

Bylaws

Montana Association of Naturopathic Physicians

Article I – Known As

Section 1. This organization shall be known as the **Montana Association of Naturopathic Physicians**, hereafter known as the Association or as **MANP**.

Section 2. Definition. This Association recognizes and adopts the definition of naturopathic medicine as defined by the American Association of Naturopathic Physicians Position Paper, adopted November 1, 1989.

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

Article II – Purpose

Section 1. Purposes. The purpose of this Association shall be to advance the philosophy, science and art of naturopathic medicine; to promote interest in and knowledge of naturopathic medicine professionally and socially; and to give each other moral, social, and intellectual support, and where it is justified, financial and legal protection; and to educate the public as to the merits of naturopathic medicine.

Further to support licensure of naturopathic physicians who have graduated from programs of naturopathic medicine recognized by the American Association of Naturopathic Physicians (AANP) and the Council on Naturopathic Medical Education (CNME) or its federally recognized successor agency that is acceptable to the AANP.

Article III – Membership

Section 1. Membership Classification. The membership of this organization shall be of five classes: **Regular, Associate, Supporting, Honorary, Student/New Graduate**.

Section 2. Membership Definitions

a) **Regular Membership** – A Regular member shall be a naturopathic physician who meets either of the following criteria:

1. S/He shall be a graduate of a college of naturopathic medicine recognized by the American Association of Naturopathic Physicians or the Council on Naturopathic Medical Education (CNME) or its federally recognized successor agency that is acceptable to the AANP; and s/he shall have passed the AANP recognized national medical licensing exam. (In the case where a college no longer exists and therefore is not eligible for review by the CNME, alumni of the college may apply to the American Association of Naturopathic Physicians Board of Directors or the Federation of Naturopathic Medical Licensing Boards for evaluation/recognition of their education program. The AANP will approve colleges which have been recognized by a state for purposes of licensure. Recognition of such colleges for purposes related to membership eligibility, where such college is not recognized by

the CNME, in no way speaks to a graduate's qualifications to practice naturopathic medicine, nor to her qualifications for licensure as a physician.)

2. S/He shall hold a license as a naturopathic physician in the State of Montana.

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

b) **Associate Membership** – An Associate member shall meet one of the following criteria:

1. S/He shall be a naturopathic physician who is a graduate of a naturopathic medical college recognized by the AANP or by the Council on Naturopathic Medical Education (CNME) or its federally recognized successor agency that is acceptable to the AANP.
2. S/He shall be a naturopathic physician holding a current license from a state or jurisdiction whose license is acceptable to the MANP.
3. S/He shall be a naturopathic physician substantially retired from a practice of naturopathic medicine which provided their primary source of livelihood for a period of 5 or more years.
4. Other individuals who believe in the principles of, and wish to forward the interests of, naturopathic medicine as defined in these Bylaws, *and* who have practiced naturopathic medicine as their primary source of livelihood for a period of 5 or more years. Associate Members shall have a voice in the meetings or business of the Association; Associate members are not eligible to vote on Association matters, nor to hold Association office.

Associate members are not eligible to be elected by their Associations membership as State Association Delegates to the AANP House of Delegates.

c) **Supporting Membership** – Supporting members shall consist of non-health care professionals, businesses, and organizations who believe in the principles of naturopathic medicine and who wish to forward the interests of the profession in the state of Montana. Supporting members will have a voice in the meetings or business of the Association. Supporting members are not eligible to vote on Association matters, and may not hold positions on the Executive Committee. Supporting members are not eligible to be elected as Delegates to the AANP House of Delegates. Supporting members can be on an advisory committee.

d) **Honorary Membership** – Honorary members shall consist of persons who have been elected to such membership by a vote of the Association. They shall be under no financial obligation to the Association, nor shall they have voice or vote in the business of the Association except by permission granted by the Association President.

