TOUCH FOR HEALTH KINESIOLOGY ASSOCIATION

By-Laws- ARTICLE I

NAME

1.1 NAME

* 1. a The name of this corporation is TOUCH FOR HEALTH KINESIOLOGY ASSOCIATION (hereafter referred to as “TFHKA”).

ARTICLE II PURPOSES

* 1. To educate and inform the general public about the techniques and principles of “Touch for Health,” (also known as Touch for Health Kinesiology) a method of promoting and maintaining physical and mental well-being, developed in part by John Thie, D.C. and set forth in part in the publication entitled *Touch for Health*.
  2. To promote the exchange of ideas and techniques regarding Touch for Health among the public, our members, other Touch for Health associations and aligned organizations.
  3. To expand the methods of Touch for Health in the United States of America.
  4. To participate with other international organizations to promote Touch for Health.

2.5 To publish and distribute to the membership a regular newsletter.

2.6 To conduct any other activity in connection with the purposes stated in this Article and to exercise all other legal powers permitted “General Not-for Profit” Corporations within the meaning of Section 501(c)(6) of the Internal Revenue Code and the laws of the state of Idaho.

ARTICLE III MEMBERSHIP

3.1 ELIGIBILITY

3.1a Membership is open to all individuals and organizations regardless of race, sex, age, marital status, religion, sexual orientation, or physical disability who is in sympathy with the purposes of the organization.

* 1. MEMBERSHIP CLASSIFICATIONS

3.2a Membership shall be divided into classifications including Basic, Associate, Instructor, Consultant, Instructor/Consultant, Organizational, and such classification as the Board deems necessary.

Benefits include but are not limited those stated.

3.2b Basic members shall receive newsletter published by THFKA as well as other pertinent information deemed necessary by the Board of Directors. Basic membership is a non-voting membership and therefore not eligible to be elected to the Board of Directors.

3.2c Associate members shall receive the newsletter, annual conference journal, listing in the membership directory, referrals and support from the TFHKA office, link and listing on the TFHKA website, any available discounts as set forth in Policies and Procedures, voting rights, and the privilege of running for the Board of Directors.

3.2d Certified Instructor members and Certified Instructor/Consultant members shall receive the newsletter, annual conference journal, listing in the MEMBERSHIP directory, referrals and support from the TFHKA office, link and listing in the TFHKA website, any discounts as set forth in the Policies and Procedures, free listing of TFH classes on the website, right to use the TFH name and logo, ability to give Continuing Education Units as approved through professional certifying agencies, the right to register students and issue TFH class completion certificates to students, voting rights, and the privilege of running for the Board of Directors.

3.2e Certified Consultant members shall receive the newsletter, annual conference journal, listing in the MEMBERSHIP directory, referrals and support from the TFHKA office, link and listing in the TFHKA website, any discounts as set forth in the Policies and Procedures, right to use the TFH name and logo, voting rights and the privilege of running for the Board of Directors.

3.2f Organizational members shall receive the newsletter, listing in the directory, referrals and support from the TFHKA office, link to and listing on the TFHKA website, free listing of TFH classes on the website, any available discounts as set forth in Policies and Procedures, rights to use the TFH name and logo.

3.3 AFFILIATIONS

3.3a TFHKA endorses the international standard of Touch for Health education as set forth by the International Kinesiology College.

* 1. b TFHKA supports the growth of Touch for Health through its membership and may affiliate itself with other groups, programs and organizations promoting goals similar to those of TFHKA.
  2. DUES

3.4a Membership dues shall be in an amount as designated by the TFHKA Board of Directors for each membership category. Dues shall be due upon application of membershipand shall be renewed annually. Dues must be paid in order to qualify for the rights and benefits of membership.

3.4b All new and renewable dues shall be billed and collected through the national office. Lapses of more than sixty (60) days shall result in cancellation of membership. Policies and procedures for reinstatement shall be determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.1 ELECTION AND VOTING OF BOARD OF DIRECTORS

4.1a The election of Directors shall be held at the Annual Meeting. A verified ballot shall be sent to the voting membership at least thirty (30) days prior to the election date. All votes, including absentee ballots, shall be tallied at the Annual Meeting by a designated committee set solely for that purpose, made up of three or more volunteer members in attendance. No Director or candidate for Director may serve on that committee.

4.1b Nominations coming from the floor at the Annual Meeting are eligible as write in candidates. Each voting member shall have only one ballot counted and verified by the election committee as pursuant to section 4.1a of these By Laws.

4.1c Elections shall be conducted as set forth in Policy and Procedures adopted by the Board.

