

Bylaws of the Vermont Association of Naturopathic Physicians

Article I

Section 1. This organization shall be known as the Vermont Association of Naturopathic Physicians; hereafter known as the Association or as the VANP.

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 Nov. 1, 1989.

Article II

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.

Article III

Section 1. Membership Classification - The membership of this organization shall be of five classes: **Professional, Associate, Student, Supporting, and Honorary.**

Section 2. Membership Definitions

a) Professional Membership

Professional Members shall be Naturopathic physicians who hold an active license from the State of Vermont to practice Naturopathic medicine, who are practicing Naturopathic medicine in Vermont, whose membership application has been approved as set out in the By-Laws, and who have paid the annual fees and dues for Professional Members set by the Association.

Professional members shall have voice and vote in the meetings and business of the Association. Professional members are eligible to be elected by the Membership to hold Association offices and to represent the Association in the AANP House of Delegates and other bodies. Professional members are also eligible for nomination by the Association as a Vermont Naturopathic Advisor.

b) Associate Membership

Associate Members shall meet the criteria one of the following Associate Member categories and shall have been approved for Membership as set out in the By-Laws and have paid the annual fees and dues for Associate Members set by the Association.

Associate Member A shall be a Naturopathic physician who holds an active license in the State of Vermont or another state or jurisdiction whose license is recognized by the AANP and CNME, and who is not practicing in the state of Vermont.

Associate Member B shall be a licensed health care professional who does not claim the title naturopath, naturopathic medical doctor (NMD), naturopathic doctor (ND) or naturopathic physician. (Includes: MD, DO, Psy.D, RN, DC, LMT, LAc, etc.)

Associate Member C shall be any retired licensed health care professional.

Associate Members shall have voice but no vote in the meetings and business of the Association. Associate Members are not eligible to be elected by the Association for any office or representative position.

c) Student Membership

Student Members shall be enrolled at a naturopathic medical college accredited by or with accreditation candidacy by CNME. Student Members shall have been approved for membership as set out in the By-Laws have paid the annual fees and dues for Student Members set by the Association.

Student members shall have voice but no vote in the meetings and business of the Association. Student members are not eligible to be elected by the Association for any office or representative position.

e) Supporting Membership

Supporting members are members of the public, businesses and organizations who are interested in supporting the Association who have paid the annual fees and dues for Supporting Members set by the Association.

Supporting members shall not have voice, except by permission granted by the Association President, or vote in the business of the Association. Supporting Members are not eligible to be elected by the Association for any office or representative position.

d) Honorary Membership

Honorary Members shall consist of persons who have been elected to such membership by a vote of the Association in recognition to their service to the Association and/or the Naturopathic medical profession. Honorary Members shall be under no financial obligation to the Association.

Honorary Members shall not have voice, except by permission granted by the Association President, or vote in the meetings and business of the Association. Honorary Members are not eligible to be elected by the Association for any office or representative position.

Section 3. Membership application

Membership application shall be made on a form and in a manner prescribed by the Membership Committee. The application shall be accompanied by the full amount of dues for a year's membership.

Upon receipt of a completed application and payment for annual dues, the Membership Committee shall convene to investigate the qualifications of the applicant. The Membership Committee shall report its findings to the Executive Committee, whereupon a majority vote shall decide membership. In the case that a membership application is rejected, the application fee shall be returned to the applicant. The Secretary shall notify

the applicant of membership status within sixty (60) days of receipt of a complete application.

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 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.

The annual dues shall be payable on or before the first day of the fiscal year. The Association officers may provide for payments in quarterly or other periodic installments. Late fees not to exceed fifteen percent (15%) of the amount otherwise due may be assessed for payment in installments or for payments received more than sixty (60) days after they are due.

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 have their membership automatically terminated. Such membership may be renewed, at the discretion of the Association, 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 VANP shall be the annual meeting. 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 members of committees shall be given at least five days notice of the meetings of committees of which they are members.

