

# Minnesota Association of Naturopathic Physicians

## BYLAWS As Amended April 2021

### Article I -- Known As

#### **Section 1. Name**

This organization will be known as the **Minnesota Association of Naturopathic Physicians**, hereafter known as the Association or as **MNANP**.

#### **Section 2. Definition**

This Association recognizes and adopts the definition of naturopathic medicine as defined by the American Association of Naturopathic Physicians (AANP).

Naturopathic medicine is a distinct method of health care -an art, science, philosophy and practice of diagnosis, treatment, and prevention of illness. Naturopathic physicians seek to restore and maintain optimum health in their patients by emphasizing nature's inherent self-healing process, the *vis medicatrix naturae*. This is accomplished through education and the rational use of natural therapeutics.

### Article II -- Purpose

#### **Section 1. Purpose**

The purpose of this Association will be to:

- a. Advance the philosophy, science and art of naturopathic medicine;
- b. Promote interest in and knowledge of naturopathic medicine professionally and socially;
- c. Give social, and intellectual support, and, where it is justified, financial and legal protection; and
- d. Educate the public as to the merits of naturopathic medicine;
- e. Promote licensure and scope of practice of naturopathic doctors who have graduated from programs for naturopathic medicine recognized by the American Association of Naturopathic Physicians (AANP) and the Council of Naturopathic Medical Education (CNME) or its federally recognized successor agency that is acceptable to the AANP.

### Article III -- Membership

#### **Section 1. Membership Classification**

The membership of this organization will be of six classes:

Naturopathic Doctor Member (Regular Member), Associate Member, Supporting Member, First Year Graduate Member, Second Year Graduate Member and Full Time Student Member.

#### **Section 2. Membership Definitions**

a. **Naturopathic Doctor Member** will be a doctor who is a graduate of a college of naturopathic medicine recognized by the American Association of Naturopathic Physicians (AANP) or the Council on Naturopathic Medical Education (CNME) or its federally recognized successor agency that is acceptable to the AANP; and s/he shall have passed the AANP recognized national medical licensing exam; and s/he shall be registered as a Naturopathic Doctor in the State of Minnesota.

b. **Associate Members** will be registered as a Naturopathic Doctor in the State of Minnesota,

but not actively practicing medicine in the State of Minnesota.

c. **Supporting Members** will be individuals or entities wishing to support the purposes of this Association, who are not eligible for other membership classifications and who are individually recognized as appropriate by the Membership Committee.

d. **First Year Graduate Member** shall consist of individuals who are Naturopathic Doctors who are in their first year post graduation or an alumni of a college whose graduates are eligible for regular membership who graduated in the previous calendar year. They shall be eligible for reduced membership fees.

e. **Second Year Graduate Member** shall consist of individuals who are Naturopathic Doctors who are in their second year post graduation. They shall be eligible for reduced membership fees.

f. **Full Time Student Members** will be enrolled at a college whose graduates are eligible for Naturopathic Doctor membership. They shall be eligible for reduced membership fees.

### **Section 3. Voice, Voting, and Holding Office**

Members of each classification shall be empowered to have voice in the business of the Association, to vote and to hold office as follows:

a. **Naturopathic Doctor Members** will be empowered with full rights and privileges to have voice in the business of the Association, and to vote and to hold office, in the manner described in these bylaws and the Association policy documents.

b. **Associate Members** will have a voice in the meetings or business of the Association; Associate members are not eligible to vote on MNANP matters, and may not hold office on a Board of Directors. Associate Members are not eligible to be elected as Delegates to the AANP House of Delegates.

c. **Supporting Members** will have a voice in the meetings or business of the Association; Supporting members are not eligible to vote in MNANP matters, and may not hold office on a Board of Directors. Supporting Members are not eligible to be elected as Delegates to the AANP House of Delegates.

d. **First Year Graduate Member** will be empowered with full rights and privileges to have voice in the business of the Association, and to vote and to hold office, in the manner described in these bylaws and the Association policy documents.

e. **Second Year Graduate Member** will be empowered with full rights and privileges to have voice in the business of the Association, and to vote and to hold office, in the manner described in these bylaws and the Association policy documents.

f. **Full Time Student Members** have a voice but are not eligible to vote in the business of the MNANP. Student members are not eligible to be elected as Delegates to the AANP House of Delegates.

### **Section 4. Membership Application**

Membership application will be made on a form and in a manner prescribed by the Association's Membership Committee. The application will be accompanied by either the full yearly dues or an agreement for payment on a monthly basis.