4.1d No proxy voting is allowed. Signed absentee ballots must be received in the TFHKA office by post two (2) weeks prior to the Annual Meeting or electronically three (3) days prior to the Annual Meeting, to be counted.

4.2 COMPOSITION

4.2a The management and administration of this corporation, except as otherwise provided herein, shall be vested in the Board of Directors, consisting of up to nine directors elected by qualifying members at the annual membership meeting, this number being limited only by the number of members willing to serve at any given time. Only members of designated levels may be eligible to serve on the Board of Directors.

4.2b Directors shall serve staggered three-year terms. One third of the directors shall be elected each year by the members, each for a three year term, and until their successors are elected and qualified. No director shall serve consecutively more than three full or partial member-elected terms. After a full year off the Board, a person may be re-elected to serve as a director.

4.2c Whenever a Board vacancy exists, the remaining directors may appoint a successor to serve until the next annual conference, at which time a director may be elected to serve the remainder of the term

4.2d Directors shall serve without pay. No Director shall be a paid employee or an independent contractor to the association. Directors may be reimbursed for reasonable expenses subject to the prior approval by the Board.

4.2e The Board may appoint an advisor, committee or committees from time to time, as the need arises and may include members and non-members.

* 1. f A Director shall notify the presiding officer of the Board of his or her expected absence from a meeting. Three absences without notification shall result in removal from the Board of Directors. The highest-ranking officer of the Board shall notify directors so removed in writing.
  2. POWERS

4.3a To propose amendments to the By-laws.

4.3b The Board may amend the by-laws only in an emergency situation by a two- thirds vote and with prior notification to the membership. The amendment made by the board is only binding until voted on and approved by the membership, by ballot or at a membership meeting.

4.3c To confer to any Officer of TFHKA the power of selecting, discharging, or suspending employees.

4.3d To appoint and/or dismiss at its discretion, agents, clerks, assistants, factors and employees of TFHKA, to fix and/or change duties and tasks from time to time, and require security as it deems appropriate.

4.3e In addition to such powers as herein expressly granted, all such powers may be exercised by TFHKA, subject to the provisions of the law of the state in which TFHKA is incorporated, the Articles of Incorporation and these By-laws.

4.3f The Board shall appoint a manager for the daily running operations of the organization. The manager will manage and report to the Board on the daily business affairs of the Association. As an agent of the Board, the manager will respond from the office of TFHKA to any business that affects the daily operations of TFHKA.

* 1. g All Officers, staff personnel, department heads, and committee members are responsible to the Board of Directors for the proper performance of their duties.
  2. CODE OF ETHICS Directors are expected to:

4.4a Listen to and respect the opinions of fellow Directors.

4.4b Respect the limited amount of time available for each board meeting, ensuring that everyone has the time to speak.

4.4c Respect and support the decisions of the Board.

4.4d Recognize that authority is vested in the full board only when it meets in legal session.

4.4e Ensure that the Association is well managed, not to manage the association. 4.4f Always work to learn how to do our job better

4.4g Avoid using the association for personal gain.

* 1. h Comply with the conflict of interest and disclosure provisions of Article VIII.
  2. REMOVAL OF DIRECTORS: The entire Board or any Director may be removed from the TFHKA Board by a majority of the voting membership at the annual meeting or a special meeting called for that purpose by the Board of Directors as outlined in 8.2d.
  3. RESIGNATION OF DIRECTORS: Any Director may resign by giving written notice to the Board. The resignation shall be effective on the date specified in the notice. Unless otherwise provided in the notice the acceptance of a resignation shall not be necessary to make it effective. The vacancy created by the resignation may be filled by a majority vote of the Board as permitted by section 4.2c of these By-laws. The Members may elect a Director to fill any vacancy, which remains unfilled by the Board for a period in excess of (60) days.

ARTICLE V

OFFICERS

* 1. GENERALLY: The officers of the Association shall be a President, Vice-President, Secretary, and Chief Financial Officer (Treasurer). Each officer shall hold office until a successor is elected unless the officer resigns, is removed or otherwise is disqualified from serving. The Board may appoint a person to fill a vacancy in any office and the replacement shall serve the remainder of the replaced officer.
  2. ELECTION OF OFFICERS: Within two weeks following the annual membership meeting, the newly elected Board of Directors shall meet and elect the following from it: a President, Vice-President, a Secretary, and a Chief Financial Officer (Treasurer). These officers shall constitute an Executive Committee. The Executive Committee shall also serve as the Finance Committee.

5.2a The Board may, at its discretion, appoint another Board member to the Executive Committee for any duration it deems appropriate.

