileges to have voice in the business of the Corporation, and to vote and to hold office, in the manner described in these bylaws and the Corporation policy documents.

Student Members shall be empowered to have voice in the business of the Corporation, and to vote in the manner described in these bylaws and the Corporation policy documents. Student members may be represented by no more than one (1) elected Director. Student members shall not be eligible to be elected as an Officer of the Corporation.

Associate Members shall be empowered to have voice in the business of the Corporation. Associate members may vote in the manner described in these bylaws and the Corporation policy documents. Associate members may be represented by no more than one (1) elected Director (refer to Article X, Section 2). Associate members shall not be eligible to be elected as an Officer of the Corporation.

Supporting Members shall be empowered to have voice in the business of the Corporation. Supporting members may vote in the manner described in these bylaws and the Corporation policy documents. Supporting members may be represented by no more than two (2) elected Directors (refer to Article X, Section 2). Supporting members shall not be eligible to be elected as an Officer of the Corporation.

Honorary Members shall be empowered to have voice, vote and hold office in this Corporation in so far as the member qualifies for these privileges by virtue of meeting criteria appropriate for Regular, Associate, or Supporting membership; if the Honorary Member does not meet criteria for membership in one of these additional categories, privilege is limited to a voice in the business of the Corporation at the discretion of the President

International Members shall be empowered to have voice in the business of the Corporation, and to vote and hold office in so far as the member qualifies for these privileges by virtue of meeting criteria appropriate for Regular or Associate membership.

Section 10: Duration, Regulation, Supervision and Termination of Membership

Membership in this Corporation shall begin when approved by the Board of Directors and continue without suspension, termination or resignation, as long as all qualifications, including payment of dues, are met.

Membership may be resigned and the resignation will become effective if and when all obligations to the Corporation are fulfilled.

The Board of Directors may suspend and/or terminate membership for sufficient cause. Sufficient cause shall include, but not be limited to, violations of the bylaws, the laws or

practices duly adopted by the Corporation or any other conduct prejudicial to the interests of the Corporation.

Suspension or termination of membership shall require:

a written statement of the charges be sent by certified mail to the last known address of the member charged. The notice shall include the time, date and location of a hearing, set for at least 21 days subsequent to the posting of the hearing notice following such hearing, a two-thirds vote of the entire Board to suspend or terminate the member.

The Board shall assure reasonable rules and practices of “due process” are observed in considering suspension or termination of a member.

Article VI – Dues

Section 1: The annual dues for each membership category of this Corporation shall be determined by the Board of Directors.

Section 2: Members who fail to pay dues set by the Board of Directors within 30 days of the dues due date shall be suspended from membership rights and privileges. Membership rights and privileges shall resume upon receipt of dues owed in full.

Article VII – Chartered Supporting Organizations

Section 1: State/Regional/National/International/Specialty Organizations

This Corporation may, upon written application on the form and in the manner prescribed by the Board of Directors, charter state, regional, national, international and/or specialty organizations agreeing to support this Corporation and conform with its bylaws. No more than one (1) such charter organization representing a single state, commonwealth or territory shall be recognized by the Corporation.

Section 2: The bylaws and all amendments thereto of state, regional, national, international and/or specialty organizations chartered by the Corporation must be approved by this Corporation’s Board of Directors.

Section 3: Chartered organization dues and/fees, if any, shall be determined by the Corporation’s Board of Directors.

Article VIII – Fiscal Year, Dues and Assessments

Section 1: The Fiscal year of the Corporation shall be January 1 to December 31st.

Section 2: The annual dues for each category of membership and the manner of payment shall be set by the Board of Directors at least thirty (30) days prior to the beginning of each fiscal year.

Section 3: Assessments

The Corporation's Board of Directors may levy such assessments as it may determine necessary. Such assessments may not exceed the amount of the current annual dues applicable to each member.

Article IX – Ethics and Practices

Section 1: Ethics

The Corporation shall establish, maintain and promote the observance of a Code of Ethics to guide members in the duties of (a) physicians to patients; (b) physicians to physicians and other health care providers and (c) physicians to the public.

The creation, maintenance and promotion of the Code of Ethics shall be a responsibility of the House of Delegates, as a matter of policy. The House of Delegates shall invite, promote and consider the widest reasonable debate and comment before amending the Code of Ethics.

Section 2: Practices

The Corporation shall seek to reasonably involve all compatible and appropriate individuals, organizations and other entities in the development of practices consistent with the Corporation's purposes and Code of Ethics, to guide members in the practice of naturopathic medicine.

