

THIRD AMENDED & RESTATED
BYLAWS
OF
THE NEW YORK ASSOCIATION OF NATUROPATHIC PHYSICIANS

THIRD AMENDED & RESTATED BYLAWS

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OF

THE NEW YORK ASSOCIATION OF NATUROPATHIC PHYSICIANS

ARTICLE 1

Corporate Offices

Section 1 Principal Office. The principal office of The New York Association of Naturopathic Physicians (the "Association") shall be at a place designated by the Board of Directors (the "Board").

Section 2 Registered Office. The registered office of the Association, required by law to be maintained in the State of New York ("State"), may be, but need not be, identical to the principal office.

Section 3 Other Offices. The Association may have other offices, at such other places, within or without the State, as the Board, from time to time, may designate or as the affairs of the Association may require.

ARTICLE 2

Accounting Considerations

Section 1 Specific Accounting Procedures or Conventions. The Association shall keep its books with the specific method of accounting for tax and financial purposes to be determined by the Board.

Section 2 Designation of Fiscal Year. The Association shall operate on a fiscal year to be determined by the Board.

Section 3

Financial Statements. The Association shall prepare, on an annual basis, financial statements, which include a balance sheet as of the end of the fiscal year and an income statement for that year.

ARTICLE 3

Keeping of Books and Records

Section 1

Obligation to Keep. The Association shall keep, as permanent records, minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting and a record of all actions taken by a Committee of the Board, while acting in place of the Board on behalf of the Association. The Association shall maintain appropriate accounting records.

Section 2

Director's Right of Inspection. Any director shall have the right to inspect and, upon approval in advance, make copies of the following records of the Association:

1. Excerpts from minutes of any meeting of the Board;
2. Records of any action of a Committee of the Board, while acting in place of the Board on behalf of the Association;
3. Records of actions taken by the Board without a meeting;
4. Accounting records of the Association.

ARTICLE 4

Membership

Section 1 Membership Classes. There shall be four classes of members of the Association - Regular Members, Student Members, Associate Members and Supporting Members. The Board shall approve applications for membership.

Section 2 Regular Members. Regular Members shall be naturopathic physicians, who are graduates of a college of naturopathic medicine, accredited by the Council on Naturopathic Medical Education ("CNME") or its federally recognized successor agency, if acceptable to the American Association of Naturopathic Physicians ("AANP"), and who are licensed to practice naturopathic medicine by the State. If the State does not license the practice of naturopathic medicine, Regular Members shall hold a license to practice naturopathic medicine from a jurisdiction acceptable to the Board. Regular Members shall be in the business of providing legally permissible naturopathic services in the State. Only Regular Members shall vote.

Section 3 Student Members. Student Members shall be matriculated in a college of naturopathic medicine, the graduates of which are eligible to be Regular Members.

Section 4 Associate Members. Associate Members shall be naturopathic physicians, who are graduates of a college of naturopathic medicine, recognized by the CNME or its federally recognized successor agency, if acceptable to the AANP, who are not eligible for Regular Membership, or other healthcare practitioners, who are licensed, as appropriate, by the State, and who support the purposes of the Association. Applications for Associate Membership shall be approved by the Board.

Section 5

Supporting Members. Supporting Members shall be individuals or business entities that support the purposes of the Association, but are not eligible for Regular or Associate Membership. Applications for Supporting Membership shall be sponsored by a Regular Member.

ARTICLE 5

Annual Meeting of Regular Members

Annual Meeting of Regular Members. The annual meeting of Regular Members shall be held once a year, at a time and place, within or without the State, as the Board may designate, for the purpose of announcing the results of elections of members of the Board and for the transaction of such other business as may be properly brought before the meeting. Election of members of the Board shall be conducted in advance of the annual meeting solely by means of a web based voting application and by no other manner.

ARTICLE 6

Member Dues & Assessments

Member Dues & Assessments. The Board shall establish dues for each class of membership. The Board may assess members for special fees as it may deem appropriate.

ARTICLE 7

Board of Directors

Section 1 General Powers. All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association managed under the direction of, the Board. Individual directors may have areas of responsibility established by the Board, within which that director shall have primary responsibility.