### **Section 5. Membership Dues**

The ongoing privilege of membership may be subject to such fees and dues as may be established by the Board of Directors. The amount and time of payment of fees and dues shall be fixed from time to time by the Board of Directors and shall be subject to increase or decrease. This will include the amount, schedule of payment, renewal dates and starting date of the membership year, including setting fees for pro-rated time periods, as necessary. The MNANP officers will be permitted a 50% discount on membership dues.

A member whose dues will remain unpaid for three (3) months from the due date of payment in full or of any arranged installment will be suspended from membership. Such member may be reinstated upon payment of all unpaid dues and assessments. No dues will be refunded if a membership is terminated for cause or because of resignation.

The MNANP Board of Directors shall have the authority to develop, establish, and enforce policies to determine, amend, modify, and, in special circumstances, reduce or waive fees, dues, and assessments for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

### **Section 6. Assessments**

To meet emergencies the Association, by majority vote, may levy such voluntary assessments as are considered necessary. Proposals for emergency assessments require approval of the Association officers prior to presentation to the membership.

### **Section 7. Revocation of Membership/Suspension of voting powers**

Any member whose registration to practice naturopathic medicine has been revoked will automatically cease to be a member. Such membership may be renewed if and when the revoked registration has been restored. Any member whose registration has been suspended may remain as a member of the Association, but will have no vote during the period of his or her license suspension.

## **Article IV -- Meetings**

**Section 1.** The regular meeting of the MNANP will be the annual meeting. Additional routine meetings may be scheduled for purposes of pursuing the goals of the Association. Special meetings may be held at any time upon the call of the President or by a majority of the Executive Committee (as defined below) or upon written request of 25% of the membership.

**Section 2.** The time and place for holding the annual meeting will be determined and stated at least 90 days before the date thereof. When not determined by a vote of the Association at an annual meeting, the time and place of the next annual meeting will be determined by the Executive Committee (as defined below) .

**Section 3.** Not less than ten days of notice of an annual meeting will be given to all members of the Association. Not less than five days notice will be given for routine or special meetings. All members of committees will be given at least five days notice of the meetings of committees of which they are members.

**Acceptable forms of notice:** Meeting notices are to be written and may be delivered personally, mailed, electronically, emailed or faxed to all members. Notices will be sent to the last recorded address (postal or email) or facsimile number. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail as so addressed if the postage thereon is prepaid. If faxed, such notices shall be deemed delivered when confirmation of receipt of the facsimile is received by the sending party. If emailed the email shall be deemed delivered if no notice of return is received. All notices shall state the date, time, place, and purposes of the meeting.

The attendance of a voting member at a meeting shall constitute a waiver of notice of such meeting by such member, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.** A majority of the Executive Committee (as defined below) membership will constitute a quorum for the transaction of business at any meeting; and a majority of any committee will have authority to act for that committee.

**Section 5: Voting By Electronic Ballot and or Written Ballot:** Any action that the members may take at a meeting of the members may be taken without a meeting by written ballot pursuant to this Section. The Association will mail or deliver a written ballot to every member entitled to vote on the matter setting forth the proposed action and providing an opportunity to vote for or against the proposed action. An action shall be approved by written ballot only if both (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the members; and (2) the number of approvals received equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve the matter (other than election of directors), and specify the time by which the ballot must be delivered to the Association in order to be counted, which time shall not be less than seven days after the date the Association delivers the ballot. The Association may conduct a vote by electronic means and ballots may be delivered through an online voting system.

#### **Article V -- Officers and Committees**

**Section 1.** The Officers of the MNANP will be chosen from the Naturopathic Doctor Members or First or Second Year Graduate Members in good standing. A Supporting Member may serve as the Public Outreach Director or the Fundraising Coordinator, but not both at the same time. A Supporting Member serving as an Officer does not have voting rights. The Board of Directors can choose to waive membership dues for a Supporting Member serving as an Officer.

**Section 2.** Officers of this Association will be the President, the Vice President, the Secretary, the Treasurer, the Public Outreach Director and the Fundraising Coordinator. All officers will be elected in accordance with the provisions of Article V, Section 3 of these bylaws. The term of each office of each officer is two years. An Officer holds office until expiration of the term for which the Officer was elected or appointed and until a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of the Officer.

