

Bylaws And Articles Of Association:

NORTH AMERICAN ASSOCIATION FOR LASER THERAPY

Article 1: Name and Terminology

The name of The Association shall be the North American Association for Laser Therapy (NAALT) hereafter referred to as "The Association" or NAALT.

The contact address of The Association shall be determined by the Board of Directors. NAALT shall be registered in the State of Arizona.

The terms 'laser therapy', or 'photomedicine' or 'phototherapy' in this document shall be taken to represent the clinical application of low incident power densities of monochromatic light, including laser radiation, in any field. The term 'photobiology' shall be taken to mean basic and clinical research into the action of low incident power densities of laser radiation on subcellular units, cells and tissue either in vitro or in vivo.

Article 2: Aims of The Association

The Aims of The Association shall be to pro-mote the applications of laser therapy, photomedicine and photobiology both clinically and scientifically; to pro-mote the development of associated technology; to further research and education; to develop and maintain, when deemed necessary, and in the manner established by the Board of Directors, standards of education, ethics and professional competency; to encourage international friendship and cooperation between physicians, clinicians, healthcare professionals and scientists and to provide a forum for the dissemination of related information; to serve as an official spokesperson and representative organization for laser therapy for scientists and licensed health professionals throughout North America and to assist all reputable organizations throughout the world which are also seeking to advance laser therapy when such purposes are deemed compatible by the Board of Directors as expressed in these by-laws; to increase public awareness, understanding and access to laser therapy and photomedicine; to do all things necessary and proper in the interest of licensed health care professionals, scientists, researchers and the Association's members in carrying out the foregoing aims.

Article 3: Membership

Section 3 A) Definition of 'Member' and 'Member in Good Standing'.

'Member' shall mean any person who has been elected to The Association as a Regular Member, Associate Member, Student Member, Business Member or Lifetime Member. A 'Member in Good

Standing' shall mean a Member of the Association who has paid the required dues for the current Financial Year.

Section 3 B) Classes Categories of Membership

There shall be six categories of membership:

1. Regular Membership
2. Associate Membership
3. Student Membership
4. Business Membership
5. Life Membership
6. Honorary

1. Regular Member – membership is open to any scientist or licensed health professional involved with or interested in any aspect of laser therapy, photomedicine or photobiology, including medical doctors, doctors of dental surgery or medicine, acupuncturists, chiropractic physicians, doctors of veterinarian medicine, or other licensed health care professionals, scientists and medical researchers.

Regular Members will be listed on the NAALT website with their consent, enjoy voting rights and are eligible for election to the Board of Directors.

2. Associate Member – membership is open to individuals who do not hold a medical license or scientific degree but are interested in furthering the research, clinical application and advancement of laser therapy. Associate members may not attend the general assembly or vote.

3. Student Member – membership is open to undergraduate and postgraduate students undertaking a course of study leading to a higher qualification. Student members have on-line access to the journal for research purposes. Photo-Student ID is required for proof of status. Note: Student members do not have voting rights, nor are they eligible for election to the executive committee or the advisory council. Student members can, however, participate in furthering the efforts of a NAALT committee.

4. Business Member – membership is open to businesses, manufacturers or individuals in laser industries or allied sciences. Business Members are eligible for election to the Industry Committee. All Business Members will receive a complimentary listing of their companies on The Association's website. Additional levels of sponsorship may be established and acknowledged by a larger banner or additional company information posted on the website and/or at the conference or by other means at the discretion of the Board of Directors. A Business Member will not have voting rights, nor shall he/she be able to sit for election to the Board of Directors unless he is also a degreed scientist or a licensed health professional in which case he/she may also be considered a Regular Member. However, only one Regular Membership shall be permitted per Business Membership. Any officer or director of The Association shall refrain from voting or acting independently on any matter in which he/she has a personal or financial conflict of interest.

5. Lifetime Member - any Regular Member who pays the equivalent of ten (10) years membership dues at once shall be a Lifetime Member and shall have all rights and privileges of membership, which shall include the right to vote and hold office.
6. Honorary Member. Any lay person who The Association desires to honor because of special service rendered to advance laser therapy and photobiology may be granted honorary membership by a vote of three-fourths (3/4) of the directors present at any meeting of the Board of Directors. An Honorary Member shall not be entitled to vote or hold office. Nomination to Honorary Membership must be made by five or more active members and submitted to the Board of Directors.