Section 2 Number, Term and Qualification of Directors. The number of directors shall be at least seven. Each director shall hold office until his or her death, resignation, removal or disqualification or until the expiration of his or her term and the election and qualification of a successor or until there is a decrease in the number of directors. The Board shall consist of nine directors, two of whom may be individuals elected from the Student, Associate or Supporting Member classes. At no time, shall there be less than seven directors elected from the Regular Member class. To be eligible for election to the Board, a person shall have been a Regular, Student, Associate or Supporting Member, in good standing, for a period of at least one year.

Section 3 Compensation. Directors shall not be compensated for their services as directors.

Section 4 Procedure for Elections. Directors shall be elected at the annual meeting of Regular Members to hold office for a two year term ending at the annual meeting of Regular Members, which is held on or after the second anniversary of their election and until their successors shall be elected and qualified. Those persons, who receive the highest number of votes, shall be deemed to have been elected to the Board.

Section 5 Immediate Past President. The Immediate Past President shall be an ex officio member of the Board. In determining the number of Directors, the Immediate Past President shall be counted.

Section 6 Resignation of Directors. A director may resign at any time by delivering written notice to the Secretary. A resignation is effective when the notice is delivered. The Board may fill the vacancy under Section 7 of this Article.

Section 7 Procedure for Removal. Any director may be removed from office, with or without cause, if the number of votes cast to remove the director constitutes a majority of the votes entitled to be cast at an election of directors. If any directors are removed, new directors may be elected at the same meeting to complete the terms of the directors so removed. Members of the Board may be removed from office for unexcused absences from meetings of the Board as may be further determined by the Board.

Section 8 Method for Filling Vacancies. A vacancy occurring in the Board, including a vacancy resulting from an increase in the number of directors, may be filled by the Board or a majority of the directors in office, even if such directors constitute less than a quorum.

Section 9 Indemnification of Directors.

(a) To the full extent permitted by the New York Not-for-Profit Corporation Law (the "New York Law"), as it exists on the date hereof or may hereafter be amended, no director or officer of the Association shall be liable to the Association for monetary damages.

(b) To the full extent permitted and in the manner prescribed by the New York Law and any other applicable law, the Association shall indemnify a director or officer of the Association, who is or was a party to any

proceeding by reason of the fact that the director or officer is or was such a director or officer or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

(c) The Board is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Association to indemnify or contract in advance to indemnify any person, not specified in Section (b) of this Article, who was or is a party to any proceeding, by reason of the fact that the person is or was an employee or agent of the Association, or is or was serving at the request of the Association as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section (b).

(d) The Association may purchase and maintain insurance to indemnify it against the whole, or any portion, of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board may determine, on behalf of any person, who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from the person's status as such, whether or not the Association would have power to indemnify the person against such liability under the provisions of this Article.

(e) In the event that there has been a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section (b) of this Section 8 shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the two nominees shall select such special legal counsel.

(f) The provisions of this Section 8 shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

(g) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

Section 10

Conflict of Interest. No director may vote upon a matter coming before the Board in which he or she has a direct or indirect financial interest. Immediately upon becoming aware that such a conflict may exist, the director shall disclose the conflict to the Board and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the minutes of the meeting of the Board.

ARTICLE 8

Meetings of Directors

Section 1

Place of Meetings; Remote Attendance. Meetings of directors shall be held at the principal office of the Association or at such other place, either within or without the State, as shall be designated in the notice of the meeting or agreed upon by a majority of the directors entitled to vote at the meeting. Directors may attend any meeting of directors by telephone or other computer based communications system, including, but not limited to, voice over internet protocol, so long as directors can hear and be heard by each other.

Section 2

Annual Meeting of Directors. The annual meeting of directors of the Association shall be held on a date to be determined following the adjournment of the annual meeting of Regular Members for the purpose of electing officers of the Association and for the transaction of such other business as may be properly brought before the meeting.

Section 3

Substitute Annual Meeting of Directors. If the annual meeting of the directors of the Association shall not be held pursuant to Section 2, a substitute annual meeting of directors shall be held as agreed upon by a majority of the directors entitled to vote at the meeting. A meeting so held shall be designated and treated for all purposes as the annual meeting of the directors of the Association.

