

**Restated Bylaws of the,  
ARIZONA SOCIETY FOR PROFESSIONAL HYPNOSIS**

These Bylaws were voted in and restated as the governing  
Bylaws of the Society on August 20, 2023

**ARTICLE I**

NAME

The name of this Society shall be the ARIZONA SOCIETY FOR PROFESSIONAL HYPNOSIS [ASPH]. The entity is a non-profit, Membership organization registered as a Society in good standing in the State of Arizona through the Arizona Society Commission as File Number 0119493-3.

**ARTICLE II**

PRINCIPAL OFFICE

The principal office for the transaction of business for the Society is located at 114 East Palo Verde St. Gilbert, AZ 85296. Any change of this location shall be noted by the Secretary in the records of the Society.

The mailing address of the Society need not be the same as the principal office and may be established by the Executive Board from time to time without updating the Bylaws. Currently the mailing address of the Society is 114 East Palo Verde St. Gilbert, AZ 85296.

**ARTICLE III**

PURPOSE AND OBJECTIVES

This Society is organized and shall be operated to aid the progress and enhance the status of the profession of Hypnosis, professional Hypnotists, and professional Hypnotherapists. The Society shall additionally work to advance the theory and practice of Hypnosis, and Hypnotherapy, and those relationships to all the healing arts and sciences.

The Society's purpose is to encourage and foster connection and community among its members. Promote a free exchange of ideas in an atmosphere of respect, acceptance, and support. To advance relations with the general public, other Hypnosis

organizations, and other professions with the intent to promote a better understanding and a wider acceptance of the field of Hypnosis and Hypnotherapy. And to promote standards, a code of ethics and recommended practices for professionals in Hypnotherapy and the healing arts

As a non-substantial part of the activities of the Society, Members may advocate in response to legislation affecting hypnosis and its practice, but the Society shall not condone, participate, fund raise or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

This Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

#### **ARTICLE IV**

##### **DEDICATION OF ASSETS**

The property of this Society is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Society shall ever inure to the benefit of any Executive Member, Elected Officer, or Member hereof or to the benefit of any private person.

All monies collected from, but not limited to, Membership fees, sales or fundraisers shall be placed in a general fund and all expenses shall be paid from this fund.

Upon the dissolution or winding up of this Society, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation or Society, designated by the Executive Board.

#### **ARTICLE V**

##### **ORGANIZATION STRUCTURE**

- 1) Executive Board. The Executive Board shall consist of: the President, Vice President, Secretary, Treasurer (together, the Elected Officers); the immediate past President; Emeritus Members; and the Parliamentarian. The Executive Board shall be the governing body and shall have the authority to perform all duties and transact business to accomplish the aims and objectives of the Society in accordance herein.

- 2) Emeritus Members. Emeritus Members are persons who are active Members who have served as an Elected Officer for over three (3) collective years and who have received a certificate of outstanding service from the Executive Board. Emeritus Members are permanent Members of the Executive Board as long as they are active and shall be listed by name on the ASPH Website. After receiving Emeritus status, these Members are exempt from paying annual membership dues as stated in Exhibit A of this document.
- 3) Elected Officers. Elected Officers are persons who have been elected by the Members to serve the Society under procedure defined herein.
- 4) Members. To become a Member of the Society, a person must: 1) complete the Membership registration on the Website, 2) chose their Membership level, 3) read and agree to abide by the Bylaws as part of the registration process and 4) pay all dues and fees. Members have limited voting rights as defined herein.
- 5) Guests. Guests are not Members but are allowed to attend General Membership Meetings. They may become Members but otherwise have no rights or authorizations from the Society.

## **ARTICLE VI**

### **EXECUTIVE BOARD**

- 1) Powers.
  - a) General Corporate Powers. The business and affairs of this Society shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board. Any act inconsistent with the Bylaws or the nonprofit purpose of this Society shall be null and void.
  - b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Executive Board shall have the power to:
    - i) Select Members of this Society, fill Elected Officer vacancies and prescribe any powers and duties for them that are consistent with the law, the Articles of Incorporation, and these Bylaws.
    - ii) Impeach any Elected Officer, Emeritus Member or Member for failure to perform duties of an office or for a violation of the Bylaws or Ethic Standards.
    - iii) Change the location of the principal office and, with proper Notice,

