

AMERICAN APITHERAPY SOCIETY, INC.

By-Laws of the American Apitherapy Society, Inc. (A non-profit corporation)
Revised: July 9, 2007

Article 1 – Name

The name of this organization shall be the American Apitherapy Society, Inc.

Article II – Purpose

The American Apitherapy Society Inc. (AAS) is a tax exempt, non-profit membership corporation established to promote and teach the use of honeybee products to maintain and improve health, alleviate pain, suffering and disability. The AAS does this work by: 1) assembling information on apitherapy and collecting data on bee sting reactions and reactions to other hive products; 2) advising the medical and scientific communities and the general public, national and international about apitherapy through publishing a newsletter, maintaining a website, conducting seminars, courses, conferences, (CMACC) and workshops and other means; 3) maintaining a Network of people involved with Apitherapy as Apitherapists, Beekeepers, and Patients; 4) establishing guidelines for the professional conduct of apitherapists; and 5) training apitherapists.

Article III – Members

Section 1. Any person shall be eligible for membership in the Society and shall become a member upon completion of the Society's application form and payment in advance of the full amount of annual dues.

Section 2. The annual dues shall be set by a vote of the Board.

Article IV – Board of Directors

Section 1. *Powers and Duties:* The control and conduct of the property and business of this organization and authority to determine its policies shall be vested in the Board of Directors.

Section 2. *Enumeration:* The Board of Directors shall consist of twelve (12) persons, all of whom shall be members in good standing. There shall be three (3) classes consisting of four (4) directors each. Each class of directors shall be elected for a three-year term in such a manner that the term of office of one class of directors shall expire each year.

Section 3. *Election:*

Nominating Committee. At the Annual Meeting the Board appoints the Nominating Committee for one year. The appointment can be renewed at the will of the Board. The Committee is composed of 2 Directors and one (1) non-Board Member. It will have a Director as chairperson.

This Committee has the tasks of receiving and reviewing all nominations for the Board and making recommendations to the Board. Nomination can come from the membership as well as from the Board and from the individuals interested (self nomination).

The nomination procedure will include: A written presentation by the candidate to the Nominating Committee, an Interview of the candidate, which can be in person or on the phone, with at least two members of the Nominating Committee and written recommendation to the Board for its consideration and decision, by a vote of a simple majority of Board members.

The Directors' and Officers' terms can be renewed at the will of the Board.

Section 4. *Term of Office:* Directors shall hold office from the time of their election at the Annual Meeting until their respective successors are elected. Their term of office shall begin upon adjournment of the meeting at which they were elected.

Section 5. *Vacancies:* Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors, although less than a quorum may exist, until the next Annual Meeting, at which time any unexpired term shall be filled by election by the Board.

Any director's seat may be declared vacant by a two-thirds (2/3) vote of the directors present at any regular meeting, providing the director in question has at that time failed to attend, without notification, each of the two (2) most recent scheduled meetings of the Board. Any seat so declared vacant may be refilled by election of the Board.

Section 6. *Meetings:* All Board Members are expected to be present at all meetings. At least one meeting, the Annual Meeting, which takes place in conjunction with the Charles Mraz Apitherapy Course and Conference (CMACC), shall require physical attendance. Other meetings may be attended by conference call.

Section 7. *Emergency Meetings:* Any officer may call an emergency meeting.

Section 8. *Committees:* The President may delegate general tasks to a portion of its membership called a Committee. There may be several Committees. The Chair of each Committee shall be decided by the Committee members. The Committees' Chairs shall report to the Secretary each month about the committee's activities; the Secretary shall distribute monthly to all Board members a summary of the activities of the Committees.

Section 9. *Quorum for voting:* 50% or more attendance of the Board of Directors shall constitute a quorum, authorizing the Board to hold a meeting and transact business. If a meeting is convened, this rule regarding a quorum cannot be suspended, even by a unanimous vote of the directors present.

Section 10. *Meeting Attendance:* Regular and special meetings of the Board of Directors shall be open to members of this corporation and the public at the discretion of the Board. No notice to the general membership of the Society shall be required for a regular meeting except the Annual Meeting, which shall require notice of at least one month.

Section 11. *Termination of Board Member's Term of Office.* A Board member's term of office may be terminated by a two-thirds (2/3) vote by the Board members based on any one of the following: 1) Gross neglect of Board member's responsibilities; 2) Misrepresentation of the Corporation, the Board or its organizational activities; 3) Fraudulent or unethical behavior or a behavior having a negative influence on the Corporation; 5) Activity contrary to the Corporation's mission.

Section 12. *Office Manager:* An Office Manager shall be retained to carry out the business of the Corporation. The Office Manager shall be supervised by a member of the Executive Committee. This member shall determine the scope of work of the Office Manager.

Article V - Officers

Section 1. *Enumeration and Qualification:* The officers of the Society shall be a president, a vice president, a secretary, and a treasurer. Each officer must be a member of the Board of Directors.

Section 2. *Election:* The officers shall be elected by a majority vote of the Board of Directors immediately following election of directors at the annual meeting to serve a term of three years. Their term of office shall last until adjournment of the annual meeting at which their successor is elected. Following the end of their term, officers may be re-elected as a Board member without necessarily continuing to serve as an officer.

