

**AMENDED AND RESTATED BYLAWS
OF
The California Naturopathic Doctors Association**

A CALIFORNIA MUTUAL BENEFIT CORPORATION

**ARTICLE 1
NAME and PRINCIPAL OFFICE**

SECTION 1. The name of this corporation is The California Naturopathic Doctors Association, which may be abbreviated as CNDA.

SECTION 2. PRINCIPAL OFFICE

Board of Directors shall fix the location of the principal office of the corporation, if any, at any place within the State of California.

SECTION 3. CHANGE OF ADDRESS

The Board of Directors may change the location of the principal office within the State of California. Any such change of location must be noted by the secretary with the effective date below; alternatively, the preceding Section may be amended to state the new location.

_____	Dated: _____, 20__
_____	Dated: _____, 20__
_____	Dated: _____, 20__

SECTION 4. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2 PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The purpose of this corporation shall include pursuing any and all lawful acts and activities consistent with its nonprofit status that promote high standards of education and practice in naturopathic medicine.

The primary objectives and purposes of this corporation shall be to promote the philosophy and art of naturopathic medicine, to pursue the recognition of naturopathic medicine by the State of California, and to develop and promote the standards of the naturopathic profession.

SECTION 2. NONDISCRIMINATION

In carrying out its objectives and purposes the corporation shall not discriminate on the basis of age, gender, ethnic background, national origin, political affiliation, religious beliefs, handicap, sexual preference, or marital status.

ARTICLE 3 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have two classes of members as defined in Section 2 of this Article. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions except that only Regular Members shall have the right to vote on matters defined in these bylaws and the voice of members other than Regular Members at any meeting shall be subject to the discretion of the President or other individual presiding at that meeting. The corporation may also have such other persons who are associated with the corporation, but these individuals shall not be considered statutory members as defined in Corporations Code 5056.

No one, including members, may profess to nor suggest that they represent, act, speak, or write on behalf of The California Naturopathic Doctors Association nor use the designation CNDA as an abbreviation thereof unless they have been authorized to do so by the Board of Directors.

The members shall elect the Board of Directors at their annual meeting. The Board of Directors shall determine the priorities, plans and annual budget for the corporation

SECTION 2. QUALIFICATIONS OF MEMBERS

Individuals of good moral character who have made application in the form required by this corporation are eligible to be members under one of the two following categories:

(a) Regular Members shall be naturopathic physicians who reside in the State of California and either hold a Doctoral degree in Naturopathic Medicine from a CNDA approved college granting such degrees, or meet the guidelines for era-appropriate education prior to 1977.

(b) Honorary Members shall be individuals who, in recognition of their dedication to the naturopathic medical profession and the mission and purposes of the Association, are elected by three-fourths of all Board members to such membership. Honorary Members shall not have the right to vote on matters before the Association, and shall not be required to pay any dues or assessments.

SECTION 3. ADMISSION OF MEMBERS

Applicants who meet the requirements of the bylaws as they pertain membership shall be admitted after making application in the form required by this corporation, paying all dues and fees established by the provisions of these bylaws, and upon review, verification and acceptance of the application materials by the corporation. .

The corporation shall notify each applicant of her or his acceptance or the basis for not being accepted. Each newly accepted member shall be presented to the members present at the next following properly constituted regular meeting of members by a duly authorized Director, Officer or other individual appointed by the Board of Directors.

As a condition of membership, each individual shall subscribe to and agree to be bound by the bylaws of the corporation as now or as afterwards amended and the standards and code of ethics and practice of the corporation

SECTION 4. OTHER PERSONS ASSOCIATED WITH CORPORATION

(a) This Corporation may refer to other persons or entities associated with it as “members,” even though those persons or entities are not voting members as set forth in Section 1 of this Article of these Bylaws, but no such reference shall constitute anyone as a member with the meaning of Corporations Code section 5056 unless that person or entity shall have qualified for a voting membership under Section 2 of this Article of these Bylaws. References in these Bylaws to “members” shall mean members as defined in Corporations Code section 5056; i.e., the members of the classes set forth in Section 2 of this Article of these Bylaws.

(b) The Board of Directors, by resolution, may from time to time establish specified categories of such associated persons and set the annual dues for each category.