- designate a place for the holding of any meeting(s).
- iv) Issue certificates of outstanding service to Members and designate Emeritus status.
  - v) Create Membership levels and associated fee structures.
  - vi) Contract in furtherance of this Society's purposes and objectives.
  - vii) Establish banking and any financial relationships in the name and to the credit the Society as deemed necessary in furtherance of the Society's purpose.
  - viii) The Executive Board, Elected Officers or any of its Members, collectively or individually, may NOT borrow money or incur indebtedness on behalf of this Society.
- 2) Quorum. At least three (3) Elected Officers must be present at an Executive Board meeting to constitute a quorum for the transaction of business. Meetings will be rescheduled by giving proper Notice if a Quorum is not present.
- 3) Executive Board Voting. Once a Quorum has been established, all Executive Board members in attendance (or via Virtual attendance) shall place their vote on an issue. Each Elected Officer shall have one (1) vote, regardless of the numbers of positions they hold. Emeritus Members shall have one (1) vote. Voting shall be by show of hands. Votes will be counted by the Secretary and results recorded in the books and records of the Society. A majority of the vote of those in attendance shall constitute affirmative agreement on an issue. Members do not vote on Society matters except as provided herein.
- 4) Compensation. The Executive Board, Emeritus Members, Elected Officers and Members of Committees shall receive no compensation for their services.

## **ARTICLE VII**

### MEETINGS

- 1) Meetings. No meeting shall take place without a Quorum. Any meeting may be held in person or virtually through web-based platforms provided proper Notice is given in all cases.
- a. General Membership Meetings. General Membership Meetings shall take place monthly on dates and times selected by the Executive Board and properly communicated by Notice in the newsletter and on the Website.
  - b. Executive Board Meetings. The President may call an Executive Board

meeting at any time so long as proper Notice is provided.

- c. Special Meetings. Special meetings of the Members may be called for any purpose, at any time by the President and one additional Executive Board member provided proper Notice is given. The purpose of a Special Meeting (and any associated costs) must be presented in the Notice.
  - d. Annual Meeting. The annual meeting of the Society shall be in combination with a Holiday Party held each year, no later than January 31st. At this meeting, new Officers shall be elected, and the new Executive Board recognized. Any other proper business may be transacted. A holiday party is coordinated by the Vice President, working with the Executive Board. Notice of the party will be in accordance with all other meeting communications and will provide particulars including time, place, details and cost per person (if any). The party is a social gathering and may be funded by the Society if approved by the Executive Board. Members can bring a guest to the meeting provided costs for that person are paid. Attendees will send an electronic payment to the Treasurer no less than five (5) days prior to the party.
- 2) Place of Meetings. Meetings may be held at any place that has been designated by the Executive Board provided proper Notice has been given.
  - 3) Virtual Meetings. Any Meeting may be held virtually with some (or all) attending through a virtual venue so long as all participants can hear one another and effectively communicate. The Secretary shall set up and communicate the virtual venue and provide links thereto in the Notice. All virtual participants shall be deemed present for voting and all other purposes of the Meeting.
  - 4) Notice. Notice shall be given at least seven (7) days prior to any scheduled Meeting.
    - a. Notice for Executive Board meetings shall be given to each participant by phone, e-mail or personal delivery using contact information provided in the records of this Society.
    - b. All other Meeting Notices shall be posted on the Website and in the Newsletter. Except for Special Meetings, a Notice need not specify the

purpose of the meeting.

5) Meeting Order of Business

- a. Call meeting to order promptly.
- b. Elected Officers introduce themselves.
- c. Welcome ASPH Members and visiting Guests.
- d. Introductions by name and relation with the Society (Members or Guests) with brief comment as to reason for attending.
- e. Share information on upcoming classes or events related to Hypnosis or their Hypnosis practice. The Secretary will post these events in the Newsletter. For special events, the Secretary will send invitations to Member e-mail addresses.
- f. Conduct and discuss necessary ASPH business matters (old and new).
- g. Have a short (five-minute) guided visualization for establishing a tranquil mood and centering-focus.
- h. Introduce the presenter's topic or introduce a topic for discussion.
- i. Follow-up questions and answer period.
- j. Ask for discussion, questions and sharing of positive hypnosis-related experiences, share challenging client situations with creative suggestions from the group.
- k. Thank everyone present for attending and for their contribution to the discussion.
- l. Announce next General Membership Meeting and details of its mode (Virtual or Live).
- m. Call for a motion to adjourn.