All members receive discounted registration to The Association's conference and may choose either a basic membership or full journal subscription membership, the latter entitling the member to receive, "Photomedicine and Laser Surgery", official journal of the North American Association for Laser Therapy and the World Association for Laser Therapy.

Section 3 C) Admission of Members

- 1) Any person or organization of good moral character who/which is in accord with the principles and objectives of The Association is eligible for membership. Candidates for admission to The Association shall submit a written application to the Secretary. Applications shall be considered by a Membership Committee consisting at all times of the President, Secretary and Treasurer. The Membership Committee shall have the power to admit applicants to the appropriate category of membership. The Membership Committee may refer any application to the Executive Committee, who alone shall have the power to reject an application, and their decision shall be final. The names of all those accepted for Membership may from time to time be reported to the Association through its newsletter or journal and on the website. Those accepted as Regular Members will, with their consent, be listed on The Association's website.
- 2) Upon election, each Member shall be presented with a Certificate of Membership to The Association, a Membership Card, and a copy of the Articles of Association and Bylaws, which shall be in all aspects binding on the Member.
- 3) Any Member may propose to the Executive Committee a candidate for Honorary Membership. If the Committee is satisfied that the candidate appears to meet the criteria for Honorary Membership, bearing in mind that the distinction will not be conferred lightly, they shall put the proposal before the Membership of The Association either at a General Assembly or by mail ballot. If at least two-thirds of the members balloted approve, Honorary Membership shall be offered to the candidate. In addition, any Executive Committee Member who has served a full term of 6 consecutive years on the Committee, and the retiring Association President, shall automatically be offered Honorary Membership, without prejudice to any other form of Membership held by the Member.
- 4) Life membership is automatically granted to the founder of the association and by a two-third majority vote at the General Assembly (or by mail) to any past President, past Chairman, past Secretary and any other member of the association in recognition of distinguished service to the

association or distinction in the field of Laser therapy, photomedicine or photobiology. Life members have all the rights and privileges of regular membership.

Section 3 D) Resignation

A Member may resign from The Association at any time upon giving written notice to the Secretary-General. The Member shall at the same time return his or her Certificate of Membership and membership card to the Secretary-General. Any balance of membership dues for the remaining period shall be forfeit and not claimable by the resigning Member.

Section 3 E) Suspension or Withdrawal of Membership

Upon an affirmative vote by a majority of the Executive Committee, Membership may be withdrawn from any Member, or a Member may be suspended from Membership upon such terms as are specified by the Executive Committee in a written notice to the Member concerned. At this time, the Certificate of Membership and Membership Card must be returned to the Secretary-General. Such action may be taken if, in the opinion of the Executive Committee:

- 1) A Member has behaved in a manner incompatible with the Aims of The Association.
- 2) The Member is seriously in arrears with payment of membership subscriptions without satisfactory reasons.

Section 3 F) Change of Address:

Members must inform the Membership Secretary in writing of any changes in address. Any notice posted to the recorded address of a Member shall be considered delivered

Section 3 G) Dues

All dues shall be payable prior to _____ (annual date) or in accordance with the payment plan approved by the Board of Directors. The fees for membership shall be assessed and periodically re-evaluated by the Board of Directors.

Section 3 H) Votes

Each voting member is entitled to one (1) vote on each matter submitted to a vote at a meeting of members.

Section 3 I) Proxies

The definition of a proxy is a member who is entitled to vote, authorizing another member to vote in his/her stead. No proxy voting shall be allowed in any meeting of this association.

Article 4: Board of Directors

Section 4 A) - Composition

1. The Board of Directors shall consist of seven (7) elected voting board members: president, vice president, secretary, treasurer, and three (3) other members, plus two (2)

elected, non-voting alternate board members, all of whom shall be Regular Members of the association.

