

BYLAWS
of the
NATIONAL COUNCIL FOR REFLEXOLOGY EDUCATORS

ARTICLE I

1.01. Name. National Council for Reflexology Educators

ARTICLE II

PURPOSES AND GOALS

2.01. Purposes. The purpose of the National Council for Reflexology Educators ("NCRE") shall be to:

- A. Develop national standards for teachers at accepted industry levels for those wishing to teach reflexology.
- B. Act as a resource center for interested educators in meeting those standards.
- C. Promote continuing education so that the members may serve the best interest of their students and the profession.
- D. Act as a voice for educators as they communicate and cooperate with other reflexology organizations within the United States and around the world.
- E. Assist in upholding standards to safeguard the education of students and provide public safety through the recognition of well-trained educators.
- F. Develop a core curriculum creating a national standard that includes educational hours, supporting those wishing to teach and offer national certification.
- G. Offer a designation in accordance with the Policy and Procedures to those educators who are able to meet the national standards as agreed upon by the current Council's Board of Directors.
- H. Promote reflexology to the public and other health care professionals as a complementary health and wellness practice.

2.02. The mission is to meet the diverse needs of the reflexology educational community by bridging the gap between an individual's desire to teach and evolving standards; and give a voice to experienced teachers and those who provide instructional aids.

ARTICLE III

MEMBERSHIP & PRIVILEGES

3.01. Membership. Membership in the Council shall be open to all reflexology educators regardless of their educational program, book(s) or other materials authored in any medium, and other parties interested in teaching and furthering the promotion and acceptance of educational standards in Reflexology. Those who wish to be a member of the Council shall make an application for official recognition and acceptance.

- 3.02. Classes of Membership. There shall be two (2) classifications of membership: Educator and Advocate.
- 3.03. Educator. This membership level shall be defined as an individual who is NCRE certified. This member presents reflexology lessons or imparts knowledge or a skill to a student. Qualifications for this level must meet the criteria defined by the current Board of Directors as described in the Policy and Procedures.
- 3.04. Advocate. An Advocate shall be defined as anyone with an interest in reflexology education, has a product (book, DVD, video, on reflexology or other suitable product for sale to teachers and or students), is a school or program owner, business owner, one considering teaching, and an anyone who desires supporting educational standards but is not yet Certified by the Council.
- 3.05. Privileges. Both classes of membership may take full part in the business of the Council such as, but not limited to: setting policy, voting, holding office, receiving a certificate of membership and the newsletter, receiving a discount on Council sponsored events and any products carried by the Council, and may use the logo of the Council in their business.
- 3.06. Membership Year. Membership shall be from January 1st to December 31st of each year.
- 3.07. Membership Renewal. December 1st-31th is renewal for dues. Renewal notices will be sent to each member by November 15th. If the Council has not received a member's dues by January 1st, a final reminder notice shall be sent and a 30-day grace period will be granted during which time the member may reclaim his or her status. After February 1st the member will no longer be in good standing with the Council and all benefits and privileges shall cease.

ARTICLE IV

DUES

- 4.01. Dues. The Board of Directors shall set and review the membership dues annually. Notification to members of any change shall be made at least six (6) weeks prior to renewal.

ARTICLE V

BOARD OF DIRECTORS & OFFICERS.

- 5.01. Board of Directors. The Council shall have five (5) Directors and collectively they shall be known as the Board of Directors. A minimum of three Directors (3) must be NCRE Certified. The number of Directors or Certified members may change by amendment of these Bylaws, or by repeal of these Bylaws and adoption of new Bylaws, as provided in these Bylaws. Three (3) directors shall serve as Officers and the remaining two (2) shall hold the title of Director of the Council. The initial members of the Board of Directors shall be designated by a consensus of those establishing this Council.

- 5.02. Duration of Terms. Each member of the Board of Directors shall serve a three (3) year term. A Director shall be limited to serving three (3) consecutive terms or longer at the discretion of the Board. A Director is free to resign at any time.
- 5.03. Officers. The Officers of the Council shall be a President, Secretary and Treasurer and be selected from within the Board of Directors. The Officers of the Council shall be chosen by consensus from the Directors of the Board.

No Officer is required or bound to hold a particular office for a full term and may, with consent of the Board, run for another available office. It is the duty and responsibility of the Board of Directors to facilitate, through a majority vote, a change of position when requested for the good of the Council and the Board.

No Officer shall hold more than one office at a time,

- 5.04. Duties. All Officers and Directors shall assist in setting vision and performing any and all business of the Council. The duties of the Officers shall be:

President. Subject to the consent of the Board of Directors, the President shall be the chief administrative officer of the Council supervising the activities and operation of the Council. The President shall preside at meetings, appoint committees, and fill vacancies subject to Board approval, keep the Board of Directors fully informed and shall see that all orders and resolutions of the Board are carried in effect. The President shall have voting privileges on all motions before the Board.

Secretary. The Secretary shall record the proceedings of the meetings, receive all correspondence sent to the Council and respond when appropriate, or forward the correspondence to the appropriate party for reply, coordinate and send out notices of the meetings, process membership applications, issue membership certificates, keep the membership data base and mailing lists up-to-date and send out the newsletter or oversees that these duties are conducted in a timely and efficient manner.

Treasurer. The Treasurer shall be the chief financial officer of the Council, shall keep or cause to be kept and maintain, adequate and correct financial records of the Council. The Treasurer is authorized to collect and deposit dues, disperse funds, write receipts, make a full financial report annually and interim reports as requested. The Treasurer shall be bonded and the bonding fee shall be paid by the Council.