Position papers adopted by the House of Delegates shall be made available to the members and the general public by the Corporation through reasonable and customary routes of communication within 60 days of their adoption. Position Papers may be temporarily removed from the members' site and/or general public view by the House of Delegates for review and revision by the House of Delegates. Upon any removal of the position papers from the members' site or general public view, the House of Delegates shall permanently remove or revise and reinstate the position papers to the appropriate site(s) within a 12 month period.

Article X – Board of Directors

Section 1: Powers

The Board of Directors shall have responsibility for the supervision and direction of the affairs of the Corporation, shall determine its policies within the limits of the bylaws and shall actively prosecute its purposes. The Board of Directors may adopt such rules and regulations for the conduct of its business and governance as shall be deemed appropriate and may appoint such agents as it may consider necessary.

Section 2: Composition and Election

The Board of Directors shall be composed of not more than eight (8) Directors, three (3) elected officers as provided in Article XI of these bylaws, the Speaker of the House of Delegates as provided in Article XIII of these bylaws, and an ex-officio non-voting representative of the Association of Accredited Naturopathic Medical Colleges (AANMC). Three (3) or four (4) Directors and at least one (1) officer shall be elected annually by the membership from among

the nominated candidates. Each newly elected Director and Officer shall take office at the first meeting of the subsequent fiscal year.

No more than one (1) Director at any given time may be a Student Member.

No more than two (2) Directors at any given time may be either an Associate Member or a Supporting Member.

Criteria for qualifying candidates eligible for election to the Board of Directors shall be described in the Corporation policy documents.

Nominations may arise from any member, in good standing. The sole criterion for qualifying candidacy for nomination to the Board of Directors shall be "member in good standing" for at least two years by the time they take office. All nominees that meet this criterion will be placed on the ballot for vote by the general membership.

Nominations shall be submitted in writing, postmarked no later than 60 days prior to the general election signed by the nominator, four (4) co-nominators and the nominee. Nominees shall submit, in writing, an agreement that they have a familiarity with the governing documents and election policies of the AANP, will serve for the stated term of the Director position for which they are being nominated, and this agreement will be accompanied by all current professional licenses required to engage in or offer professional services to the public, qualifying educational degree or diploma, brief professional biography and a 500 word-or-less statement for publication to the voting membership.

Elections shall be by ballot and a majority of votes cast shall elect.

The AANMC position on the Board shall coincide with the term of the Presidency of the AANMC and shall be filled by the President of the AANMC or his/her designee. This representative shall have voice but not vote in the Corporation.

Section 3: Term

All Directors shall serve two (2) year terms and shall be limited to serving no more than two (2) consecutive two (2) year terms.

Student Members serving as Directors shall serve a two (2) year term and may be elected to a single, subsequent two (2) year term provided that a Student Member's term as Director shall end at the next meeting of the Board of Directors following the termination of his status as a Student Member.

Section 4: Vacancies

Vacancies in any Board of Directors position shall be filled for the remaining term of that Director by the Board of Directors at any regular or special meeting.

Section 5: Meetings

The Board shall meet at the time and place of the Annual Meeting of the Corporation and at such other times as the President may determine.

Notice of all meetings of the Board shall be sent at least thirty (30) days prior to meetings and an agenda shall be sent at least fifteen (15) days prior to meeting, unless notice is waived by a majority vote of the directors to facilitate a special meeting.

Section 6: Voting By Mail, Telephone or E-mail

The Board of Directors and Executive Committee may conduct business and/or vote by any and all means provided that all members of the respective body consent to do so and approve the record (minutes) made of such business at the next regular or special meeting.

Section 7: Quorum

A majority of the whole Board of Directors, including Officers, shall constitute a quorum.

Section 8: Absence

Any member of the Board of Directors unable to attend a meeting shall within fifteen (15) days, advise the President of the reason for their absence. Two consecutive "unexcused" absences as defined by the President shall constitute resignation from office.

Section 9: Resignation or Removal

Any Director may resign and such resignation shall take effect (a) at the time specified in the notice of resignation or (b) if unspecified, at the time set by the board in accepting a resignation. In no case may a Director resign prior to the Board of Directors receiving and accepting notice of such resignation.

Any Director may be removed by a two-thirds vote of the entire Board of Directors or two-thirds vote of the Regular Membership at any Annual Meeting or duly convened Special Meeting.

Article XI – Officers

Section 1:

The officers of this Corporation shall be a President, President-Elect, Treasurer, and Past-President. The President-elect and Treasurer shall be elected by the general membership from among the nominated candidates, who shall be Regular members. The President-elect shall become President without election following the end of the term of the outgoing President. The president shall become Past-President without election following completion of their term as President.

Nominations may arise from any member in good standing. Nominees shall have served at least one two (2)-year term as a Director by the time they take office.