6) Action without Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting provided proper Notice is given and provided a majority of Executive Board Members consent to the meeting. Consent can be given by e-mail, text, phone, etc. Such action by this consent shall have the same force and effect as if an Executive Meeting had been held. Consent shall be filed with the minutes of the proceedings of the board.

**ARTICLE VIII**

**DUES AND FEES**

The Executive Board shall determine the fees associated with different Membership

levels. Members of the Society will vote to ratify new fee structures in accordance with Member voting procedures stated herein.

- 1) Dues and Fees. Initiation fees and annual dues will be charged for Membership in the Society. The Dues and Fees structure is attached as Exhibit A and may be changed from time to time with a vote of the Members but without an amendment to these Bylaws.
- 2) Changes to Dues and Fees. A two-thirds affirmative vote of the Members in attendance at a Special or Regularly scheduled meeting shall be required for adoption of a new Dues and Fees schedule.
- 3) Payments in Arrears. Members whose annual Dues are in arrears for more than thirty days after the beginning of the calendar year will have their Membership revoked and their Membership level changed to Guest status until outstanding fees are paid in full.
- 4) Waiver of Fees.

a. The following ASPH Members are exempt from paying Basic Membership Dues.

- Current Elected Officers
- Immediate Past President
- Emeritus Members
- Parliamentarian

If an Executive Board Member chooses a Sponsor Membership level, annual dues must be paid according to the Dues and Fees schedule shown in Exhibit A.

## **ARTICLE IX**

### ELECTED OFFICERS

- 1) Elected Officers. The elected officers of this Society shall be a President, Vice President, Secretary, Treasurer and Parliamentarian.
- 2) Appointed Officers. The Executive Board may appoint and may authorize the President or another Elected Officer to appoint any other officers that the business of the Society may require. Each such Appointed Officer shall have a title and will hold office for the duration set by the appointing Executive Board. Appointed Officers shall have the authority to perform the duties specified in the Bylaws or

as determined by the Executive Board.

3) Multiple Appointments. A Member may hold more than one office, except that neither the Secretary nor the Treasurer may serve concurrently as the President. A person has only one (1) vote regardless of the number of offices they hold.

4) Election of Officers.

a. Nomination of Officers. Only Members in compliance with these Bylaws and the Ethics Standards herein shall be eligible to hold office. A candidate shall additionally have been a Member for at least one year (1) of the proceeding five years (5), and/or has attended a majority of General Membership Meetings during the immediate prior calendar year as evidenced by the recorded meeting minutes.

i. Nominations of Officer positions may begin at the September Regular Meeting and continue up to the time of the November Regular Meeting.

ii. A candidate must be present at the Regular Meeting in which their nomination is placed, unless the candidate is verifiably: ill, with a client/patient or has a circumstance or obligation that arises that is outside of their control.

b. Elections. Voting for Officers shall take place at the Regular November meeting.

i. Members in attendance (or by virtual attendance) will vote in accordance with the Member Voting procedures herein to elect new Officers.

ii. The candidate receiving the highest number of votes shall be declared for each office and installed as a new Officer as defined hereinafter.

c. Installation of Elected Officers

i. The newly elected Officer shall be installed at the Annual Meeting by the exiting President or other exiting Executive Board Members. If one or more of the newly elected Officers are absent, they shall be installed at the next Executive Board meeting.

ii. An office shall be declared vacant, and a successor appointed by the Executive Board as defined herein, should a newly-elected Officer,



after proper Notice, fail to attend any meeting having the purpose of installing the Officer.

- d. Term of Office. Each Elected Officer shall hold office for one (1) year and until a successor has been designated or elected.
- e. Removal. An Elected Officer may be removed by the Executive Board for Bylaw violations or failure to perform duties. Removal shall proceed under the Complaint and/or Impeachment process provided herein.

5) Office Vacancies.

A vacancy in any office shall be filled only in the manner prescribed in these Bylaws.