SECTION 5. FEES, DUES AND ASSESSMENTS

(a) The amount and due date of annual dues payable to the corporation by members, except Honorary Members, shall be established not less than thirty (30) days prior to the start of the fiscal year by a majority vote of the Regular Members present and voting at a properly constituted regular, special, or annual meeting. In the absence of a vote to change the amount of the annual dues, the most recently approved dues amounts shall continue to be effective in the following years. Policies regarding the payment of dues, including, but not limited to, prorating of dues, payment of dues in installments, and penalties for late payment, shall be established from time to time by the Board of Directors.

(b) The fees for application for membership shall be established from time to time by a majority vote of the Regular Members voting at a properly constituted regular, special, or annual meeting. If an application for membership is rejected, it shall be returned or refunded either in full or with deduction for any costs incurred in reviewing the application.

(c) Assessments may be levied by a vote of a majority of the Regular Members present and voting at a properly constituted regular, special, or annual meeting. Assessments so levied shall become due immediately. Assessments shall be waived upon written request to the Treasurer for regular members during the first two years following graduation from an approved naturopathic medical college or upon completion of an approved naturopathic residency program.

(d) Those Regular Members who have paid all required dues, fees, and assessments in accordance with these bylaws and who are not suspended or terminated shall be members in good standing.

SECTION 6. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 7. MEMBERSHIP RECORD

The corporation shall keep a current record containing the name and address of each member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership. Such record shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 8. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 9. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 10. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate and all rights and privileges of membership shall be withdrawn upon the occurrence of any of the following events:

(1) Upon his or her notice of resignation delivered to the Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation including but not limited to violating the standards and code of ethics and practice of the corporation.

(3) Upon a failure to pay any dues for renewal of membership, any installment of dues, if applicable, or any assessment, or to make suitable arrangements for such payment at the discretion of the Treasurer, within forty-five (45) days after their due date a member automatically shall become delinquent and shall be denied all rights and privileges of the corporation until all amounts, including penalties, if any, are paid in full.

If such failure to pay any amount due shall continue for ninety (90) days from the original due date, the individual's membership shall be terminated automatically. A membership terminated for failure to pay dues or assessments may be reinstated by written request of the individual with the payment of all amounts due, including any penalties.

(4) Upon the occurrence or discovery of any facts or events which affect the status of a member in a manner that would make him or her ineligible to be granted membership in his or her current category of membership, including no longer being a resident of the state of California.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or certified mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) Any action by a member challenging expulsion, suspension, or sanctions must commence within one year from the date of such action.

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SECTION 11. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

-----END OF ARTICLE 3-----

ARTICLE 4 DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS

The corporation shall have at least three (3) directors and collectively they shall be known as the Board of Directors. The exact number of directors shall be determined by resolution of the Board of Directors. The members shall not be authorized to increase or decrease the number of directors, and are limited in their voting power to the number of seats that are open as determined by resolution of the Board of Directors.

Current Regular Members of the Corporation, who are in good standing, and are currently or qualify to serve on a committee of the corporation are qualified to become Directors.

All directors shall serve on one or more committees concurrently with his or term as a Director.

SECTION 2. ELECTION AND TERMS OF OFFICE

Subject to the provisions for the initial election of directors as hereinafter provided, each director shall hold office for a period of two years and until his or her successor is elected and qualifies. The Directors shall have staggered terms of office. The total number of Directors shall be divided into two groups: Group A and Group B. Group A Directors shall be elected in even years, and Group B Directors shall be elected in odd years. The number of Directors in each group shall be as nearly equal in size as is practicable and shall be determined by a resolution adopted by the Board of Directors at the time of the resolution fixing the total number of Directors. The Directors shall serve for a term of two years, and may be re-elected to serve up to four consecutive terms. Upon serving four consecutive terms, the Director is ineligible to serve for one calendar year.

Nomination of Directors: Any person qualified to be a Director under Section 1 of this Article of the Bylaws may be nominated to be a Director. Any person eligible to vote for the election of Directors may submit nominations for directors to the Secretary not less than sixty (60) days prior to the date of the annual meeting of members. Any question regarding the eligibility of an individual nominated shall be decided by a two-thirds vote of the Board. If Directors are to be elected by written ballot, the Board may make additional nominations prior to the mailing of the ballots.