Honorary members shall consist of persons who have been elected to such membership by a majority vote of the membership. They shall be under no financial obligation to the Association, nor shall they have voice or vote in the matters of the Association.

e) **Student/New Graduate Membership** – Student/New Graduate shall consist of graduate members are physicians who are in their first year post graduation or shall be enrolled at/alumni of a college whose graduates are eligible for Regular membership. They shall be eligible for

reduced or waived membership fees; they shall have voice and vote in the business of the Association as granted by permission of the Association President.

Student and New Graduate Members are eligible for reduced or waived membership fees if applicable. They will have a voice in the meetings or business of the Association. Student members may not serve as Officers of the Association. Student Members are not eligible to be elected as Delegates to the AANP House of Delegates.

Section 3. Membership Application – Application shall be made on a form and in a manner prescribed by a Membership Committee. The application shall be accompanied by the full amount of dues for a year's membership, such dues to be prorated on a monthly basis, after the first quarter, for the remainder of the fiscal year and balance of the payment to apply as part payment on dues for the succeeding year. This shall not apply to a person making application for a renewal of membership within the same fiscal year in which he was dropped from membership for nonpayment of dues.

Section 4. Membership Dues – The annual dues of the membership shall be established not less than thirty (30) days prior to the start of the designated fiscal year by a majority vote of the Regular membership present and voting at a properly constituted regular, annual or special meeting. This shall include the amount, schedule of payment, renewal dates and starting date of the membership year, including setting fees for pro-rated time periods, as necessary. The annual dues shall be payable in advance on or before the first day of the fiscal year. The Association officers may provide for payments in quarterly or other periodic installments. Extra dues payments not to exceed fifteen (15%) of the amount otherwise due may be assessed for payment in installments or for payments received more than ninety (90) days after they are due. A member whose dues shall remain unpaid for six (6) months from the due date of payment in full or of any arranged installment shall be automatically suspended from membership. No dues shall be refunded if a membership is terminated for cause or because of resignation.

Section 5. Assessments – To meet emergencies the Association, by majority vote, may levy such voluntary assessments as may be necessary. Proposals for emergency assessments require approval of the Association officers prior to presentation to the membership.

Section 6. Revocation – Any member whose license to practice naturopathic medicine has been revoked shall automatically cease to be a member. Such membership may be renewed if and when the revoked license has been restored. Any member whose license has been suspended may remain as a member of the Association, but will have no vote during the period of his or her license suspension.

Article IV – Meetings

Section 1. The **regular meeting** of the MANP shall be the annual meeting(s). Special meetings may be held at any time upon the call of the President or by a majority of the Executive Committee or upon written request of 25% of the membership.

Section 2. The **time and place for holding the annual meeting** shall be determined and stated at least 90 days before the date thereof. When not determined by a vote of the Association at an annual meeting, the time and place of the next annual meeting shall be determined by the Executive Committee.

Section 3. Not less than ten days of **written notice of an annual meeting** shall be given all members of the Association. Not less than five days notice shall be given for monthly or special

meetings. All committee members shall be given at least five days notice of the meetings of committees of which they are members.

Section 4. A majority of the active membership shall constitute a **quorum** for the transaction of business at any meeting; and a majority of any committee shall have authority to act for that committee. Absentee ballots may be accepted at the discretion of the Association.

Section 5. The **order of business at the annual meeting** shall be as follows, unless suspended by a two-thirds majority of the members present:

1. Call to order by the President
2. Call roll of the members
3. Election and reception of new members
4. Committee reports
5. Officers reports
6. Unfinished old business
7. New business
8. Election of new officers
9. Installment of newly elected officers by the presiding officers
10. Adjournment

Section 6. The **order of business of the special meeting** shall be as follows unless suspended by a two-thirds majority of the members present:

1. Call to order by the President
2. Election and reception of new members
3. Treasurer's report of the financial condition of the Association and receipts and disbursements since the last meeting
4. Reading of communications by the Secretary
5. Committee reports
6. Unfinished business
7. New business
8. Adjournment

Article V – Officers and Committees

Section 1. The officers of the MANP shall be chosen from the members in good standing at the annual meeting. Vote shall be taken by ballot or absentee ballot, and the nominees receiving the greatest number of votes shall be declared elected. Nominations shall be a regular order of business before the annual meeting of the Association. Nominations may be made from the floor immediately preceding balloting and/or a Nominations Committee established for that purpose. Nominating speeches are limited to 2 minutes.