- a. Filling Vacancies. Vacancies among the Elected Officers may be filled by a Vote of the Executive Board. A Member elected or appointed to fill a vacancy shall hold office until the next Annual Meeting.
- b. Resignations. Except as provided below for the Secretary or Treasurer, any Elected Officer may resign by giving written notice to the President or Secretary. The resignation shall be effective when notice is given unless the notice specifies a later time. Any resignation is without prejudice to the rights and continued association of this Society provided resignation is not due to violations of these Bylaws.
- c. Restricted Resignations. The Secretary and Treasurer shall give thirty (30) days written notice prior to resigning. Resignations shall be accepted upon the completed transfer of information in accordance their Duties as defined herein.

6) Impeachment. Any Elected Office holder may be impeached for failure to perform the duties of their office or for other matters brought to the Executive Board through a formal Complaint.

- a. For the purpose of Impeachment, the President will create an Ethics Committee in accordance herein.
- b. If an elected Office holder is impeached, the verdict shall stand unless appealed within thirty (30) days and reversed by an affirmative vote of four-fifths of the Executive Board.

**ARTICLE X**

DUTIES OF ELECTED OFFICERS

1) President. The President shall:

- a. Be subject and answer to the Executive Board
  - b. Be the chief officer of the Society and generally supervise, direct, and control the business of the Society.
  - c. Sign all official documents.
  - d. Preside at all meetings and follow the Order of Business as stated herein.
  - e. Enforce strict compliance with the Bylaws and Ethics Standards.
  - f. Appoint the chairpersons of all Committees. If the President is a member of a Committee, the President shall have no vote except to break a tie or deadlock relating to decisions to be recommended to the Executive Board.
  - g. In coordination with the Treasurer, have access to the ASPH checking account, including having bank signing permission, username, password and any other information to affect banking transactions.
- 2) Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall:
- a. Assist the President as requested in the performance of their duties.
  - b. Be responsible for securing the place for the Annual Meeting, take reservations for the Holiday Party (held in conjunction with the Annual Meeting) and contact the venue or party host, for the final count of guests and menu choices.
- 3) Secretary. In the absence or disability of the President and Vice President, the Secretary shall perform all the duties of the President or Vice President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President and Vice President
- The Secretary shall additionally attend to the following:
- a. Keep or cause to be kept a book of minutes of all meetings (Regular, Special, etc.) with the time, the Executive Board members making the Quorum, the names of those present and a record the discussions, actions, and resolutions of any Meeting. In the case of a Special Meeting, the Secretary will additionally record how the meeting was authorized and how Notice was given.

- b. Give, or cause to be given, Notice of all Executive Board, Committee, and all other Meetings.
- c. Set up links and communicate the Website and instructions for Virtual attendance at all Meetings.
- d. In advance of General Membership Meetings, send the Newsletter to each Member, containing meeting Notice, current announcements, schedule of forthcoming Society events, training and other information deemed to be of value to Members.
- e. Post, or cause the Newsletter to be posted on the ASPH website, [www.hypnosisaz.com](http://www.hypnosisaz.com).
- f. In cooperation with the Treasure, keep an accurate database of Society Members and Guests, including level of Membership, Dues and Fees paid, name and current: address, phone numbers, e-mail address and URL address.
- g. Be the contact person for, and receive notices from, Society Members for the purpose of coordinating and disseminating information in the newsletter and on the Website.
- h. Maintain and keep current information relating to the ASPH website including username, passwords, File Transfer Protocol (ftp) and all other proprietary information.
- i. Work with the Webmaster to maintain the Membership Registration page of the Website.
- j. Have other powers and perform such other duties as may be prescribed by the Executive Board or the Bylaws.

At the expiration of the Secretary's term of office or prior to resigning, the Secretary shall give a correct report of the business of the Office to the Executive Board and deliver to the successor all books and other property belonging to the Society prior to retiring the Secretary position.

- 4) Treasurer. In the absence or disability of the President, Vice President and Secretary, the Treasurer shall perform all the duties of the President, Vice President and Secretary, and when so acting shall have all the powers of the above and be subject to all the restrictions upon each Office.