2. The Executive Committee of the NAALT shall consist of the president, vice president, secretary, and treasurer.
3. All members of the Board of Directors shall have North America, including the United States, Canada or Mexico, as their primary place of residence.
4. The immediate past-president shall act as a non-voting advisor to the Board of Directors and the Executive Committee.

Section 4 B) - Authority and Responsibility

1. The Board of Directors shall be responsible for all matters pertaining to The Association, except those specifically stated otherwise in these Bylaws and Articles of Association and the United States, Canada and Mexico Not For Profit Acts.
2. The Board of Directors may delegate authority to the Executive Committee to act on its behalf between meetings.

Section C- Qualification for Office

1. A candidate for election to the office of president shall be an active Regular Member in good standing in The Association and shall have served at least one (1) year as a member of the Board of Directors.
2. A candidate for election to the Board of Directors shall be an active Regular Member.

Section D - Nominations and Elections

1. Nominations for officers and members of the Board of Directors will be solicited from the general membership with the notice of the annual general meeting and will be announced by the Nominations Chairperson at the annual general meeting. Additional nominations may be made from the floor during the election procedures at the annual meeting. The nominee must confirm his/her acceptance with the president or another member of the Executive Committee prior to the annual general meeting, or must be present at the annual general meeting, in order to qualify as a nominee.
2. There will be an election of the officers of The Association by the voting members present at the general meeting.
3. There will be an election of members of the Board of Directors by the voting membership present at the general meeting to replace those whose term of office has expired or been terminated for any reason. After the election of Board Members, the two (2) candidates who received the next highest number of votes shall be designated alternate Board Members.
4. Voting for officers and directors shall be conducted by secret ballot of the voting members in good standing who attend the annual general meeting. There will be no proxies authorized.
5. The Board of Directors may promulgate further rules to facilitate the nomination and election procedures.

Section E - Terms of Office

1. Each member of the Board of Directors and each officer shall serve a term of two (2) years or until a duly qualified successor is elected.

2. An Alternate Board Member shall serve a two year term unless the Alternate has filled a position on the Board of Directors. The Alternate will then serve the remainder of the elected Director's term or until the next regular election.

Section F - Vacancies

1. Should a vacancy occur in the office of president, the vice-president shall assume the duties, responsibilities and authority of the president until the next regular election.
2. Should a vacancy occur in any other office, the Board shall elect one of its directors to fill that vacancy until the next regular election.
3. Should a vacancy occur in the members of the Board of Directors, the Alternate Board Member with the highest number of votes received at the annual election shall become seated as Board Directors.
4. Should a vacancy occur in the position of Alternate Board Member, the Executive Committee may appoint a Regular Member in good standing to fill the position until the next regular election.

Section G - Quorum.

A majority of the voting Board Members shall constitute a quorum at all meetings of the Board of Directors or Executive Committee.

Section H - Compensation.

Members of the Board of Directors shall not receive any manner of compensation or salary for their services, but, by resolution of the Board, may receive reimbursement for certain authorized expenses associated with the performance of their duties as officers or directors of The Association.

Section I - Removal From Office.

Any Officer, Board Director, or Alternate Board Member who misses two (2) Board meetings or who breaches his or her responsibility to The Association may be removed from office by a majority vote of the Board of Directors.

Section J - Passage of Resolutions.

Resolutions before the Board shall be decided by simple majority vote of the directors present. In the event of a tie vote, the president or other presiding officer shall be permitted to vote in order to break the tie. The declaration by the presiding officer of the results of such voting shall be accepted as final by all parties concerned.

Article 5: Duties of Officers and Directors

Section A - President

The president shall:

1. Preside over all meetings of members, Board of Directors, and the Executive Committee.
2. Serve as a member, ex-officio, with the right to vote on all committees except the Nominating Committee.
3. Make all required appointments of standing and special committee chairpersons with the approval of the Board of Directors.
4. Prepare an agenda for all meetings.

5. Prepare and deliver, at the annual meeting, a report of the activities of The Association during the previous year and goals for the coming year.
6. Notify Board Members of the agenda, time, place and dates of meetings.
7. When feasible, represent The Association at the annual convention of any affiliated organization.
8. Keep the vice-president informed of all of The Association's affairs.
9. Act as a liaison and spokesperson for The Association with the public, government, and other laser therapy and photomedicine associations.
10. Perform other such duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors.