Nominations shall be submitted in writing, postmarked no later than 60 days prior to the general election signed by the nominator, four (4) co-nominators and the nominee. Nominees shall submit, in writing, an agreement that they have a familiarity with the governing documents and election policies of the AANP, will serve for the stated term of the President-Elect position for which they are being nominated, and this agreement will be accompanied by all current professional licenses required to engage in or offer professional services to the public, qualifying

educational degree or diploma, brief professional biography and a 500 word-or-less statement for publication to the voting membership.

Elections shall be by ballot and a majority of votes cast shall elect.

Section 2: Term

Each elective officer shall take office at the first meeting of the subsequent fiscal year following their election.

The President-elect shall serve a one-year term as President-elect, followed by a two-year term as President, followed by a one-year term as Past-President.

The Treasurer shall serve a single two-year term, and may be elected to a second two-year term.

The maximum number of years of consecutive service as an officer is four.

Section 3: Vacancies

Vacancies in any office shall be filled by the Board of Directors at any regular or special meeting of the Board of Directors until the next Annual Meeting, at which time elections shall be held.

Section 4: President

The President shall be the principal elected officer of the Corporation, shall preside at meetings of the Corporation, the Board of Directors and the Executive Committee, and shall be a member ex-officio, with rights to vote, on all committees except the nominating committee. The President shall also, at the Annual Meeting of the Corporation and at such other times as the President shall deem proper, communicate to the Corporation or the Board of Directors such matters as may in his/her opinion tend to promote the welfare and increase the usefulness of the Corporation, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 5: Past President

The Past President shall be a member of the Board of Directors during the year immediately following the end of their term as President. The President shall become Past-President without election following completion of their term as President.

Section 6: President-Elect

The President-Elect may be delegated by the President to perform her/his duties, in the event of any temporary disability or absence of the President from meetings, and shall have such other duties as the President or the Board may assign. The President-Elect shall, prior to becoming president, propose to the Board of Directors all committee and other appointments appropriate for her/his administration. The President-Elect shall become President without election following the end of the term of the outgoing President.

Section 7: Treasurer

The Treasurer shall be responsible for all monies received and expended for the use of the Corporation, and shall make disbursements authorized by the Board and approved by such other officers as the Board may prescribe. The Treasurer shall be responsible for the deposit of all sums in the bank or banks approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the Board. The Treasurer may appoint one or more assistant Treasurers, to perform such duties as the Treasurer may delegate, with the approval of the Board of Directors.

The funds, books, and vouchers of the Corporation shall, with the exception of confidential reports submitted by members, be subject to verification and inspection by the Board of Directors.

Section 8: Appointed Officer

The administration and management of the Corporation shall be vested in a salaried staff head, employed or appointed by, and directly responsible to the Board of Directors. The appointed officer shall have the title of "Executive Director" or such other title as the Board shall from time to time designate. Subject to approval by the Board, the appointed officer shall employ and may terminate the employment of members of staff necessary to carry on the work of the Corporation. The appointed officer shall manage and direct all functions and activities of the Corporation and perform such other duties as may be specified by the Board.

Article XII – Committees

Section 1: The President, subject to the approval of the Board of Directors shall annually appoint such standing and special committees as (a) may be required by the bylaws or (b) may be necessary for the effective management of the Corporation

Section 2: Standing Committees

The following committees shall be standing committees and must be appointed at the time, in the manner and with the charge specified herein:

Nominating Committee: At the Annual Meeting of the Corporation the Board of Directors shall appoint a Nominating Committee of at least five (5) qualified members. The Nominating Committee shall be responsible for selected awareness of candidates most able and willing to serve the Corporation from throughout the membership. Nominating committee member qualifications shall be as specified in the Corporation policy documents.

The Committee shall notify the Board of Directors at least sixty (60) days before the Annual Meeting the names of candidates it proposes for Directors and Officers of the Corporation. The Board of Directors shall cause the report of the Nominating Committee, with or without Board endorsement, to be communicated to each and all voting members, with instructions for voting, at least thirty (30) days prior to the Annual Meeting.

B. The Executive Committee: The Officers of the Corporation shall constitute the Executive Committee. Acting on behalf of the Board of Directors between meetings of the full Board, and consistent with these bylaws, the Executive Committee shall have responsibility for the supervision and direction of affairs of the Corporation. The Executive Committee shall keep minutes of its meetings and distribute them to the Board of Directors not later than the next

regular or special meeting of the Board. The Board of Directors shall accept minutes of the Executive Committee and ratify the actions and resolutions of the Executive Committee at the next regular or special meeting of the Board.

Section 3: Special Committees/Task Force

All Committees not specified/required by these bylaws shall be known as "Special Committees". Special committees shall be appointed by the President with the approval of the Board of Directors.

All special committees shall have at least three (3) members including the Chair.

All special committees shall be given a written purpose or charge at the time they are created by the President.