**Section 3.** Election of new officers or election of current officers and directors to a subsequent term will be completed in advance of the annual meeting of the Association, and announcement of the election results will be the first item of business at the annual meeting of the Association. Voting shall take place by ballot distributed electronically. The nominees will be listed alphabetically on the ballot.

The candidates receiving the highest number of votes for each elected position will be declared to be elected. Tie votes will be broken by the drawing of lots.

**Section 4:** Should any Officer resign or absent him/herself for three consecutive Board meetings, or fifty (50) percent of the Board meetings in a given year, his/her seat on the Board may be declared vacant, and the Board of Directors may forthwith proceed to fill the vacancy for the duration of his/her term.

Any Officer vacancy may be filled by the affirmative vote of a majority of the remaining Officers. An Officer appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

In alternating years, three (3) of the six (6) Officers shall be elected. The President, Secretary and Fundraising Coordinator are elected in even-numbered years. The Vice President, Treasurer and Public Outreach Director are elected in odd-numbered years.

Each Officer so elected shall hold office until the annual meeting of the membership two years after the meeting at which he/she is elected or until he/she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. Terms of Officers shall commence immediately upon their election. Officers may run for reelection upon the expiration of their terms.

**Section 5.** Duties of the Officers of the Association will be respectively such as are specified by Robert's Rules of Order (revised) for such officers, except that the President will act as the Chairperson of the Executive Committee. (as defined below) .

**Section 6.** The President will preside at all meetings of the Association and act as Chairperson of the Executive Committee (as defined below). S/He will serve as a liaison with other professional organizations and maintain regular contact with the AANP as well as other regional state/provincial naturopathic associations. The President will administer the bylaws and perform all the duties incident to his/her office and generally will oversee the business and affairs of the Association.

**Section 7.** The Vice President will preside as President at all meetings in the absence of the President. The Vice President will direct all continuing education events sponsored by the Association. The Vice President will update and maintain the Association's website.

**Section 8.** The Secretary will have the care and custody of the records and archives of the Association. The Secretary will keep and maintain all minutes of regular or special meetings of the Association. S/He will be responsible for Association correspondence. The Secretary will keep a record of all members taken into the Association, together with a list of all members suspended or expelled, fined or dropped for non payment of dues, as well as a list of members in good standing; and report the same to the annual meeting. The Secretary will have a permanent mailing address.

**Section 9.** The Treasurer will have the care and custody and be responsible for all the funds and securities of the Association. S/He will deposit all Association funds promptly in a bank which will be designated by written order of the Executive Committee. S/He will keep accurate books and records of account for all business transactions of the Association. The Treasurer will render a full financial report of the business affairs and standing of the Association at annual meetings. S/He will further perform all duties incident to the office of the Treasurer of the Association and such further duties relating to the financial affairs of the Association that may be assigned by the Executive Committee or the Association. S/He will maintain an updated list of corporate sponsors or donors of the Association and publish that list quarterly for the members.

The funds, books, and vouchers of the Association will, with the exception of confidential reports submitted by members, be subject to verification and inspection by the Executive Committee. The Treasurer will have a permanent address.

**Section 10.** The Public Outreach Coordinator (POC) will be responsible for education about naturopathic medicine for the public on behalf of the Association and its members. S/He will

seek out and create opportunities for members to interact with the public in service and education. The POC will manage advertising to the public regarding Naturopathic Medicine. S/He will maintain all social media presence for the Association. The POC will act as the chair the Public Outreach Committee (as defined below).

**Section 11.** The Fundraising Coordinator will manage all fundraising opportunities for the organization. S/He will direct all fundraising events and opportunities and lead members in participating in those opportunities. S/He will maintain an updated list of corporate sponsors or donors of the Association and publish that list quarterly for the members. S/He will act as the chair of the Fundraising Committee (as defined below).

**Section 12.** Officers serve without compensation except that they may be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties.

**Section 13.** The President shall assure an annual review of the books and records of the Secretary and Treasurer, as well as the records of all committees, where their activities have resulted in monetary exchange, and report results of such review to the annual meeting.

**Section 14.** The Association will maintain one general fund. All monies collected will be deposited in the general fund to be used to defray the general expenditures of the Association. Expenditures over \$1,000.00 made in the interest of the Association must be approved by a majority of the executive committee (as defined below).