Election of Directors: The Directors shall be elected at each annual meeting of members as prescribed by Article 7, Section 2 of these Bylaws, or by written ballot as authorized by Article 7, Section 10 of these Bylaws.

The determination of those eligible to vote for directors shall be established as those individuals who sixty (60) days prior to the date of the annual meeting of the board are Regular Members who have paid all dues and assessments then due.

If Directors shall be elected by written ballot, ballots shall be mailed to those eligible to vote not less than forty-five (45) days before the annual meeting of members. The election of Directors shall be determined by the ballots which have been returned to the address specified thereon not later than fifteen (15) days prior to the annual meeting of members. If Directors shall be elected by electronic ballot, the method of electronic voting shall be approved by the Board of Directors by a majority vote of the current Board of Directors during each annual election cycle. An invitation to vote shall be sent to the members email address of record as of the start date of the election as determined by the President.

There shall not be cumulative voting for the election of Directors. Each person voting may vote only once for any one candidate, and only for the number of Directors to be elected. The candidates receiving the highest number of votes up to the number of directors to be elected are elected.

SECTION 3. INITIAL BOARD OF DIRECTORS

To provide for a Board of Directors until such time as the corporation is able to fully comply with the provisions for electing directors, the incorporators of this corporation may elect from time to time additional directors up to the maximum number provided herein and may designate the length of their terms, not to exceed two years in such a manner as needed to establish the required staggered terms.

SECTION 4. GENERAL POWERS

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The membership delegates this authority to the Board of Directors to carry out the objectives, plans, and budget.

SECTION 5. SPECIFIC POWERS

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, contractors and employees of the corporation;

(c) Supervise all officers, agents, contractors and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses and telephone numbers and electronic mail addresses with the Secretary of the corporation. Notices of meetings mailed, sent by electronic mail, sent by facsimile ("FAX"), or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 5 of this Article, including but not limited to reimbursement for the reasonable and necessary expenses incurred to attend meetings. However, if in any year the Directors deem it necessary to hold more than four meetings, a majority of the Directors may vote to pay a special meeting attendance compensation fee to directors actually attending such additional meetings at a rate not to exceed \$300.00 per day each.

Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable for the nature of any office held or additional duties performed.

SECTION 7. PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic mail, facsimile transmission, or similar communications methods, provided that the participants meet the number required for a quorum as hereinafter defined and further provided that within fourteen days of such meeting the Secretary of the corporation receives written confirmation from at least as many directors as is necessary to approve any given business of the board specifically stating their understanding of and position or vote on the business conducted.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Each year the board shall designate, not less than sixty (60) days in advance, such dates for the annual meeting and such regular meetings as it deems appropriate.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, or by any three directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice if the time and place of the meeting are fixed by Board resolution as provided in Article 4, §8 of these Bylaws. Special meetings, or annual and regular meetings, if the time and place have not been fixed, of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, electronic mail, facsimile, or telegraph. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit with first class postage paid in the mails or on its delivery to the telegraph company. If sent by facsimile or electronic mail, delivery shall be evidenced by a printed record that the facsimile transmission was properly completed or that the electronic mail transmission was "read" by the recipient. Such notices shall be addressed to each director at his or her mailing or electronic address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of the meeting shall be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. For meetings held by teleconferencing or other electronic means the applicable provisions of Section 7 herein shall apply instead. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum for a meeting of the board shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Mutual Benefit Corporation Law, particularly those provisions relating to

appointment of committees (Section 7212), approval of contracts or transactions in which a director has a material financial interest (Section 7233) and indemnification of directors (Section 7237e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as described in Section 7233 of the California Nonprofit Mutual Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Removal for Cause: The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 7230 and following of the California Nonprofit Mutual Benefit Corporation Law, or has failed to attend three (3) meetings of the Board.

Removal without Cause: If the Corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by a majority of the votes represented at a membership meeting at which a quorum is present.

Non-members who are Directors can be removed without cause by a majority vote of regular member Directors if a vacancy on the Board of Directors causes the percent of non-members who are Directors to exceed 30% at any time. If the number of non-member Directors should exceed 30% of the total seats on the Board of Directors at any time, voting by non-members who are Directors is immediately suspended until the percent of non-members who are Directors does not exceed 30%. Reducing the number of non-members who are Directors to below 30% shall be done by resignation of a non-member Director, or subsequently, removal without cause by a majority vote of regular member Directors.