Section 2. The **officers** of this Association shall be the President, the Vice-President, the Secretary, the Treasurer and the Past-President, who shall be the immediately preceding president of the association; all officers (except the Past-President) shall be elected in accordance with the provisions of Article V, Section 1. of these By-Laws.

Section 3. The **duties of the officers** of the Association shall be respectively such as are specified by Robert's Rules of Order (revised) for such officers, except that the President shall act as the Chairperson of the Executive Committee.

Section 4. The **President** shall preside at all meetings of the Association and act as Chairperson of the Executive Committee. S/He will serve as a liaison with other professional

organizations and maintain regular contact with the AANP as well as other regional state/provincial naturopathic associations. The President shall administer the By-Laws and perform all the duties incident to his/her office and generally shall oversee the business and affairs of the Association.

Section 5. The **Vice-President** shall preside as President at all meetings in the absence of the President.

Section 6. The **Secretary** shall have the care and custody of the records and archives of the Association. The Secretary shall keep and maintain all minutes of regular or special meetings of the Association. S/He shall be responsible for Association correspondences. The Secretary shall keep a record of all members taken into the Association, together with a list of all members suspended or expelled, fined or dropped for non-payment of dues as well as a list of members in good standing; and report the same to the annual meeting. The Secretary shall have a permanent mailing address.

Section 7. The **Treasurer** shall have the care and custody and be responsible for all the funds and securities of the Association. S/He shall deposit all Association funds promptly in a bank which shall be designated by written order of the Executive Committee. S/He shall keep accurate books and records of account for all business transactions of the Association. S/He shall issue annual membership renewals. The Treasurer shall render a full financial report of the business affairs and standing of the Association at regular meetings. S/He shall further perform all duties incident to the office of the Treasurer of the Association and such further duties relating to the financial affairs of the Association that may be assigned by the Executive Committee or the Association. The Treasurer shall have a permanent address.

Section 8. Executive Director. Where applicable some of the duties of the officers of the MANP will be assumed by an Executive Director as directed by the Executive Committee and as serves the needs of the Association.

Section 9. Financial records will be maintained according to Montana state law. The President shall assure an **annual audit** of the books and records of the Secretary and Treasurer, as well as the records of all committees, where their activities have resulted in monetary exchange, and report results of such audit to the annual meeting.

Section 10. The Association shall maintain one **general fund**. All monies collected shall be deposited in the general fund to be used to defray the general expenditures of the Association. Expenditures the budgeted and agreed upon amount designated for discretionary spending made in the interest of the Association must be approved by a majority vote of the members at a meeting of the Association.

Section 11. The **Executive Committee** shall consist of the elected officers and the past-president. The Executive Committee shall have the authority of the trustees, and it shall be their duty to act for and instead of the Association when the Association is not in session. The Executive Committee shall appoint members and chairpersons of all committees. An annual budget shall be prepared by the Executive Committee and presented at the Fall meeting for approval by membership. Any expenditures in excess of the agreed upon amount for discretionary spending must be approved by the Executive Committee. The Executive Committee has the responsibility to hire and fire paid staff.

The **original Executive Committee**, at inception of the organization, shall comprise the **initial Board of Directors of the Corporation**, as described in the Articles of Incorporation. These

may be called either the Board or the Executive Committee. The Corporation shall have a Board of at least four (4) Directors unless the number is changed in accordance with these Bylaws. The numbers of directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the minimum number required by the Montana General Corporation Law. Should the Association require that the Board's numbers grow beyond these four elected officers, it shall establish further election procedures for the new Board positions, and shall define which of the current Board responsibilities would be delegated to the Executive Committee and which retained by the full Board, by revising or adding to existing Bylaws.