Section B - Vice-President

The vice-president shall:

1. Assist the president in all duties.
2. Preside over meetings in the absence of the president.
3. Act as liaison between the committee chairpersons and the Board of Directors.
4. Perform the duties of president in the event of the latter's inability to serve.
5. Co-chair the Conference committee.

Section C - Secretary

The secretary shall:

1. Be in charge of The Association's records.
2. Be responsible for the proper and legal mailing of notices to members.
3. See to the proper recording of proceedings of meetings of the general membership, Board of Directors, and Executive Committee.
4. Distribute the minutes of meetings to the Board Members.
5. Notify the general membership of the date, time and place of the annual meeting sixty (60) days prior to the event.
6. Notify all members of annual membership renewal by _____(TBD).
7. Record the events and prepare minutes for the annual meeting, including the names, addresses, phone numbers and email addresses of officers and Board Members who were elected.
8. Keep accurate records of all members.
9. Keep the seal and/or emblem of The Association.
10. Any of the aforementioned may be delegated to a management company or Executive Director.

Section D - Treasurer

The treasurer shall:

1. Be in charge of The Association's funds.
2. Be responsible for the collection of all member dues and/or assessments.
3. Have established proper accounting procedures for the handling of The Association's funds and be responsible for the keeping of such funds in such banks, trust companies, and/or investments as are approved by the Board of Directors.
4. Prepare and file all appropriate taxes.
5. Report on the financial conditions of The Association at all meetings of the Board of Directors and at other times when called upon by the president.

6. Have the financial records of The Association audited by a professional accountant prior to the annual meeting.
7. Be responsible for the preparation and delivery of the annual financial report and budget to the membership at The Association's annual meeting.
8. Deliver to his/her successor all books, money and other property of The Association that is in his/her charge. In the absence of a successor, he/she shall deliver such properties to the president.
9. Submit a full and complete accounting of all The Association's funds and property and deliver same to successor within 30 days of successor appointment.

Section E - Directors

The elected directors shall perform those duties and responsibilities normally performed by directors and such other duties as are delegated to the individual directors by the president of the Board of Directors.

Section F - Conflict of Interest

No officer or director of The Association may vote or act independently on any matter in which that member has a personal or financial conflict of interest.

Article 6: Limitation of Liability of Directors

No member of The Association's Board of Directors shall have any personal liability in connection with any contract, act or omission of the Board, except as provided in these bylaws.

No member of the Board of Directors shall be liable to the organization or its members for errors or judgment, negligence or otherwise, except that each member of the Board of Directors shall be liable for claims arising from his/her acts of unlawful conduct, bad faith, willful misconduct, malfeasance, or nonfeasance.

Article 7: Indemnification of Officers and Directors

The Association shall indemnify its officers, directors, employees and agents against expenses, judgments, settlements, or other liabilities actually and reasonably incurred by such persons in the course of their responsibilities and obligations to The Association.

No indemnification shall be made unless it is determined that the person claiming the right of indemnification acted in good faith and in a manner reasonably believed to be in the best interest of The Association and, in any situation involving a criminal proceeding, unless such person had no reasonable cause to believe that his/her conduct was unlawful. Such determination shall be made by a duly adopted resolution of the Board of Directors.

Article 8: Executive Director

Section A - Appointment.

The Board of Directors may employ a salaried staff head who shall have the title Executive Director and whose terms and conditions of employment shall be specified by the Board.

Section B - Authority and Responsibility.

1. The executive director shall be responsible for all management functions in accordance with the by-laws and standing policies of The Association. He/she shall manage and direct all activities of The Association as prescribed by the Board of Directors and shall be responsible to the president and the Board of Directors.
2. He/she shall act as coordinator for all committees and programs as they may propose or promulgate. He/she shall attend all meetings of the general membership, Board of Directors, and Executive Committee.
3. He/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of The Association and fix their compensation within the approved budget. As executive director, he/she shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be, in his/her judgment, in the best interest of The Association.