Any director may resign effective upon giving written notice to the President, the Secretary, or other members of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Article 4 Section 12 of these Bylaws; or (3) a sole remaining Director.

However, vacancies on the Board of Directors created by removal by members shall be filled only by the approval of the members. The members of this Corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors (at which time a director shall be elected pursuant to the terms of Section 2 of Article 4 of these bylaws) or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 7233 of the California Nonprofit Mutual Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

SECTION 21. RESOLUTION OF DISPUTES

All directors and officers of this nonprofit corporation, as a condition of their acceptance of such position, shall agree not to bring any suit or other action against this corporation, its directors, or its officers. All such persons shall agree to binding arbitration of any disputes by the board of directors, or by a third party designated by the board of directors.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer, who shall be referred to as the Treasurer. The corporation may also have other officers as determined by the Board of Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. Each officer shall hold office until s/he resigns, is removed, or is otherwise disqualified to serve, or until her/his successor has been duly elected and has qualified to hold office, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents or staff as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors or the President.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records , the execution of which on behalf of the corporation is authorized by law or these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The Secretary may maintain all records required to be maintained in electronic format to the extent that they are properly maintained in a safe, secure location, accessible only to those authorized to have access to the records, and provided that such electronically maintained records are capable of being converted into clearly legible paper form, the clearly legible paper form into which those minutes and other books and records are converted shall be admissible in evidence, and accepted for all other purposes, to the same extent as an original paper record of the same information would have been, provided that the paper form accurately portrays the record.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer, shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Oversee the Executive Director in his or her duties of management of the day to day finances, accounts payable and receivable of the corporation.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, agents, and staff, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

SECTION 11. EXECUTIVE DIRECTOR

The board may select and designate an Executive Director. Subject to the direction of the President and the board, the Executive Director shall undertake such tasks as may be necessary to facilitate the activities of the corporation on a day-to-day basis. The Executive Director may attend meetings of the board but shall have no vote in matters

considered by the board. Compensation, if any, paid to the Executive Director shall be established by a vote of the majority of the board.

SECTION 12. LEGAL COUNSEL

An individual may be named as Legal Counsel of the board by a vote of at least two-thirds of the board. Fees, if any, to be paid to the Legal Counsel shall be established by a resolution approved by at least two-thirds of the board. The Legal Counsel shall not have a vote on matters considered by the board.

ARTICLE 6 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of at least three of the directors, and no persons who are not directors, as may be designated from time to time by a majority vote of the Board of Directors and shall have the authority to act for and instead of the board when the board is not in session. The President shall be Chairperson of the Executive Committee. The Executive Committee shall not have any authority which is proscribed by any statute of the State of California, nor any of the following powers and authority of the board in the management of the business and affairs of the corporation:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of more than a simple majority of all of the members of the board.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 7233(d)(3) of the California Nonprofit Mutual Benefit Corporation Law.
- (g) The creation of another committee of the Board of Directors or appointing members to committees created by the Board of Directors.

(h) Expending corporate funds to support a nominee for Director after more persons have been nominated for Director than can be elected.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. FINANCIAL CONTROLS

The Treasurer shall prepare and present to the Board of Directors for their approval an annual budget.

Before an officer or agent of the corporation may commit to individual expenditures in excess of \$2,500 for any budgeted goods or services, such payment must be reviewed and approved by the board or by the Executive Committee acting on its behalf.

The following require prior approval by the board or the Executive Committee:

Any expenditures that may exceed the budgeted amount by \$2,500 or more, any unbudgeted expenditures in excess of \$2,500, or when total expenditures for the year are likely to exceed the total budget by fifteen percent (15%).

SECTION 3. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall not have or exercise the authority of the board in the management of the corporation.

The board shall specify the committee's size, function, authority, and budget. The President shall appoint the chairperson of any such committees. Any member of such committees, including the chairperson, may be removed by the President whenever in her/his judgment the best interests of the corporation shall be served by such removal. The President shall be an ex-officio member of all committees and, if present, at a meeting of a committee, may vote or be counted toward a quorum if necessary for the business of the meeting.