**Section 15. Executive Committee** will consist of the President, Vice-President, Treasurer and Secretary. The Executive Committee will have the authority of the trustees, and it will be their duty to act for and instead of the Association when the Association is not meeting. The Executive Committee will describe the charge to and will appoint members and chairpersons of all committees. An annual budget will be prepared by the Executive Committee and presented at the annual meeting for approval by membership. Any expenditure in excess of \$1,000.00 must be approved by a majority of the Executive Committee. The Executive Committee has the responsibility to hire and fire paid staff.

The Association will have a Board of at least six (6) elected Officers, including the President, the Vice President, the Secretary, the Treasurer, the Public Outreach Director and the Fundraising Coordinator, unless the number is changed in accordance with these Bylaws. The numbers of directors may be increased or decreased in accordance with the Bylaws of the Association but will never be less than the minimum number required by the Nonprofit Corporation Act of the State of Minnesota . Should the Association require that the Boards' numbers grow beyond these six elected officers, it will establish further election procedures for the new Board positions, and will define which of the current Board responsibilities would be delegated to the Executive Committee and which retained by the full Board, by revising or adding to existing Bylaws.

**Remote communication for meetings:** Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

**Action without a meeting:** Upon initiative of the President or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the

Secretary mails or electronically delivers a ballot to every Officer entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Section 16. The Board of Directors by quorum vote, may appoint committees or task forces. A committee or task force, when formed, may organize itself in accordance with the instructions of the Board of Directors. All committee or task force membership is subject to approval by the Board of Directors. The Board of Directors may remove any person or persons appointed to such committee if the best interest of the Association shall be served by such removal.

**Section 17. Legislative Committee:** The Legislative committee is responsible to stay current with all issues pertaining to licensure of naturopathic medicine in the state of Minnesota, political lobbying efforts, promoting legislation favorable to naturopathic medicine, fostering relationships across other healthcare professions, and any other related legislative issues. The Legislative committee will nominate one of its members to represent the MNANP at monthly AANP Alliance meetings.

**Section 18. General Membership Committee:** The General membership committee is responsible for enhancing and maintaining ND and public interest in the organization. The committee's duty will be to investigate the qualifications of all applicants for membership, and to report their findings to the Association, such report to become part of the permanent record. This committee will also aim to develop a regular newsletter to keep the membership informed of all activities taken place by the organization.

**Section 19. Fundraising Committee:** This committee is responsible for fundraising and establishing ways to create sources of funding for the organization's activities. The budget will be set at the beginning of the fiscal year with the organization's goals and programs that need to be developed. Fundraising activities should be ongoing to meet the annual budget. The Fundraising committee is responsible in presenting a fundraising plan of action to the Executive Committee by the end of the first fiscal quarter of every year to meet the goals of the organization for that year. This committee is chaired by the Fundraising coordinator ~~and Treasurer~~ and should consist of at least one other member.

**Section 20. Ethics Committee:** The Ethics committee is responsible for maintaining the ethical standards of the profession in Minnesota. This committee will support any ethical issues that naturopathic medicine as a profession faces, including stances taken by the AANP and others pertaining to the Minnesota medical community. This committee will address debatable issues such as scope of practice, new treatment modalities and will present its findings to the Board. The Ethics Committee will investigate complaints regarding member conduct and enact due process in reporting and managing the outcome or reports of professional misconduct to the executive committee of the Association. This committee is chaired by the Vice President and should consist of a minimum of two other members.

**Section 21. Public Relations Committee:** The Public Relations committee is responsible for managing all external communications and continuing education. This includes managing media relations to advocate the organization's goals and advertising to the general public about naturopathic medicine. This committee will be responsible for presenting a marketing campaign to the membership population by the end of the first quarter of the fiscal year. This committee will also be responsible to inform the general membership about upcoming educational opportunities that might offer continuing education credits to help members fulfill their requirements.

**Section 22. Education Committee:** The Education Committee is responsible for developing and organizing professional continuing education opportunities. They will publish Association sponsored and other qualified professional continuing education opportunities for the members.

**Section 23. Public Outreach Committee:** The Public Outreach Committee is responsible for seeking out and creating public outreach and education opportunities. This committee may conduct campaigns, approved by the Executive Committee, for the education of the public as to merits of Naturopathic medicine. They will create and maintain outreach materials for said opportunities and campaigns. This committee will help direct the vision for advertising and marketing for the Association. The Public Outreach Committee will manage electronic newsletters and other databases of public support. The Public Outreach Coordinator will chair this committee and consist of at least one other member.

**Section 24.** The President will be ex-officio member of all committees with voice and may vote if necessary to provide a quorum for the committee.