Article 9: Meetings

Section A - Annual or Biennial Conference

The association will hold a conference annually or every two years at its discretion but no less often than every two years with the date determined by the Board of Directors. The conference will consist of a general meeting, presentations of papers and education workshops.

Section B - Annual General Meeting.

The annual general meeting shall be held for the purpose of the reading of the annual reports by the president and treasurer, amendments to the by-laws, election of officers and directors, and the conducting of any other business of importance to The Association. The notice and agenda of the annual general meeting shall be sent to all members at least sixty (60) days prior to the event. Unless stated otherwise in these by-laws, a majority vote shall be considered a suggestion to the Board. A majority vote with quorum of the membership in attendance shall be mandatory on the Board to perform. However, a quorum is not required for this meeting. There shall be no proxies authorized.

Section C - Meetings of the Board of Directors.

1. Meetings of the Board of Directors shall be held at least four (4) times yearly. The President or any three (3) members of the Board may call additional meetings of the Board of Directors as necessary. Notice of the time, date, place and agenda shall be sent to all Board Members at least thirty (30) days prior to such meetings, except in the case of an emergency meeting.
2. All meetings with the exception of the annual meeting of the board can be held by teleconference over the phone.
3. The minutes of each Board meeting shall be submitted by the Secretary for approval to all board members within thirty (30) days of the meeting.
4. All meetings of the Board of Directors shall be open to the general membership and invited non-members unless specified by the Board as a closed meeting.
5. The President has the authority to call a board meeting by telephone conference call to conduct business or to complete a quorum. Calls may be limited to the Executive

Committee and the three Directors or be open to The Association's members at the discretion of the president.

6. All meetings with the exception of the Conference board meeting can be teleconference meetings held over the phone.

Section D - Executive Committee Meetings.

The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer and shall meet as frequently as necessary between meetings of the Board to carry out the needs of The Association. It shall operate and be under the direction of the Board. The President or any two members of the Executive Committee may call a special meeting. The Executive Committee shall meet, or be in conference, at least thirty (30) days prior to annual general meeting.

Section E - Notice.

The President shall give notice to all voting members of all meetings of the Board of Directors at least thirty (30) days prior to the scheduled date of such meetings, setting forth in such notice an agenda of matters to be brought before the board, except in the case of an emergency meeting.

Section F - Special Board Meetings.

The President or one-third (1/3) of the members of the Board may call a meeting of the Board at any time it is deemed necessary for the good of The Association. A petition signed by one-tenth (1/10) of the voting members of The Association shall be sufficient to call a meeting of the Board, provided such a petition shall clearly designate a cause for which it is necessary to call such a meeting.

Section G - Special General Meetings.

Upon call of two-thirds (2/3) majority of the Board of Directors or three-quarters (3/4) of the general voting membership, a special meeting shall be convened for the body of the membership and notice shall be sent as provided in Section B of this Article.

Section H - Conduct of Meetings.

All meetings shall be conducted by consensus, however, the presiding officer may choose to invoke the parliamentary procedure of "Robert's Rules of Order" at any time.

Article 10: Committees

Section A - Standing Committees.

The following standard committees shall be maintained:

1. Executive
2. Bylaws
3. Membership
4. Conference
5. Website
6. Industry
7. Finance

Section B - Appointment.

The President by and with the advice and consent of a majority of the Board of Directors, shall appoint the standing committee chairpersons. All standing or special committees or their committee members or chairpersons must be members in good standing of The Association.

Section C - Term of Office.

Unless otherwise or herein provided, all members of committees shall hold office until the next regular election of the Board, or until their successors are appointed.

Section D - Special Committees.

Certain special committees may be appointed by the president to act and continue at the will of the President.

Section E - Duties.

The President, with the advice of the Board of Directors, shall set forth in writing the duties of each committee at the time of appointment.

Article 11: Affiliation

The Association by two-thirds (2/3) majority vote of all the active members in good standing present at any regular or called meeting, may affiliate or combine with any state or national organization having the same or similar purposes on an annual membership basis.

Article 12: Finance and Records

Section A - Fiscal and Administrative Period.

The fiscal and administrative period of The Association shall be the 1st of January through the 31st of December, in concert with the federal tax period.

Section B - Funds.