* 1. TERMS OF OFFICERS: The term of office shall be one year. Officers may serve up to three consecutive terms in any given office.

5.3aThe Board may vote to replace any officer at any time by a quorum of the Board.

* 1. DUTIES OF OFFICERS:
  2. a PRESIDENT/CHAIRPERSON
     1. Oversee all Board and Executive Committee meetings.
     2. Serve as ex-officio member of all committees
     3. Work in partnership with the Office Manager to insure Board resolutions are carried out
     4. Call special meetings if necessary
     5. Appoint all committee chairs
     6. Prepare agenda for Board meetings.
     7. Assist Office Manager in conducting new Director orientation.
     8. Oversee searches for a new Office Manager.
     9. Coordinate Office Manager’s annual performance evaluation
     10. Act as alternate spokesperson for the organization.
     11. Periodically consult with Directors on their roles and help them assess their performance.
  3. b VICE-PRESIDENT
     1. Attend all Board meetings.

1. Serve on the Executive Committee.
2. Carry out special assignments as requested by the Board President.
3. Understand the responsibilities of the Board President and be able to perform these duties in the President’s absence.
4. Participate as a vital part of the Board leadership.
   1. c SECRETARY
      1. Attend all Board meetings.
      2. Serve on the Executive Committee.
      3. Maintain all Board records and ensure their accuracy and safety.
      4. Review Board minutes
      5. Assume responsibilities of the President in the absence of the Board President and Vice-President,
      6. Provide notice of meetings of the Board and/or of a committee when such a notice is required.
   2. d TREASURER
      1. Attend all Board Meetings
5. Understand financial accounting for nonprofit organizations or access resources to perform this function.
6. Serve as financial officer of the organization and as chairperson of the Finance committee.
7. Manage, with the finance committee, the board’s review of and action related to the board’s financial responsibilities.
8. Work with the Accountant and appointed office staff to ensure that appropriate financial reports are made available to the board on a timely basis.
9. Assist the Accountant and appointed office staff in preparing the annual budget and presenting the budget to the board for approval.
10. Review the annual audit and answer Directors’ questions about the audit.

5.4e BOARD MEMBERS

1. Attend all Board meetings.
2. Support the planning and execution of the Annual Conference.
3. Assist with Special Projects.
   1. REMOVAL AND RESIGNATION OF OFFICERS: Any officer may be removed from office by a majority vote of the board. If a Director serving in the office of President or Vice President has been removed pursuant to Section 4.5, the Director shall also be automatically removed from the position as an officer. Any officer removed by the Board shall not be removed from the position of Director except as pursuant to Section 4.5. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation shall be effective on the date specified in the notice. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.
   2. APPOINTMENT OF A LEGAL ADVISOR: The President may appoint, with approval of the Board, a legal advisor or a financial advisor who shall serve as directed by the Board.
   3. From the Directors, or the membership at large, the President shall appoint Committee Chairpersons. Committees may be formed as needed by the Board of Directors. Committees may be comprised of Directors, the membership at large or non-members as deemed appropriate by the Board of Directors.
   4. REMOVAL OF COMMITTEES: Committees may be dissolved by the Board of Directors. Committee members may be removed from their committee roles with just cause by the request of the Committee-Chair or the President of the Board, or by their submission of a letter of resignation. Removed committee member/s may appeal to the Board of Directors for reconsideration of their dismissal.

ARTICLE VI MEETINGS AND NOTICE

6.1 Regular meetings of the Board of Directors shall be held at a time and place to be set by the Board.

* 1. A written notice of any regular meeting of Directors stating the time and place shall be delivered personally, by mail, facsimile, electronic mail or telecommunicated to each Director at his/her address as shown by the records of the Corporation, not less than twenty four (24) hours before the time fixed for the meeting. Notice of a special meeting of the Directors may be given by any of the above methods and by telephone.
  2. The membership shall meet annually to conduct its business at such time and place as determined by the Board of Directors.
  3. Special meetings of the Association may be convened by the Chair of the Association or by a quorum of the members of the Board of Directors. All Directors shall be notified of any special meeting pursuant to 6.2 and 6.5d.
  4. Prior notice of meetings shall be as follows:

6.4a Annual membership Meeting – thirty (30) calendar days

6.4b Special Meetings of the membership – not less than fifteen (15) calendar days

6.4c Regular Meetings of the Directors – seven (7) calendar days

6.4d Special Meetings of the Directors – by consensus

* 1. Notices shall set forth the time, place and purpose of the meeting.