The Treasurer shall attend to the following:

- a. Keep and maintain, or cause to be kept and maintained, adequate and correct records of accounts, properties, assets, and business transactions of this Society.
- b. In coordination with the President, have access to the ASPH checking account, including having: bank signing permission, username, password and any other information to affect banking transactions.
- c. Send, or cause to be given to the Executive Board such financial statements and reports as required by law, these Bylaws, or by the Executive Board. The book of accounts shall be open to inspection by any Executive Member at all reasonable times.
- d. Render to the President and the Executive Board, whenever they request it, an account of the financial condition of the Society.
- e. Deposit all money and other valuables in the name and to the credit of the Society with such depositories as may be designated by the Executive Board
- f. Disperse the funds of the Society as may be ordered by the Executive Board.
- g. File the ASPH Annual Report with the Arizona Corporation Commission by June of every year and pay the annual registration fee with the ASPH debit card.
- h. Invoice all Members for their annual dues and keep an accurate account of all monies received and expended.
- i. Send a monthly report to the Secretary reporting on the current Membership Due and Fees.
- j. On a monthly basis, coordinate with the Secretary to keep current the Membership roster and database of paid-up Members.
- k. Each year, send Membership certificates (by e-mail or other electronic means) to Members after receipt of payment.
- l. Collect and pay all invoices relating to the expenses of the Society in a timely manner.
- m. At the Annual Meeting, the Treasurer shall give a current and accurate accounting of all monies in the Society's checking account.

At the end of their term of office or prior to resigning, the Treasurer shall deliver all

financial instruments and materials to the newly elected Treasurer. The Treasurer shall also meet with the President and newly elected/appointed Treasurer at a branch of the ASPH bank to change the signers' names on the ASPH checking account. The Treasurer's address shall become the U.S. Postal Service mailing and business banking address for ASPH during the Treasurer's term.

All disbursements made by the Treasurer from any monies belonging to the Society shall be paid by check or the ASPH bank debit card. The Treasurer is not authorized at any time on behalf of the Society to make payments by cash. All expenditures that exceed one hundred dollars (\$100.00) must be approved by the Executive Board.

At the expiration of the Treasurer's term of office or prior to resigning, the Treasurer shall give a correct report of the accounts and finances to the Executive Board and deliver to the successor all books and other property belonging to the Society prior to retiring the Treasurer position.

- 5) Parliamentarian. The Parliamentarian shall serve as the resource agent for updating the Society's Bylaws and Ethics Standards. The Parliamentarian shall:
- a. Regularly review governing documents and present proposed changes to the Executive Board for approval in accordance with the rules herein.
  - b. Interpret the Bylaws and shall inform the Executive Board relative thereto.
  - c. Confer with legal or knowledgeable consultants about the constitutionality of, or ramification relating to, changes of these Bylaws.
  - d. Maintain compliance with the Arizona Revised Statutes, Title 10, Chapter 24 (General Provisions-Nonprofit Corporations).

## **ARTICLE XI**

### MEMBERS

- 1) Eligibility. Membership shall be open to persons who meet the Ethical Standards as defined herein, who apply for Membership, consent to the Bylaws during the application process and who support the aims of this organization. Such Members are eligible to hold office, vote on limited issues and participate in meetings, activities and communications.
- 2) Rejection. After considered deliberation, the Executive Board may, in its sole discretion, determine to not accept an applicant for membership to the Society. Any applicant rejected by the Executive Board may appeal the decision within 30

days of being rejected in accordance with the provisions herein. The Executive Board's decision on appeal shall be final.

3) Member Voting.

- a. Members vote only on the following Society issues:
  - i. Changes to the Bylaws
  - ii. Changes to Fees
  - iii. The election of Officers
- b. Meeting attendance may be in person or through electronic venues set up by the Secretary with proper Notice.
- c. Votes may be taken by show of hand, verbal confirmation or by electronic ballot.
- d. On the issues where Members vote, an affirmative vote of two-thirds (2/3) of members in good standing and present for the vote will constitute the affirmative decision of the Membership.
- e. Each Member has one (1) vote. Elected Officers, Emeritus and Executive Members may vote on Member issues as a Member of the Society. Each person, regardless of the number of titles held, has one (1) vote.
- f. Approved changes will be effective on the first day of the month following the vote.

**ARTICLE XII**

**CERTIFICATION OF ASPH MEMBERS**

1) Membership Application Process. Applicants for ASPH Membership shall:

- a. Have completed the ASPH Membership form for their chosen Membership Level and have had their application accepted by the Executive Board for ASPH membership.
- b. Verify through the application on the Website that they have read and will comply with the Society's Bylaws and Ethics Standards.
- c. Pay the Dues and Fees associated with their Membership Level and Certification Process.