Section 4. A majority of the Professional 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. Reading of the minutes of the last meeting
4. Election and reception of new members
5. Committee reports
6. Officers reports
7. Unfinished old business
8. New business
9. Election of new officers
10. Installment of newly elected officers by the presiding officers
11. 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. Reading the minutes of the last meeting
3. Election and reception of new members
4. Treasurer's report of the financial condition of the Association and receipts and disbursements since the last meeting
5. Reading of communications by the Secretary
6. Committee reports
7. Unfinished business
8. New business
9. Adjournment

Article V Officers and Committees

Section 1. The officers of the VANP 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, and the Treasurer. All officers shall be elected in accordance with the provisions of Article V, Section 1 of these Bylaws.

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 and state/provincial naturopathic associations. The President shall administer the Bylaws 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. S/He shall act as the Chairperson of the Ways and Means Committee and of the Ethical Practice Committee. It shall be the duty of said committees to advance the interests of the Association and of naturopathic medicine, and to investigate and report misconduct of members and to report to the Association or to the Executive Committee.

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 be responsible for all the funds and securities of the Association. Before entering upon the duties of his office, the Treasurer shall execute a surety bond in such amount as may be required by the Executive committee; said bond shall be in favor of the (Association), for the faithful performance of the duties of Treasurer and the accounting of all monies received and state for what purpose it was paid. 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.

Section 8. The Officers may receive such yearly **compensation** for their services as may be approved by a committee of the membership which includes the Association Treasurer, and reported to the membership at its annual meeting.

Section 9. The President shall assure an **annual audit** of the books and records of the Treasurer, as well as the records of all committees, where his/her 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 over \$750.00 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 one other Professional member. 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 January meeting for approval by membership. Any expenditures in excess of \$500.00 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 Vermont General Corporation Law. Should the Association require that the Boards' 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 and the Secretary, 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 chosen by the Association or the Executive Committee. 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. It shall be the choice of the Association at what time **to fill the aforementioned committees**, with the exception of the Executive Committee, which shall be formed at the inception of the Association. Until such time as the size and responsibilities of the Association dictates forming said committees, the duties of said committees shall be performed by the Association. A majority vote of the members present at any meeting of the Association shall be sufficient to form said committees.

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, be expelled or suspended from the Association at the discretion of the Executive Committee, provided that such member be given fair and impartial trial as herein after provided.

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 work or talk against any measure or proposition under discussion, before its adoption.

Section 3. Any member may **file charges** in writing against any other member on any or all of the items specified in Sections 1 and 2 of this article. Such charges must be specific and must be filed with the Secretary of the Association who shall make record of the same, and refer the original charges to the President, who shall refer a true copy of the same to the Ethical Practice Committee, with instructions to make a thorough investigation. Should the investigation of the Ethical Practice Committee fail to sustain the charges, no further action shall be taken thereon.

Section 4. In case the report of the **Ethical Practice Committee** sustains the charges, the President shall notify the accused member to appear before the Executive Committee which shall sit as a **judicial body**, for the purposes of hearing evidence and rendering a decision as to the guilt or innocence of the accused member. Either the Association, the accused or both may be represented by an attorney. The Ethical Practice Committee shall report their findings with recommendations to the Executive Committee. If the findings be accepted by the Executive Committee, the Executive Committee shall expel any member for whom misconduct under Article VI, Section 2 has been proven. The Executive Committee may, if circumstances justify, file a

complaint with the Office of Professional Regulation for conduct deemed to be harmful to the profession of naturopathic medicine or the public.

Section 5. 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 effected, an election to fill the vacancy will be held only at a special or annual meeting, with 30 days prior notice.

Section 6. 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 advisory board** and present those names to the appropriate official 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 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. Interfering 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

Article VIII Miscellaneous

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

Section 2. These Bylaws 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 Bylaw, 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 VANP is open to all persons meeting membership qualifications, regardless of age, gender, national or ethnic origin, religion, disability, sexual orientation or marital status.

rev 11/98