Section 4

Special Meetings. Special meetings of the Board may be called at any time by the President or any three directors.

Section 5

Notice. Written, including electronic, notice stating the time and place of a meeting of the directors, shall be given not less than ten (10) nor more than sixty (60) days before the date thereof, either personally or by mail, including electronic mail, by or at the direction of the President, Secretary or other person(s) calling the meeting, to each director entitled to vote at such meeting, at his or her street or electronic mail address as it appears on the records of the Association, unless such director shall have filed with the Secretary a written request that notices intended for him or her be sent to some other street or electronic mail address, in which case notices shall be sent to the address designated in such request. If mailed, such notice shall be deemed to be given when deposited in the United States Mail, addressed to the director at the director's address as it appears on the records of the Association, with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed to be given when such notice arrives at the director's internet service provider.

Unless required by the New York Law, notice of an annual meeting of directors of the Association need not state the purpose or purposes for which the meeting is called. Notice of a special meeting shall state the purpose or purposes for which the meeting was called.

If an annual meeting of directors or special meeting is adjourned to a different date, time or place, notice need not be given if a new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed under the provisions of the New York Law notice of the adjourned meeting shall be given under this Section to persons who are directors as of the new record date.

Section 6

Waiver of Notice. Whenever any written notice is required to be given by the New York Law, by the Articles of Incorporation of the Association or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to any notice required to be given.

Section 7

Order of Business. The suggested order of business of meetings of the Board may be as follows:

- a. Call to order and roll call
- b. Proof of notice of meeting or waiver of notice
- c. Approval of minutes of previous meeting
- d. Reports of officers
- e. Election of officers (annual meeting)
- f. Unfinished business
- g. New business
- h. Adjournment

Section 8

Quorum. A majority of the directors, the number of which is fixed by these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of the directors present may adjourn any meeting and such meeting may be held as an adjourned meeting without further notice at any time.

Section 9

Attendance and Failure to Object. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except, as provided in Section 3 of this Article. A director, who is present at a meeting of the Board at which action on any corporate matter is taken shall be deemed to have assented to the action taken, unless: (1) the director objects at the beginning of the meeting or promptly upon the director's arrival to holding it or transacting specified business at the meeting; or (ii) he votes against, or abstains from, the action taken.

Section 10

Action Without a Meeting. Any action may be taken, without a meeting, if one or more written consents setting forth the action are signed, either before or after such action, by all directors and filed with the minutes of the proceedings of the Board.

ARTICLE 9

Board Committees

Section 1

Membership. The Board, by resolution adopted by a majority of the directors in office when the action is taken, may create one or more committees, including executive and nominating committees, and appoint two or more directors to serve on each such committee. The creation of a committee and the delegation of authority to it shall not operate to relieve the Board or any director of any responsibility imposed upon it or the

director by law. No member of a committee shall continue to be a member of it after the director ceases to be a director of the Association. The Board shall have the power at any time to increase or decrease the number of members of a committee, to fill vacancies on it, to remove any member of it, and to change its functions or terminate its existence. The Board may create special committees as it may deem appropriate. Special committees shall not be board committees.

Section 2

Authority. A committee shall have and may exercise all authority delegated to it in the resolution of the Board creating such committee. A committee may formulate and recommend to the Board for approval general policies regarding the management of the business and affairs of the Association.

Section 3

Record of Proceedings. A committee shall keep minutes of its acts and proceedings. Committee minutes shall be submitted to the next succeeding meeting of the Board for approval; however, failure to submit or to receive approval of them shall not invalidate any action taken upon authorization contained in them.

Section 4

Meetings; Remote Attendance. Meetings of a committee, for which no notice shall be necessary, shall be held on such days and at such places as determined by its members. Members may attend any meeting of a committee by telephone or other computer based communications system, including, but not limited to, voice over internet protocol, so long as members can hear and be heard by each other.

Section 5

Quorum. A majority of committee members shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6 Compensation. Directors shall not be compensated for their services as members of committees.

Section 7 Action Without a Meeting. Any committee action may be taken, without a meeting, if one or more written consents setting forth the action are signed, either before or after such action, by all committee members and filed with the minutes of the proceedings of the committee.