2) ASPH Certification. To receive an ASPH Certification certificate, a Member must:

- a. Fill out the ASPH Application.
- b. Be an ASPH member in good standing and be in compliance with the Bylaw and Ethics Standards of the Society.

- c. Methods of Certification:
  - i. Complete an independent course provided an ASPH Certified Member.
  - ii. Be certified by other hypnosis organizations (NGH for example)
  - iii. Complete the ASPH Certification program including passing:
    - 1. The ASPH written certification test.
    - 2. A practical in-person or Virtual verbal examination and a live demonstration of their method of utilizing hypnosis.
- d. Upon the successful completion of the Certification Process a Member will receive a certificate, signed by the President or Vice President, that designates them as a certified hypnotist.

**ARTICLE XIII**  
**COMMITTEES**

The Executive Board may establish one or more committees, to serve at its pleasure. The Committee will be authorized to act for a specific purpose and will present its findings to the Executive Board, who shall vote on actions in accordance herein. No committee, regardless of Board resolution, may act on matters unless approved by the Executive Board.

- 1) Committee Appointments. A Committee Chairperson shall be appointed by the President and approved by at least one member of the Executive Board. Except for the Committee chairpersons, all appointments of committee members shall be made by the chairperson of said Committee. If the President or Vice President is the Committee Chairperson, two (2) members of the Executive Board must approve the appointment.
- 2) Committee Composition. Except for the Ethics Committee, a committee can be made up of Executive Board members, Members and non-members having specific expertise on matters before the Committee.
- 3) Meetings and Action of Committees. Minutes shall be kept by the Committee Chairperson. Minutes shall be delivered to the Secretary who shall file the minutes with the corporate records. Committee recommendations shall be submitted to the Executive Board which, in its sole discretion, may adopt recommendations from the committee that are consistent with these Bylaws.

**ARTICLE XIV**

## COMMUNICATIONS

- 1) Member Information. It is the responsibility of each Society Member to keep their contact information current. Members shall provide updates by e-mail to the Secretary when contact information changes.
- 2) Website.
  - a. Contributions to the Website.
    - i. Only Members can contribute to the Website.
    - ii. The Website is a resource to Members in good standing to promote their practice by contributing to various sections of the Website including: blogs, articles about hypnosis, videos, etc.
    - iii. Contributions may be submitted to the Secretary at any time and will be added with each scheduled Website update.
    - iv. Submissions must be in furtherance of the objectives of the Society.
    - v. Any submission may be rejected by the Executive Board in its sole discretion.
  - b. Website Oversight. At the first Executive Board meeting of each year, the Executive Board shall review all aspects of the Website, including but not limited to, administration, hosting, budget, structure and content.
    - i. If necessary, the Executive Board will appoint a Committee to develop recommendations for revisions. The Website Committee will present a list of recommendations and associated costs to the Executive Board for approval.
  - c. Structure and Maintenance of the Website.
    - i. Name. ASPH's Web domain name is hypnosisaz.com.
    - ii. Webmaster. A Webmaster shall be appointed by the President for the purpose of maintaining the ASPH Website
    - iii. Duties of the Webmaster
      1. Maintain the Website and keep links and documents therein current.
      2. Be the contact person for all matters pertaining to the Website and Web hosting.
      3. Work integrally with the Secretary to post and maintain



the most current data and content for the organization and its Membership.

4. Get estimates on costs relating to domain fees, hosting, page creation, site updates, etc.
5. Obtain pre-approval from the Executive Board prior to incurring costs. Submit pre-approved invoices to the Treasurer.
6. Upon any change of Website access information, provide the President and Secretary the username, passwords, File Transfer Protocol (ftp) and all other proprietary information pertaining to the ASPH Website.

3) Newsletter.

- a. Timing. The newsletter shall be sent not less than seven (7) days or more than twenty-five (25) days prior to the next Regular Meeting. The Newsletter will be sent by e-mail.
- b. Newsletter Contributions
  - i. Only Members can contribute to the Newsletter
  - ii. Contributions may be submitted to the Secretary at any time. Submissions will be added to the next following edition.
  - iii. Submissions must be in furtherance of the objectives of the Society.
  - iv. Any submission may be rejected by the Executive Board in its sole discretion.