Section 12. The **Membership Committee** shall consist of at least the President, Secretary, and Treasurer, and their duty shall be to investigate the qualifications of all applicants for membership, and to report their findings to the Association, such report to become part of the permanent record.

Section 13. The **Legislative Committee** shall consist of one or more members appointed by the President. Their duties shall be to report on proposed legislation and to promote legislation favorable to naturopathic medicine or which might affect the interests of naturopathic medicine.

Section 14. The **Public Relations Committee** shall have charge of all publicity and continuing education. They may conduct campaigns approved by the Association or the Executive Committee for the education of the public concerning the merits of naturopathic medicine, and shall have charge of all entertainment sponsored by the Association.

Section 15. The **President** shall be **ex-officio member** of all committees with voice and may vote if necessary to provide a quorum for the committee.

Section 16. **All committees shall report to the Executive Committee** when required to do so by that committee.

Section 17. The actions of the Committees shall be reported to the Executive Committee and **in case of disapproval**, a majority vote of the Executive Committee will be necessary for the revocation of the action/report.

Section 18. The **action** of any committee **may be reversed** by a two-thirds vote of the members present at any meeting of the Association; provided that if such action of the Executive Committee shall have resulted in the payment of any money, or the entering into of any contract, such action of the Executive Committee shall stand as the action of the Association, any vote to the contrary notwithstanding.

Section 19. Committees as described above in the Sections 12 and 14 shall consist of one or more members appointed by the President and will be assembled as they are deemed necessary by the Executive Committee.

Article VI – Conduct of Members and Officers; Trials and Penalties for Misconduct

Section 1. Any member who shall be **accused of misconduct**, or professional incompetency, unprofessional or other conduct prejudicial to the interest of the Association, or the profession of naturopathic medicine, shall upon conviction of such charge as ruled by the Board of Alternative Health Care, be expelled or suspended from the Association at the discretion of the Executive Committee.

Section 2. Misconduct shall be **defined** as a violation of the Ethics Code adopted by this Association (Article VII). This shall not be construed to apply to any member who may wish to speak or work against any measure or proposition under discussion, during membership information sharing or an amendment adoption process.

Section 3. Any officer may be removed from his or her office for **neglect of duty**, pertaining to his or her particular office. Any active member may file a charge of neglect in writing against an officer. Such charges must be specific and must be filed with the Secretary of the Association, who shall make a record of same and refer the charges to the President. The mode of procedures shall be a recall ballot held for that purpose at which the charges shall be read, and the accused officer given reasonable time for explanation. At that meeting, a ballot vote of two-thirds of the members present shall be required for recall. If recall is affected, an election to fill the vacancy will be held only at a special or annual meeting, with 30 days prior notice.

Section 4. In a case where the member accused of misconduct is either the Association President or the Secretary, the Association Vice President or other designated member of the executive committee shall perform the duties ascribed to these entities above, during any misconduct proceeding.

Section 5. Members of the Association shall select among their fellow members in good standing the names of members (up to double number of board positions occupied by naturopathic physicians) of those **qualified to serve on the naturopathic licensing board** and present those names to the Governor of the state for her or his convenience in appointing candidates to fill vacancies on the state licensing board. The selection of these members shall take place as needed to address the Board's need.

Article VII – Code of Ethics

The Association may refuse to grant or may suspend or revoke membership in the Association for any of the following reasons:

1. The use of fraud or deception in securing a license or naturopathic medical degree.
2. The impersonation of another physician.
3. Committing an immoral, fraudulent or dishonest act as a naturopathic physician, resulting in substantial injury to another.
4. Using any narcotic, stimulant or hypnotic drug, or alcoholic beverage to an extent or in a manner dangerous to him or herself or to any other person, or to the public, and to an extent that such use impairs his or her ability to engage in the practice of naturopathic medicine with safety to the public.
5. The commission of any sexual abuse or sexual misconduct with a patient or client which is substantially related to the qualifications, functions or duties of a naturopathic physician, the record of conviction being conclusive evidence thereof.
6. Conviction of a crime, substantially related to the qualifications, functions or duties of a naturopathic physician, the record of conviction being conclusive evidence thereof.
7. Purposeful negligence or active abandonment of any patient or client by the naturopathic physician.