- 5.05. Compensation. All Officers and members of the Board of Directors shall serve without financial compensation. Reasonable expenses shall be reimbursed upon submission of written receipts.
- 5.06. Appointment to the Board. Board members are appointed by unanimous vote of current Board members.

- 5.07. Removal, Resignation and Vacancy. Any Officer or Director may be removed for missing three (3) consecutive meetings, or with or without cause by the other Board members. Any Officer or Director may resign by giving thirty (30) days written notice to the Board of Directors. In the case of resignation, the resigning Officer or Director shall be responsible for fulfilling any commitments to the Board, completing any projects, and training his or her successor.
- 5.08. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section "interested persons" means either:
- a. any person currently being compensated by the corporation for services rendered within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
 - b. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law, partner, or significant other of any such person.
- 5.09. Meetings. The Board shall meet as often as deemed necessary to carry out the business of the Council but no less than once in each calendar quarter. Special meetings may be called by any Board member. Any meeting may be held either in person or by electronic means so long as all directors participating in the meeting can hear one another. Physical meetings may be held any time and any place in the United States at the discretion of the Board of Directors.
- 5.10. Manner of Acting. Three (3) Directors shall constitute a quorum of the Board. A simple majority vote of the Directors present at a meeting where there is a quorum shall constitute action of the Board.
- 5.11. Action without Meeting. Any action required to be taken by the Directors may be taken without a meeting if all members of the Board are polled by telephone or consent in writing to the action through e-mail. Such action shall be entered into the minutes of the Council.
- 5.12. Conduct of Meetings. Meetings of the Board shall be conducted in an informal manner by consensus or in any other manner as agreed upon by a majority of the Directors.

ARTICLE VI

MEMBER MEETINGS

- 6.01. Biennial Meeting. Finances permitting, a biennial meeting to which all members

are invited shall be held, to discuss issues and business, conduct a conference or hold training.

- 6.02. Conduct of Meetings. Meetings of the membership shall be conducted in an informal manner by consensus or in any other manner as agreed upon by a majority of the membership present.
- 6.03. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors. Announcement will be an e-mail notice at least ten (10) business days in advance. The notice will specify the general nature of business proposed. At this meeting only the business that is called for in the notice will be considered.
- 6.04. Voting. All voting shall be conducted through e-mail so that all members have the opportunity to participate. A simple majority of the votes received through e-mail shall constitute action of the Council.

ARTICLE VII

COMMITTEES

- 7.01. Purpose. Committees shall be appointed by the President from time to time as necessary. The purpose of a committee is to carry out specific duties that have been assigned to it by the Board. When any committee is found unnecessary, the Board has the power to disband it.
- 7.02. Conduct of Meetings. The Committees shall conduct meetings and business in an informal manner by consensus and report to the Board as directed. Decisions, through a simple majority vote present at a meeting, shall be forwarded as recommendations to the Board of Directors for consideration. In order to fulfill its task, no committee shall bind the Council in a contract or agreement or expend Council funds, unless authorized to do so by the Board of Directors.

ARTICLE VIII

RECORDS AND REPORTS

- 8.01. Maintenance and Inspection of the Articles of Incorporation and Bylaws. The Secretary of the Council shall keep the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members by appointment.
- 8.02. Review of Proceedings. Upon written request to the Secretary, any member may review the proceedings of the Council at such reasonable time as determined by the Secretary. A reasonable charge may be assessed for the costs associated with complying with such a request.
- 8.03. Reports. The Board shall cause an annual report to be sent to all Directors and members of the Council within 120 days after the end of the Council's

fiscal year containing the following information:

- A. The assets and liabilities at the end of the year;
- B. The principal changes in assets and liabilities during the fiscal year;
- C. The revenues or receipts of the Council during the fiscal year;
- D. The expenses or disbursements of the Council during the fiscal year; and
- E. Reports from Committees and a synopsis of Board actions.

The report shall be accompanied by a statement by the Treasurer that the report was prepared without audit from the books and records of the Council.

ARTICLE IX

GENERAL MATTERS

- 9.01. Checks, Drafts and Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Council shall be signed or endorsed by the Treasurer. The Council shall maintain such bank accounts , debit and credit cards as are necessary,—For sums over \$500.00, two directors must approve via written or electronic communication prior to the purchase.
- 9.02. Contracts and Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may authorize in writing the President and or Treasurer to enter into any contract or execute any agreement instrument in the name of and on behalf of the Council, and this authority may be general or confined to specific instances.
Unless so authorized or ratified by the Board of Directors or within the agency power of any officer, no officers, agent or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to tender it liable for any purpose or for any amount.
- 9.03. Indemnification of Officers, Directors and Agents. No reflexology organization or association or other organization shall have any power or right to enter into any contract or take any action purporting to impose any obligation, contractual or otherwise, upon the Council, or its Officers or Directors, nor to take any action contrary to law or lawful regulation. The Council will maintain the appropriate insurance type to build and maintain the Purposes of the Council.
- 9.04. Fiscal Year. The fiscal year of the Council shall be from January 1st through December 31th.

ARTICLE X

AMENDMENTS AND REVISIONS

- 10.1. These Bylaws may be amended or repealed by and new Bylaws adopted the Board of Directors, Upon approval, amendments and revisions to the Bylaws must be signed by the Secretary before the adoption process is completed.

These Bylaws were approved and adopted by resolution of the Corporation's Board of Directors on: March 11, 2020