**ARTICLE XV**

**AMENDMENTS**

Bylaws may be adopted, amended, or repealed by a vote of Members in accordance with the voting procedure herein. Alterations to the Bylaws shall be submitted to the Parliamentarian in writing who shall present them to the Executive Board for discussion and, if approved, for drafting of specific language for integration into the Bylaws.

The proposed language will be presented to Members at the next Regular meeting of the Society. Members may propose new or altered language for integration into the Bylaws. Adoption of changes to the Bylaws will be in accordance with Member

Voting Procedures.

## **ARTICLE XVI**

### **INDEMNIFICATION OF THE EXECUTIVE BOARD AND ELECTED OFFICERS**

Members are expected to act reasonably and in good faith in the carriage of their duties. However, the actions of each Executive Member, Elected Officer, Member, agent, contractor or Guest are entirely their own. The Society will not indemnify them if suit or legal action is brought against them in relation to any action associated with the Society or its business.

## **ARTICLE XVII**

### **RECORDS AND REPORTS**

- 1) Maintenance of Corporate Records. The Society shall keep:
  - a. Adequate and correct records of accounts, asset and liabilities.
  - b. Written minutes of the proceedings of all Meetings
  - c. Current contact information for all Executive Members, Emeritus Members and Members.
- 2) Inspection by the Executive Board. Every Executive Member shall have the absolute right at any reasonable time to inspect the Society's physical properties and all books, records and documents of every kind. The right of inspection includes the right to copy and make extracts of documents.
- 3) Filing. File the ASPH Annual Report with the Arizona Corporation Commission in a timely manner.
- 4) Annual Report. The Treasurer shall cause an annual report to be sent to the Executive Board within one hundred twenty (120) days after the end of the Society's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:
  - a. The assets and liabilities of the Society as of the end of the fiscal year.
  - b. The principal changes in assets and liabilities.
  - c. The revenue or receipts of the Society.
  - d. The expenses or disbursements made during the year.

## **ARTICLE XVIII**

### **ETHICS STANDARDS**

To be in good standing in the Society, a Member or applicant shall 1) have no legal or punitive actions taken (or pending) against them relating to their work on

Hypnosis or as a Hypnotherapist, 2) have no on-going or outstanding Complaints against them by Society Members or the general hypnotherapy community or as generally made known from sources outside the Society.

1) Complaints. Complaints against a Member shall be submitted in writing to a Member of the Executive Board. Complaints will not be reviewed by the Executive Board unless they are complete and supported in accordance herein.

- a. Written Complaint. Complaint shall be dated and submitted in writing. The Complaint shall include the date of the incident causing the complaint, name of person(s)/property harmed, description of harm caused, necessary details to support claims and signature of Complainant affirming the information in the Complaint is true, made in good faith and to the best of their knowledge.
- b. Deliberations. After due process and considered deliberation of the written Complaint, the Executive Board may declare the Complaint justified or unjustified. The Executive Board may dismiss the Complaint, suspend, or expel the accused or take other disciplinary action at their discretion.
- c. Notice of Complaint. If the Executive Board decides to pursue an investigation of a Complaint or take action, it will have thirty (30) days to notify the accused. A hearing date shall be set within 30 days of the date of Notification. If the accused can't be reached or refuses to participate in a hearing within those thirty (30) days, the Executive Board may terminate the Member's Membership.
- d. Rights of the Accused. A Member, against whom a Complaint is lodged, shall receive a copy of the written Complaint and have the opportunity to address allegations and speak on his/her own behalf, with or without aid of counsel at a hearing set according to the terms herein. The accused may support their position by having witnesses testify on their behalf.
- e. Confidentiality. Except for persons appearing as a witnesses or counsel, only members of the Executive Board or the Ethics Committee (as defined below) will attend Complaint meetings. All discussions and actions of the Complaint meeting will be strictly confidential.