ARTICLE 10

Officers

Section 1 Principal Officers and Other Officers. The principal officers of the Association shall consist of a President, a President-Elect, a Vice President, a Secretary and a Treasurer. Other officers, including assistant officers, as deemed necessary, may be elected. As may be determined by the Board, two officer positions, including assistant officer positions, may be held simultaneously.

Section 2 General Authority and Duties. All officers and agents of the Association, as between themselves and the Association, shall have such authority and perform such duties in the management of the Association as may be provided in these Bylaws or as may be determined by resolution of the Board not inconsistent with these Bylaws.

Section 3 Election, Term of Office and Qualifications. The principal and other officers, if any, shall be elected to one year terms of office by the Board at the annual meeting of Directors. Incumbent principal officers may participate in the election of their successors. Each officer shall hold office until his or her successor is elected and

qualified, or until his death, resignation or removal, whichever event shall first occur. Election of an officer shall not of itself create contract rights.

Section 4 President-Elect. The President-Elect shall assume the office of President, upon the expiration of the President's term of office or if the office of the President becomes otherwise vacant.

Section 5 Removal. Any officer may be removed, with or without cause, at any time, by a vote of the Board. Any removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6 Resignations. Any officer may resign at any time by delivering notice to the Secretary. The resignation shall take effect upon delivery.

Section 7 Vacancies. Any vacancy, in any office because of death, resignation, removal or any other cause, shall be filled for the unexpired portion of the term by the Board.

Section 8 Compensation. Officers shall not be compensated for their services as officers.

ARTICLE 11

Duties of Officers

Section 1 President. The President shall be the principal executive officer of the Association and, subject to the control of the Board, shall supervise and control the management of the Association in accordance with these Bylaws. The President shall preside at all meetings of the Board.

The President shall sign, with any other proper officer, any deeds, mortgages, bonds,

contracts or other instruments, which may be lawfully executed on behalf of the Association, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board to some other officer or agent; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 2

Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President shall perform such other duties and have such other powers as may be prescribed by the Board or the President or other officer authorized by the Board to prescribe the duties of the Vice President.

Section 3

Secretary. The Secretary shall have the responsibility for preparing and maintaining custody of minutes of the meetings of the Board and for authenticating records of the Association. The Secretary shall give all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the secretary's signature and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary from time to time by the President or by the Board.

Section 4

Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse the same under the direction of the Board. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to the

Treasurer from time to time by the President or other officer authorized by the Board to prescribe the duties of the Treasurer.

Section 5

Assistant Officers. The Board may elect assistant officers, including one or more assistant vice presidents, assistant secretaries and assistant treasurers, with such powers and duties as it shall deem necessary. Any such assistant officers shall hold office at the pleasure of the Board.

ARTICLE 12

Contracts, Loans, Checks and Deposits

Section 1

Contracts. The Board may authorize any officer or officers to enter into any contract, including employment contracts, or to execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2

Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

Section 3

Checks and Drafts. The Board may authorize any officer or officers and/or employee or employees of the Association to sign checks or drafts on such account or accounts as shall be established by the Association. Such authorization shall be by a duly adopted resolution of the Board.

Section 4

Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as the Board shall elect.

ARTICLE 13

General Provisions

Section 1 Corporate Seal. The corporate seal of the Association shall be in such form and bear such inscription as may be adopted by resolution of the Board.

Section 2 Amendments to Bylaws. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the Board.

Section 3 Disallowed Payments to Officers and Employees. Any payments, made by the Association to an officer or employee of the Association, such as salary, commission, bonus, interest, rent or entertainment expense, incurred by such officer or employee, which shall be disallowed, in whole or in part, as a deductible expense of the Association by the Internal Revenue Service, shall be reimbursed to the Association, by such officer or employee, to the full extent of such disallowance. It shall be the duty of the Board to enforce reimbursement of each such amount disallowed. In lieu of a lump sum reimbursement by the officer or employee, upon approval of the Board, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Association has been fully reimbursed.

Adopted by Resolution of the Board of Directors of the New York Association of Naturopathic Physicians on June 11, 2013.

Secretary