As determined by the Board, these other committees may include, but are not limited to, Membership, Standards and Ethics, Legislative Affairs, Public Relations, and Fund-Raising.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

All committee chairpersons shall submit minutes of their meetings, including any determinations made by the committee, to the President within twenty (20) days of each meeting.

SECTION 5. MEMBERSHIP COMMITTEE

At the discretion of the Board, the membership committee shall be responsible for promoting membership in the CNDA. The committee shall seek to improve the effectiveness of the CNDA in serving its members and improving the participation of the members in the business of the corporation.

SECTION 6. LEGISLATIVE COMMITTEE

At the discretion of the Board, the Legislative committee shall maintain an awareness of state and federal legislation, including new and proposed legislation, regulations, etc. that relate to the practice of naturopathy and other forms of health care. The committee may also assist in the development and proposal of ethical guidelines for the practice of naturopathy. The committee shall make recommendations to the board and to the membership for appropriate action in light of changing conditions. To the extent allowed by law and these bylaws, the committee will seek to create conditions favorable to the purposes, goals, and objectives of the CNDA.

SECTION 7. PUBLIC AFFAIRS COMMITTEE

At the discretion of the Board, the public affairs committee shall be responsible for promoting a greater public awareness of naturopathy and the work of the CNDA.

SECTION 8. FUND-RAISING COMMITTEE

At the discretion of the Board, the fund-raising committee shall be responsible for identifying and promoting sources of funds for the corporation. The Treasurer shall be a member of the fund-raising committee.

-----END OF ARTICLE 6-----

**ARTICLE 7
GENERAL MEMBERSHIP MEETINGS**

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

An annual meeting of members shall be held at a date and time fixed by resolution of the Board of Directors and notice shall be given as provided in Article 7, Section 4 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At this meeting, directors shall be elected and other proper business may be transacted. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings, in addition to the annual meeting, may be held at a place and time established at least sixty (60) but not more than ninety (90) days in advance by the Board of Directors, with notice given as provided in Article 7, Section 4 of these Bylaws.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the Regular Members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given no less than twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or electronic transmission, addressed to the member at the address of such member appearing on the books of the corporation

or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

Notice given by electronic transmission by the corporation shall be valid only if:

(i) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(ii) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(iii) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(i) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(ii) Notice shall not be given by electronic transmission by the Corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability to deliver the notices to the member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by Regular Members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by certified mail or by telegraph to the President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the Board by members;

3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.
5. Approving a contract or transaction between the corporation and one or more Directors or between the corporation and any entity in which a Director has a material financial interest.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of ONE-THIRD of the voting members of the corporation, represented in person or by proxy.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

Any meeting of the members, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. VOTING

Each Regular Member of the Corporation is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

SECTION 8. PROXY VOTING

Members entitled to vote shall be permitted to vote by written proxy except that the election of directors shall be as provided elsewhere in these bylaws. Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three (3) years after the date of execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 7613 of the California Nonprofit Mutual Benefit Corporation Law.

If the Corporation has 100 or more members, any form of proxy distributed to 10 or more members shall give the member an opportunity to specify a choice of approval or disapproval for each matter or group of related matters intended, at the time the proxy is created, to be acted upon at the meeting for which the proxy is executed. The proxy shall also provide that the vote(s) must be cast in accordance therewith. The name of the individual empowered to vote the proxy at such meeting shall be indicated thereon. Each proxy must be signed and dated.

Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by ROBERTS RULES OF ORDER (REVISED), as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members, including the election of Directors, may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the person nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such

procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

1. inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 7611 of the California Nonprofit Mutual Benefit Corporation Law.

SECTION 14. ELECTRONIC MEETINGS

If authorized by the board in its sole discretion, and subject to the requirements of consent in paragraph 4(b) and guidelines and procedures the board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these bylaws.

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation.

**ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer of the corporation, or his or her designee under general conditions approved by the Executive Committee.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

-----END OF ARTICLE 8-----

**ARTICLE 9
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

The corporation may maintain all records required to be maintained in electronic format to the extent that they are properly maintained in a safe, secure location, accessible only to those authorized to have access to the records, and provided that such electronically maintained records are capable of being converted into clearly legible paper form, the clearly legible paper form into which those minutes and other books and records are converted shall be admissible in evidence, and accepted for all other purposes, to the same extent as an original paper record of the same information would have been, provided that the paper form accurately portrays the record.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. CONFIDENTIALITY

All application forms and supporting documents included in an individual's application for membership shall be held in confidence except as required to accomplish the purposes of the corporation or to comply with applicable law or the order of a court having competent jurisdiction. Such information about any individual shall not be made

available to anyone except the board, its designated committees, and its designated employees without the express permission of the individual or upon lawful demand of a legal authority.

The content of any examinations conducted by or for the corporation shall not be disclosed. Any disclosure of examination contents deemed by the board to materially compromise the fairness of any current or future examination shall be valid grounds to expel any member, discharge any director or employee, or revoke any credential or certificate granted to any individual.

SECTION 4. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 5. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member, except to the extent prohibited by Section 3 of this Article:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled. The demand shall state the purpose for which the list is requested. The membership list shall be made available within twenty (20) business days after the demand is received.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall not have the right to inspect examination materials or application documents.

SECTION 6. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 7. ANNUAL REPORT

The Board shall cause an annual report to be prepared within 120 days after the end of the corporations fiscal year. That report shall contain the following information in appropriate detail:

- (a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records;
- (b) A statement of the place where the names and addresses of current members are located; and
- (c) Any information required by Article 9 Section 8 of these Bylaws.

This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of the Bylaw, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

This Section shall not apply if the Corporation receives less than \$10,000 in gross revenue or receipts during the fiscal year.

SECTION 8. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

- (a) Unless approved by members under Corporations Code section 7233(a), any transaction (i) to which the corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere directorship is not a material financial interest):

- (1) Any director or officer of the corporation, its parent, or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Corporations Code section 5034, or the loan or guaranty is not subject to Corporations Code section 7235(a).

-----END OF ARTICLE 9-----

**ARTICLE 10
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 11
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of mutual benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

The board may by a vote of four-fifths of its directors at any time make changes to the Bylaws except where amendment is required to be approved by the Members. Amendments are required to be approved by the Members where the amendment would: (1) materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer; (2) increase or decrease the number of members authorized in total or for any class; (3) effect an exchange, reclassification or cancellation of all or part of the memberships; or (4) authorize a new class of membership.

Where amendment of the Bylaws requires approval by the Members, the amendments shall be approved by two-thirds of the Regular Members of this corporation, having met the quorum requirement for membership meetings of this Corporation, voting in person or by a written proxy that complies with the provision for proxies in Article 7 of these bylaws at a properly constituted regular, special, or annual meeting of the membership, or by written ballot, with at least thirty (30) days prior notice having been given of the exact text of the proposed amendment.

**ARTICLE 12
AMENDMENT OF ARTICLES OF INCORPORATION**

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by a vote of at least three-quarters of the members of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted upon the approval of at least three-quarters of the members of the Board of Directors and with the approval of two-thirds of the Regular Members of this corporation voting in person or by a written proxy that complies with the provision for proxies in Article 7 of these bylaws at a properly constituted regular, special, or annual meeting of the membership, with at least 60 days prior notice having been given of the exact text of the proposed amendment.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 8210 of the California Nonprofit Corporation Law.

ARTICLE 13 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the bylaws of this corporation and not otherwise.

**ARTICLE 14
WAIVER OF NOTICE**

Whenever any notice is required to be given by law, the Articles of Incorporation, or by these bylaws, a waiver thereof in writing, signed by any person entitled to such notice, whether before or after the stated time for notification, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting which is the subject of such notice shall constitute a waiver of notice of such meeting, except where a such a person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE 15
DISSOLUTION**

In the event of dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for educational or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code. The Board of Directors by a vote of two-thirds of the board present and voting or represented by signed proxy may designate one or more corporations whose primary purposes relate to furtherance of naturopathic medicine to receive a proportional or non-proportional distribution of such remaining assets. If no such plan shall have been adopted then any such assets remaining shall be given to the American Association of Naturopathic Physicians.

-----END OF ARTICLE 15 -- The Final Article-----

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the regular members of said corporation on the date set forth below.

Dated: _____

_____, N.D., Secretary