- f. Decisions. The final decision of the Executive Board will be communicated to the accused in writing within thirty (30) days after the hearing date. The decision will state the date of the decision and brief reasons supporting the decision made.
  - g. Appeal. Any person found to be in violation of the Bylaws or Ethics Standards shall have thirty (30) days from the date of the written decision to appeal the decision. A decision can be reversed by an affirmative vote of four-fifths of the Executive Board. Appeals for impeachment will be discussed at the most immediate next Executive Board Meeting and final decisions made and reported back to the appellant within thirty (30) days of that Executive Board Meeting.
  - h. Bad Intent. Any Member bringing charges against another Member for the purpose of maliciously or otherwise injuring such Member, shall be liable to suspension or expulsion from the Society by the same procedure as stated above.
  - i. Ethics Committee. The Executive Board may address the Complaint itself or, in its sole discretion, create an Ethics Committee to investigate the Complaint to assist in a good faith effort to resolve the issue or determine appropriate action.
- 2) Creation of an Ethics Committee. In case of events, including but not limited to, impeachment or complaints brought against an Executive Board member, Elected Officer, Emeritus Member, Member or applicant to the Society, the Executive Board is authorized to appoint an Ethics Committee.
- a. Structure. This Ethics Committee shall consist of a minimum of three (3) Members and a maximum of five (5) Members. Members against whom the Complaint is lodged, shall not be members of the Committee.
  - b. Authorization. The Committee has authorization to take action against a person in violation of the Bylaws or Ethics Standards. It shall require a two-thirds (2/3) vote of the Members of the Ethics Committee to act in furtherance thereof.
  - c. Process of Review. Except as stated here, the Ethics Committee shall follow the same procedure as outlined in the Complaint section above.

## ARTICLE XIX

MISCELLANEOUS

- 1) Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of Arizona Revised Statutes, Title 10, Chapter 24 (General Provisions-Nonprofit Corporations) shall govern the interpretation of these Bylaws.

**CERTIFICATE OF SECRETARY**

I hereby certify that I am the duly elected and acting Secretary of the ARIZONA SOCIETY FOR PROFESSIONAL HYPNOSIS, an Arizona nonprofit Society, and that the above and foregoing Bylaws were adopted as the Bylaws of this Society in accordance with the Bylaws and Constitution dated amended on\_\_\_\_\_.

These restated Bylaws replace the aforementioned documents and will be recorded in the books and records of the Society as the Bylaws of the Society effective as of \_\_\_\_\_. I further Certify that these Bylaws have not been amended or modified since that date.

Secretary \_\_\_\_\_

Print name \_\_\_\_\_

Date: \_\_\_\_\_

## **Exhibit A - Membership Dues and Fees**

The Membership initiation, annual dues for Membership Levels and Certification fees are as follows:

- New Basic Membership: Applicants (who have never been associated with ASPH) applying for Basic Membership, will pay an initiation fee of forty-five (\$45) plus the first year's annual dues of forty-five dollars (\$45); a total of Ninety dollars (\$90).
- New Sponsor Membership: Applicants (who have never been associated with ASPH) applying for Sponsor Membership, will pay an initiation fee of forty-five dollars (\$45) plus the first year's annual dues of ninety dollars (\$90); A total of one hundred and thirty-five dollars (\$135).
- Returning Basic Membership: Applicants (who have at any time in the past been a Member of ASPH) applying for Basic Membership, will pay annual dues of forty-five dollars (\$45).
- Returning Sponsor Membership: Applicants (who have at any time in the past been a Member of ASPH) applying for Sponsor Membership, will pay annual dues of forty-five dollars (\$45) plus a forty-five dollar (\$45) Sponsor fee; a total of ninety dollars (\$90).
- Executive Board Basic Membership: Applicants who are current Executive Board Members, who choose to participate at the Basic Membership level will pay annual dues of zero (\$0).
- Executive Board Sponsor Membership: Applicants who are current Executive Board Members, who choose to participate at the Sponsor Membership level will pay annual dues of forty-five dollars (\$45).
- Certification Fees: Members applying to receive an ASPH Certification certificate, will pay a Certification fee of forty-five dollars (\$45) in addition to Membership Level fees.
- Past Members and Guests: who choose only to receive the Monthly Newsletter, will pay an annual fee of ten dollars (\$10).

All dues are payable at the beginning of the new year or upon completion of Membership Application. However, any new Member whose application is accepted during the last six months of a given year will be treated as having paid the January payment of the following year. By way of example, if a person pays their fees in August of 2023, they will not need to pay fees again until January 2025.