The funds of The Association shall be maintained in an account in its name at a federally insured financial institution and shall be used only in accordance with the organization's aims and for the general administration and operation of The Association.

Section C - Budget.

A budget committee composed of the president, the secretary, and the treasurer shall recommend to the Board of Directors, in advance of the next fiscal period, an annual budget covering all expenses of The Association.

Section D - Compensation.

A per diem, or reimbursement for reasonable, necessary and direct expenses incurred may be paid to any member of The Association in accordance with policies established by the Board of Directors.

Section E - Books and Records.

The Secretary shall be responsible for the books and records of The Association with the exception of those which are necessary to the president and treasurer and which shall be their responsibility.

1. The president may periodically appoint a committee of not less than three (3) to audit, inspect, or review any of the records of The Association. This committee will also have the authority to order the storage, destruction or other disposition of such records. Any destruction of records ordered by the committee shall be carried out only with concurrence by a two-thirds (2/3) vote of the Board of Directors.
2. All books, records, papers and other property pertaining to The Association, in possession or custody of any officer, shall be open to inspection by the president or any member of the Board of Directors or committee appointed for this purpose by the Board of Directors.

Article 13: Referendum and Recall

Section A - Referendum.

Any action taken or policy adopted by the Board of Directors of The Association shall, upon petition signed by twenty (20) percent of the active members, be referred to the meeting of the general membership at the annual convention for review and determination.

Section B - Initiative.

Upon petition signed by twenty (20) percent of the active members of The Association, an action may be brought before the Board of Directors at a special meeting, as set forth in ARTICLE XII of these by-laws.

Section C - Recall.

Upon petition signed by twenty (20) percent of the active members demanding recall of any officer of The Association, the matter shall be placed either before the general membership at the Conference or a special meeting of the Board of Directors. The petition shall state before which body the matter will be placed. In either case, a two-thirds (2/3) vote of the members present shall be necessary for a recall.

Article 14: Amendments

Section A - Revision.

Any voting member of The Association may move to amend the Bylaws or Articles of Association of the NAALT by submitting such a motion in writing to the Bylaws Committee. The Bylaws Committee will notice the general membership at least 60 days prior to the annual general meeting. After the Board of Directors reviews the motion, it will then be placed on the ballot for consideration by the voting members. The Bylaws, or Articles of Association of the NAALT may be revised or amended by a two-thirds (2/3) affirmative vote of the voting membership present at the annual general meeting or upon resolution by two-thirds (2/3) majority of the Board of Directors, at a special general meeting as provided in Article 9. No revision can prohibit future amendments to the Bylaws or Articles of Association of the NAALT.

Section B - Alterations.

Any part of the by-laws may be amended without a complete revision of the by-laws.

Section C - Supply.

The by-laws shall be furnished in written form to each member of the NAALT.

Section D - Distribution.

Any additions or revisions of the by-laws or standing policies that are adopted shall be printed and distributed to The Association membership within one hundred twenty (120) days.

Article 15: Standing Policies

1. Any member of The Association may present items of business before a Board of Directors or Executive Committee meeting, provided that he/she notifies the president and/or the executive director in writing at least twenty (20) days prior to that meeting and gives them information concerning the matter(s) to be presented. This information shall be distributed to the members of the Board of Directors or Executive Committee prior to such meeting.
2. The Association's board members, committee chairpersons and committee members are expressly prohibited from choosing sites for meetings or negotiating honorariums or expenses with any speaker. These decisions shall be made by the Executive Committee.
3. No person shall speak to the press concerning matters pertaining to The Association or use NAALT credentials without authorization of the president and/or Board of Directors.

Article 16: Dissolution

In the event that The Association is dissolved, either as a result of the action of the NAALT or by proclamation of the Secretary of State, the assets of the NAALT shall be disposed in the following manner: If the assets were dissolved for purposes of forming another association, the assets would go to the successor organization and/or colleges or universities accredited by an agency acceptable to this NAALT or its successor having status with the United States Department of Education. In any event, the disposal of said property shall not be inconsistent with the regulations of the Internal Revenue Code respecting the distribution of assets upon the dissolution of non-profit organizations.