Article XIII – House of Delegates

Section 1: Function

The function of the House of Delegates shall be to:

Amend the Corporation Bylaws;

Adopt official Corporation Code of Ethics, Definitions, Standards, and position papers developed in cooperation with the Board, Committees or Taskforces of the Corporation;

Hear reports from Corporation officers and leadership;

Advise or recommend action to the Board of Directors by means of House resolutions;

Represent their constituents and communicate to them Corporation information and actions;

Provide leadership and participate as members in Corporation committees and taskforces;

Adopt Rules for House procedure; and

Nominate and elect the officers of the House of Delegates.

Section 2: Composition and Eligibility

The House of Delegates shall be comprised as follows:

One (1) delegate selected by each Chartered State Association containing up to 50 AANP members, two (2) delegates selected by each Chartered State Association containing 51 to 100 AANP members, three (3) delegates selected by each Chartered State Association containing 101 to 150 AANP members and four (4) delegates selected by each Chartered State Association containing 151 or more AANP members, plus one additional delegate representing the state where the delegate is currently serving as the Speaker;

One (1) delegate selected by each Specialty Organization;

One (1) delegate selected by each college recognized by the Corporation;

One (1) delegate selected by the student association or government at each college recognized by the Corporation.

In order to be eligible to serve in the House of Delegates, a delegate representing Chartered State Associations or Specialty Organizations must be a regular member of the Corporation in good standing. A delegate representing a student association or government must be a student member of the Corporation in good standing.

Section 3: Officers

The officers of the House of Delegates shall be the Speaker and Vice Speaker. The Speaker shall be elected by the House of Delegates to serve a two (2)-year term. The Vice Speaker shall be elected annually by the House of Delegates to serve a one (1)-year term.

Article XIV – Membership Meetings

Section 1: Annual Meetings

The Annual Meeting of members shall be held at such time and place determined by the Board of Directors.

Notice of annual meeting shall be sent to all members at least ninety (90) days prior to the meeting.

Section 2: Special Meetings of the Membership

Special membership meetings may be convened by (a) a majority vote of the entire Board of Directors or (b) upon petition to the Board of Directors from fifteen percent (15%) of Regular Members. Special membership meetings shall be called with notice to the members of not less than forty-five (45) days nor more than ninety (90) days.

Section 3: Parliamentary Authority

The parliamentary authority for all meetings of the Corporation, its Board of Directors and Committees is Robert's Rules of Order (most recent edition) except in such instances as may be specifically provided for in the Corporation's Articles of Incorporation, Bylaws or Policies adopted by the Board of Directors.

Section 4: Order of Business

The order of business at meetings shall be:

Call to order

Roll call

Approval of agenda

Reading of minutes

Reading of financial reports

Reports of officers

Reports of committees

Unfinished business

Election of Directors and Officers

New business

Confirmation of next meeting (date and location)

Adjournment

Article XV – Amendments

These Bylaws may be amended at any annual meeting of the House of Delegates by a two-thirds vote of the total number of delegates accredited for voting, provided that the amendments shall have been filed with the Executive Director at least 60 days before the meeting at which the amendment is to be voted upon. Upon receiving a copy of the amendment, it shall be the duty of the Executive Director to cause it to be printed in the Association's journal or other periodical membership publication as directed by the Board of Directors at least 30 days before the meeting. The Board of Directors shall review the proposed amendment for consistency with the Corporation's Articles of Incorporation and Bylaws, and if necessary revise the proposed amendment only for the purpose of securing conformity to the Corporation's governing documents and shall then refer it to the House for action not later than 30 days prior to the meeting.

Article XVI – Indemnification

Each officer, director and agent of this Corporation and/or other corporations controlled by this corporation shall be indemnified by this Corporation against all costs, judgments and fees reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, proceeding or claim to which they may be made party by reason of their acts or alleged acts of omission or commission of officers, directors and/or agents of the Corporation.

The Corporation shall purchase and maintain appropriate insurance/s to insure and/or fund indemnification specified herein.

Article XVII – Dissolution

The Corporation shall use its assets only to advance the objectives and purposes of the Corporation. No part of said assets shall inure or be distributed to the members of the corporation.

On dissolution of the Corporation any funds remaining shall be distributed to one or more similarly or more liberally exempt organizations selected by the Board of Directors.

Amendment Log:

2005 August: Article X, Section 2; Article XI, Section 1 & 8

2006 August: Article XI, Section 1, 2, & 5

2008 August: Article IX, Section 2; Article X Section 2; Article XI, Section 1; Article XIII, Section 2 & 3

2009 August: Article VI, Sections 1 and 2; Article X, Section 2; Article XIII, Section 2

2011 August: Article IX, Section 2