8. Misleading advertising representing any particular treatment as a specific cure; or advertising or practicing in a manner which would be a discredit to the Association or to the profession of naturopathic medicine.
9. Repeated or consistent interference or attempting to interfere with the duties of the Executive Committee or the Association.
10. Directly or indirectly aiding or abetting an unlicensed person in a licensed jurisdiction to practice naturopathic medicine and receive compensation there from.
11. Directly or indirectly supporting an association that willfully and publicly opposes the said interests of this Association.

Article VIII – Miscellaneous

Section 1. For any point of procedure not covered by the by-laws, **Robert's Rules of Order (revised)** shall be the governing standard.

Section 2. These by-laws may be **revised or amended** only by a two-thirds vote of the members present at an annual meeting or a special meeting called for that purpose, provided that no amendment or revision be finally adopted until after its second reading. Any revision or amendment thus accomplished must retain the character and intent of the definitions describing an AANP Affiliate organization; substantive changes shall be submitted to the AANP for approval.

Section 3. Indemnification- Each director, officer and employee of this Association now and hereafter in office, and her heirs executors, and administrators, and each director, officer, and employee of this Association and his heirs, executors and administrators who now acts, or shall hereafter act in the request of this Association as employee, director, or officer of another corporate entity controlled by the Association, shall be indemnified by this Association against all costs, expenses, judgments, fines, and amounts or liability therefore, including counsel fees, reasonably incurred by or imposed upon him or her in connection, or resulting from any action, suit, proceeding or claim to which s/he may be made a party, or in which s/he may be or become involved by reason of individual acts of omission or commission, alleged acts of omission or commission as such director, officer, or employee, or, subject to the subsequent provisions of the section, any settlement thereof, whether or not s/he continues to be such director, officer or employee at the time of incurring such costs, expenses, judgments fines or amounts, provided that such indemnification shall not apply with respect to any matter as to which such director, officer, or employee shall be finally adjudged in such action, proceeding or suit to have been individually guilty of willful misconduct, misfeasance, or malfeasance in the performance of this duty as such director, officer or employee. The indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any suit, action, proceeding or claim, when the Board of Directors has determined that such settlement and reimbursement appear to be for the best interests of this Association. Such determination shall be made (1) by the Board of Directors or by a majority vote of a quorum consisting of Directors who were not party to such action, suit, claim or proceeding, or (2) if such a quorum is not obtainable (or, even if obtainable, a quorum of disinterested directors so directs) by independent legal counsel in a written opinion. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director, officer or employee may be entitled under any by-law, agreement or otherwise.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors or Executive Committee in the manner heretofore provided, upon receipt of a written undertaking by or on behalf of the director, officer or employee to repay such amount unless it shall be ultimately determined that s/he is entitled to be indemnified by the Association as authorized in this section.

The Board of Directors may authorize the Association to purchase and maintain insurance on behalf of any person who was serving at the request of the Association as a director, officer, employee or agent of another corporate entity controlled by the Association against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have authority or power to indemnify him or her against such liability under the provisions of this section.

Section 4. Nondiscrimination Disclaimer – The MANP is open to all persons meeting membership qualifications, regardless of age, gender, national or ethnic origin, religion, disability, sexual orientation or marital status.

Section 5. Dissolution – In the event that a resolution is adopted by the membership calling for the dissolution of the Montana Association of Naturopathic Physicians, that resolution must allow sufficient time for the board of directors to satisfy all claims against the association and to distribute the remaining assets to the American Association of Naturopathic Physicians.

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Rev 10/07/06
Rev 03/29/08