6.5a A written notice of any meeting of Members stating the time and place thereof shall be delivered personally, by mail, facsimile, or electronic mail to each Member at his/her address as shown by the records of the Corporation.

* 1. The annual conference of TFHKA shall be held at a time and place to be designated by the Board of Directors.
  2. Members have the right to propose ideas, actions for discussion, or decision-making issues at general membership meetings, in writing to Board meetings, or as

new business in any meeting. In the event discussion does not result in consensus, any member may present a motion relevant to the discussion and, if seconded, it shall be voted on with binding results in accordance with the By-laws.

ARTICLE VII QUORUM

* 1. At any meeting of the membership of TFHKA, a quorum shall consist of 10% of the total enrolled voting membership. A majority of the members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.
  2. At all official meetings of the Board of Directors, a majority of the SITTING Board shall constitute a quorum. A majority of the Directors present at a meeting of the Board, whether or not a quorum is present, may adjourn such meeting from time to time.

ARTICLE VIII CONFLICT OF INTEREST

* 1. CONFLICT OF INTEREST. No Director, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person, corporation, association, or other entity which has, or is seeking a contractual, donative, employment, financial or other beneficial relationship with the Corporation, whose relationship may be substantially affected by that Director’s, officer’s, employee’s, or contractor’s performance of his or her duties to the Corporation without first making disclosure of such conflict of interest to the Board of Directors.
  2. DISCLOSURE
  3. a No Director may knowingly have a direct or indirect financial interest, or engage in any outside employment or activities, which conflict substantially, or have the appearance of conflicting substantially, with his or her corporate responsibilities or duties without:
     1. Previously having informed the Board of Directors of his/her interest or position which would be affected by a matter under consideration by the Board.
     2. Previously having informed the Board of Directors if any significant facts known to him/her indicating that a transaction to be approved or policy to be adopted by the Board may not be in the best interest of the Corporation; and
     3. Disqualifying himself/herself from a vote affecting his/her interest or position if the Board of Directors determines that a substantial conflict exists.

8.2b Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be made a matter of record through an annual disclosure and also when the interest becomes a matter of Board of Directors action. Any Director having a duality of interest shall not be counted in determining the quorum for the meeting even where permitted by law.

8.2c The minutes of the meeting shall reflect that a disclosure was made as well as the abstention from voting and the quorum situation. The foregoing requirement shall not be construed as preventing the Director from briefly stating a position in the matter nor from answering questions of other Directors since that person’s knowledge may be of assistance.

8.2d Any Director who knowingly chooses not to disclose a conflict of interest, engages in any unethical behavior or behavior damaging to TFHKA may be removed from the Board of Directors by a majority vote of the Board and is subject to all consequences permitted under the law.

ARTICLE IX AMENDMENTS

9.1 These By-laws may be amended by a two-thirds vote of the membership, at any annual conference or properly called special meeting of the membership. The Directors shall furnish the members, at least thirty (30) days prior to the meeting, a full explanation of the proposed amendment/s by email.

ARTICLE X GRIEVANCE PROCEDURES

* 1. A person or group adversely affected by a decision or policy of the Association may submit in writing a complaint to the Board of Directors within 90 days of the event causing the complaint.
  2. Within forty-five (45) days following the receipt of a complaint in writing, the Board will make a good faith effort to resolve the complaint with the petitioner.
  3. The Board is the final arbiter of any grievance.

ARTICLE XI FISCAL YEAR

11.1 The fiscal year of the TFHKA shall begin January 1st and end on December 31st.

ARTICLE XII BOOKS AND RECORDS

12.1 TFHKA shall keep books and records of account, shall also keep minutes of the Board meetings and committees having the Board’s authority, and shall keep, at its principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any representative of any member for any proper purpose at any reasonable time.

12.2 All checks, drafts and other instruments issued in TFHKA’s name shall be issued and executed in accordance with fiscal policies adopted by the Board.

ARTICLE XIII DISSOLUTION

* 1. Dissolution of the Corporation or 501(c)(6) status requires the affirmative vote of the majority of the voting membership in a special meeting or election as outlined in Article VI and as set forth in election Policy and Procedures adopted by the Board.
  2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the Corporation to one or more organizations created and operated for one or more exempt purposes, all of the foregoing within the meaning of Article II hereof and within the meaning of section 501(c)(6) of the Internal Revenue Code, or by giving such assets to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE XIV PARLIAMENTARY PROCEDURES

14.1 Parliamentary procedures, as set forth in the most current version of Robert’s Rules of Order are hereby adopted as the Rules of Order of the Association, subject however, to any contrary provisions in the Articles of Incorporation or these By-laws.