Section 3. *Vacancies:* Any vacancy occurring in any office may be filled by a majority vote of the Board of Directors.

Section 4. *The President:* The President shall be the chief executive officer of this Corporation and shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President shall nominate all committees for approval by a vote of the Executive Committee, and shall be, ex officio, a member of all committees. The President is responsible to the Board of Directors for seeing that tasks delegated to Officers and committees are carried out in accordance with the goals, objectives and timetables determined by the Board and Executive Committee.

Section 5. *The Vice President:* The Vice President shall assume the duties and exercise the powers of the President if the President is unable to act for any cause. The Vice President shall assist the President and shall perform such other duties as the President, the Board of Directors, or the Executive Committee may designate.

Section 6. *The Secretary:* The Secretary shall attend, or cause a deputy to attend, all meetings of the Executive Committee or the Board of Directors, and shall keep minutes of all such meetings. The Secretary shall coordinate contacts from the Committee Chairs on a monthly basis. See Article IV, Section 8.

Section 7. *The Treasurer:* The Treasurer shall collect and receive, or cause to be collected and received, all monies due this organization, shall have custody of the organization's monies and securities, shall deposit or cause to be deposited all monies and securities in the name and to the credit of this organization in such depositories as may be

designated by the Board of Directors, and shall pay or cause to be paid all bills against the corporation in accordance with the policies of the Board of Directors. The Treasurer shall present an annual financial statement and shall present statements as otherwise requested by the President, the Board of Directors, or the Executive Committee. The Treasurer shall be responsible for preparing or having prepared the Federal Filing of 990 forms annually, and for filing with the State of New Jersey annually. A national bank is to be used by AAS.

Article VI – Executive Committee

Section 1. *Members:* The Executive Committee is made up of the officers, (President, Vice-President, Secretary, and Treasurer), the Past-President if available, or one non-officer Board member, elected by the Board.

Section 2. *Powers:* The Executive Committee shall possess and exercise all the powers of the Board of Directors during intervals between meetings of the Board of Directors.

Section 3. *Meetings:* any member of the Executive Committee may call Meetings of the Executive Committee.

Section 4. *Review:* Any action taken by the Executive Committee may be reviewed, modified or annulled at the next regular or special meeting of the Board of Directors.

Section 5. *Quorum:* A quorum at a meeting of the Executive Committee shall consist of two thirds or more of the members.

Article VII – Advisory Board

Section 1. *Membership:* The Advisory Board is composed of people knowledgeable about Apitherapy, as well as people interested in assisting the Board of Directors in carrying out the mission of the Corporation. These Members shall be recommended by the Board of Directors, with approval by a majority of the Board. They shall be appointed for a one year term, and shall be made members of AAS at no cost. They will be asked annually to remain on the Advisory Board for as long as the Directors approve. They may leave the Advisory Board at their own discretion, providing notice to the President.

Section 2. *Tasks:* The Advisory Board members shall provide assistance to the Board of Directors as needs arise. Such needs may include providing advice on apitherapy issues as well as on such matters as legal or financial issues.

Article VII – Indemnification of Officers

Any person who at any time serves or shall have served as an officer or trustee of the Corporation, whether or not in office at the time, shall be indemnified and reimbursed by the Corporation. This indemnification shall be against and for all claims and liabilities to which he may be or become subject to by reason of his being or having been an officer or trustee of the Corporation. This shall also apply to any and all legal and other expenses reasonably incurred in connection with any such claims and liabilities, actual or threatened. This does not include, however, any matter for which he shall have been finally adjudged by a court of competent jurisdiction to be guilty of negligence or misconduct in the performance of his official duties. The Corporation, prior to such final adjudication, may compromise and settle any such claims and liabilities and pay expenses if such settlement or payment, or both appears in the judgment of a majority of the Board of Directors to be for the best interests of the Corporation. Settlement may be made based on a written opinion of counsel to the Corporation, that the Officer of conduct of his office in connection with the matters involved in such compromise, settlement, or payment.

The right of indemnification herein provided shall not be exclusive of any other rights to which any officer or trustee may be otherwise lawfully entitled. Such right of indemnification and reimbursement shall also extend to the personal representatives of any such officer or trustee.

Article VIII – Amendment

These bylaws may be amended at any regular or special meeting of the Board by a two-thirds vote, provided that previous written notice of the amendment was given to all Board members at least 7 days in advance.

Article IX – Fiscal Year

The fiscal year of this organization shall commence on January 1, of each year and end on December 31, of each year.

Article X – Disclaimer

Section 1. The AAS makes no claims about the safety or efficacy or honeybee products, and does not endorse any form of apitherapy. The AAS make available a membership list to its members, upon request. Articles and other material appearing in the Society Journal or on its Website, as well as private or public representations by any one individual are the personal opinion of the author and do not represent those of the AAS.

Section 2. The Board of Directors is the only authorized voice of the Society. Written materials, which are approved by the Board, constitute the only official voice of the Society. No individual member may represent themselves as a spokesperson for the AAS when making public or private statement, whether written or spoken.

Article XI – Finances and Adherence to Federal Tax Code

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article XII - Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c) (3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction 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 exclusively for such purpose.