

# BYLAWS

## OF THE SOCIETY OF ORTHO-BIONOMY INTERNATIONAL

### ARTICLE 1: PRINCIPAL OFFICE

**Section 1: Principal Office.** The corporation's principal office is fixed and located at 911 E 86<sup>th</sup> St. Ste 5, Indianapolis, Indiana 46240. The Board of Directors may change the principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section 1, or this Section 1 may be amended to state the new location.

**Section 2: Other Offices.** Other offices may be established at any time by the Board of Directors at any place.

### ARTICLE 2: MEMBERSHIP

**Section 1: Classes.** There shall be four classes of members: instructor, practitioner, associate member and student member.

#### Section 2: Qualifications.

a. Instructor members shall be persons who have satisfactorily completed an instructor course approved by the corporation and have received an instructor certificate.

b. Practitioner members shall be persons who have satisfactorily completed a practitioner course approved by the corporation and have received a practitioner certificate.

c. Associate members shall be persons who have satisfactorily completed a specified number of course units and requirements approved by the corporation.

d. Student members shall be persons who are interested in the furtherance of the work of the corporation.

**Section 3: Voting Rights.** Only instructors, practitioners and associate members shall be entitled to vote on matters submitted to a vote of the members, and each shall be entitled to one vote.

#### Section 4: Meetings of Members.

a. Meetings of the members shall be held at the principal office of the corporation or at such other place designated by the Board of Directors.

b. An annual meeting of members shall be held on such a date and at such a time as may be fixed by the Board of Directors.

c. Special meetings of members may be called by the Board of Directors, by the President, or by not less than 5% of the members.

**Section 5: Notice of Meetings of Members.** Written notice of each annual or special meeting of members shall be given to each member by first class mail not less than ten (10) nor more than ninety (90) days before the date of the meeting. Such notice shall state the time and place of the meeting and the general nature of the business to be transacted, and no other business shall be transacted.

**Section 6: Quorum.** Ten percent (10%) of the members entitled to vote shall constitute a quorum.

**Section 7: Action Without Meeting.** Any action which may be taken at any general or special meeting of members may be taken without a meeting if the electronic or written ballot of every member is solicited by ballots setting forth the action to be taken. If the number of votes cast by ballots on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing 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.

**Section 8: Membership Dues.** The Board of Directors may establish such annual dues for each class of members as it deems proper.

#### Section 9: Termination of Membership.

a. Membership shall terminate upon resignation by the member, by failure to pay any membership dues by the date fixed by the Board of Directors, or by expulsion pursuant to the subsection b. below:

b. Before being expelled as a member, the following shall be followed:

1. Upon determination by the Board of Directors that cause exists for consideration of expulsion of a member, notice shall be given to such a member, personally or by first class mail, setting forth the reasons expulsion is to be considered. The notice shall be given or mailed at least fifteen (15) days prior to the date of the meeting of the Board of Directors to consider expulsion, and shall state the time and place of the meeting and notify the member of his or her right to be heard.

2. The member shall be permitted to be heard personally or in writing before action is taken by the Board of Directors upon the expulsion question. The member may also present statements of others, orally or in writing on his or her behalf.

3. Following the hearing, the Board of Directors shall decide whether or not a member has engaged in conduct seriously prejudicial to the interests of the corporation and should be expelled. The decision of the Board of Directors shall be final and shall be effective five days after notice to the member concerned.

### ARTICLE 3: BOARD OF DIRECTORS

**Section 1: Powers.** Subject to the limitations of the Articles, of these Bylaws, and of the California Nonprofit Mutual Benefit Corporation Law relating to actions by the members or by a majority of members, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**Section 2: Number of Directors.** The authorized number of directors shall be seven until changed by amendment of

the Articles or a Bylaw duly adopted by the members amending this Section 2.

### **Section 3: The Roles and Responsibilities.**

1. The Board of Directors shall provide leadership for establishment for standards of conduct and ethical parameters for carrying out Society of Ortho-Bionomy International's vision, mission and scope.
2. Ensure the Board meets its legal responsibilities including understanding the legal form and structure, operations, administrative systems and staying informed about Board governance for non-profit organizations.
3. Develop a long-range and strategic plan to serve as a guide for the work of the organization. The plans will cover a minimum of three (3) and a maximum of five (5) years of work.

### **Section 4: Election, Qualification and Terms of Office.**

a. The total number of directors shall be divided into three (3) groups with respect to term of office.

1. The first group shall consist of three (3) directors.

2. The other two (2) groups shall consist of the remaining number of directors divided so that each group shall contain as close as possible to one-third (1/3) of the remaining number of the Board.

3. The term of office for each group of directors is three (3) years and begins on October 1 of the year in which they were first elected and continues until a successor is elected and qualified.

b. Not less than three (3) directors shall be instructor members of the corporation.

c. Election of directors shall be by ballot which may be either sent via postal mail or electronic mail. It will be sent on May 15 of each year (or the next business day if May 15 is a weekend day or holiday) to the members eligible to vote on that date. Ballots must be returned to the corporation by June 15 of the same year to be counted in the Board election. Ballots will be counted on July 1 (or the next business day if July 1 is a weekend or holiday).

On those years in which the number of candidates for open positions on the Board of Directors equals the number of vacancies, members will not receive ballots as those board candidates will automatically be elected to fill the open positions.

**Section 5: Vacancies.** A vacancy in the Board of Directors may be filled by a majority of the remaining directors, so long as the director appointed meets the qualifications set forth in Section 3 of this Article III.

### **Section 6: Meetings.**

a. Meeting of the Board of Directors shall be held at any place which has been designated by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation.

b. Regular meetings shall be held without call or notice on such dates and at such times as may be fixed by resolution of the Board.

c. Special meetings for any purpose may be called by the Chairman, the President or any two directors. Notice of special meetings shall be given to each director by telephone at least 48 hours in advance, or at least 4 days in advance by mail.

d. **Action by the Board of Directors without a meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing. Written consent will have the same effect as a unanimous vote of the Directors of SOBI at a meeting duly called and noticed. Email voting is permitted.

**Section 7: Quorum.** A majority of the authorized number of directors constitutes a quorum for the transaction of business.

**Section 8: Telephone Conference Meeting.** Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another.

**Section 9: Waiver of Notice.** Notice of meeting need not be given to any who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to the commencement to the meeting, the lack of notice to such director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 10: Action Without Meeting.** Any action required or permitted to be taken by the Board may be conducted electronically with any such actions to be included in BOD minutes.

**Section 11: Fees and Compensation.** Directors shall receive such compensation, if any, and such reimbursement for expenses as may be fixed or determined by the Board.

**Section 12: Removal of Board Director** will occur when:

- The director has a continuing **conflict of interest** that cannot be reconciled or is failing in his/her **fiduciary responsibilities**.
- The board member has crossed ethical borders, with potential lawsuits for **sexual harassment, bullying or fraudulent activities**.
- The director is ineffective, not able to do the job, **not participating appropriately in Board discussions** or committee assignments.
- The director is not interacting well with others.
- The director acts independently of the Board in the name of the organization.
- The director has unexcused absences from two Board meetings.

## **ARTICLE 4: OFFICERS**

**Section 1: Officers.** The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, such officers as it may deem appropriate. Any number of offices may be held concurrently by the same person, except that the Secretary may not serve concurrently as the President. Neither the Secretary nor the Treasurer need be members of the Board of Directors.

**Section 2: Election.** The officers of the corporation shall be chosen annually by, and serve at the pleasure of, the

Board, and shall hold their respective offices until resignation or until their respective successors are elected.

**Section 3: Chairman of the Board.** As the founder of the Ortho-Bionomy, Arthur Lincoln Pauls shall be Chairman Emeritus of the Board. The office of Chairman shall not be created or filled by the Board of Directors.

**Section 4: President.** The President is the chief executive officer and general manager of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and affairs of the corporation.

**Section 5: Vice President.** The Vice-President shall perform the duties of the President in the absence or disability of the President, and shall perform such other duties as may be assigned by the Board.

**Section 6: Secretary.** The Secretary shall keep a book of minutes of meetings of members and of the Board, together with a copy of the corporation's Articles and Bylaws, as amended to date, and shall perform such duties as may be assigned by the Board.

**Section 7: Treasurer.** The Treasurer oversees the management of the financial affairs of the corporation.

## **ARTICLE 5: OTHER PROVISIONS**

**Section 1: Indemnification.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a part to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in the connection with such a proceeding if such person acted in good faith and in a manner such person believed to be in the best interest of the corporation.

**Section 2: Annual Report.** Within 120 days after the end of the fiscal year, the corporation shall notify each member of the member's right to receive a financial report pursuant to section 8321 of the California Corporations Code.

**Section 3: Payment of Bills.** All bills against the corporation shall be approved by the individual incurring such bill, and the payment of bills must be approved by the Board of Directors.

**Section 4: Dissolution.** Upon dissolution of this corporation, the assets remaining after payment of all known debts and liabilities shall be distributed to organizations which have established tax exempt status under Internal Revenue Code section 501 (c) (3).

## **ARTICLE 6: AMENDMENTS**

These Bylaws may be amended by a majority vote of the members present at a meeting of members, or a majority vote of the authorized number of directors at a meeting of the Board of Directors; provided that a Bylaw changing the number of directors may only be adopted by a majority vote of members present at a meeting of members.

*[These Articles and Bylaws were revised in 2011.]*

Note: The Board adopted amended procedure stating:  
"If there are not more Board nominees than open positions by February 1 then the membership will be

notified via email of the situation by February 1st."

## **CERTIFICATION OF AMENDED BYLAWS**

These Amended Bylaws were approved at a meeting of the Board of Directors of Society of Ortho-Bionomy International on 3rd of October, 2017.