**Section 25.** All committees will report to the Executive Committee when required to do so by that committee.

**Section 26.** The actions of the Committees will be reported to the Executive Committee and in case of disapproval, a majority vote of the Executive Committee will be necessary for the revocation of the action/report.

**Section 27.** The action of any committee may be reversed by a two thirds vote of the members present at any meeting of the Association; provided that if such action of the Executive Committee will have resulted in the payment of any money, or the entering into of any contract, such action of the Executive Committee will stand as the action of the Association, any vote to the contrary notwithstanding.

## **Article VI -- Conduct of Members and Officers; Trials and Penalties for misconduct**

**Section 1.** Any member who is accused of professional misconduct, or professional incompetence, unprofessional or other conduct prejudicial to the interest of the Association, or the profession of naturopathic medicine, will upon conviction of such charge, be expelled or suspended from the Association at the discretion of the Executive Committee.

**Section 2.** Misconduct is defined as a violation of the Ethics Code adopted by this Association (Article VII). This will not be construed to apply to any member who may wish to speak or work against any measure or proposition under discussion, during discussion, during a membership information sharing or amendment adoption process.

**Section 3.** Any Association member, or government or private entity, may file charges in writing against any (other) member on any or all of the items specified in Sections 1 and 2 of this Article. Such charges must be specific and must be filed with the Secretary of the Association, who will make record of the same, and refer the original charges to the President, who will refer a true copy of the same to: the chair of the Corporate Ethics Committee, with instructions to make a thorough investigation. If the investigation by the Association Ethical Committee fails to sustain the charges, no further action will be taken thereon.

In the case of a current Association membership roll too small to provide a budget, the charges are directed against a sitting board member other than the Treasurer, or if pool of members isn't sufficient to ensure confidentiality or proper investigation of the case, the Association Treasurer will submit the written charges to the AANP Ethical Practice Committee for investigation and judicial procedure when indicated by a completed investigation.



**Section 4.** In a case which remains with the Association Ethics Committee, where the investigation report sustains the charges, the President will notify the accused member to meet with the Executive Committee, which will sit as a judicial body, for the purposes of hearing evidence and rendering a decision as to the guilt or innocence of the accused member. The Association, the accused or both may be represented by an attorney. The Ethics Committee will report their findings with recommendations to the Executive Committee. If the findings are accepted by the Executive Committee, the Executive Committee will expel any member for whom misconduct under Article VI, Section 2 has been proven. The Executive Committee may, if circumstances justify, file a complaint with the appropriate state law enforcement agency for conduct deemed to be harmful to the profession of naturopathic medicine or the public. The Executive Committee may, if circumstances justify, refer its findings to the Professional Affairs Committee of the AANP as well.

**Section 5.** Any officer may be removed from his or her office for neglect of duty pertaining to his or her particular office. Any active member may file a charge of neglect in writing against an officer. Such charges must be specific and must be filed with the Secretary of the Association, who will make a record of same and refer the charges to the President. The mode of procedures will be a recall ballot held for that purpose at which the charges will be read, and the accused officer given reasonable time for explanation. At that meeting, a ballot vote of two thirds of the members present will be required for recall. If recall is affected, an election to fill the vacancy will be held only at a special or annual meeting, with 30 days prior notice. In a case where the member accused of misconduct is either the Association President or the Secretary, the Association Vice President will perform the duties ascribed to these entities above, in a misconduct procedure.

**Section 6.** Members of the Association will select from among their fellow members in good standing the names of members (up to double number of board positions occupied by naturopathic physicians) of those qualified to serve on the Naturopathic Doctor Advisory Council and present those names to the Governor of the state for her or his convenience in appointing candidates to fill vacancies on the Naturopathic Doctor Advisory Council. The selection of these members will take place as needed to address the Board's needs.

### **Article VII -- Code of Ethics**

The Association may refuse to grant or may suspend or revoke membership in the Association for any of the following reasons:

1. The use of fraud or deception in securing a license, registration or naturopathic medical degree.
2. The impersonation of another physician.
3. Committing an immoral, fraudulent or dishonest act as a naturopathic physician, resulting in substantial injury to another.
4. Using any narcotic, stimulant, or hypnotic drug, or alcoholic beverage to an extent or in a manner dangerous to him or herself or to any other person, or to the public, and to an extent that such use impairs his or her ability to engage in the practice of naturopathic medicine with safety to the public.
5. The commission of any sexual abuse or sexual misconduct with a patient or client which is substantially related to the qualifications, functions or duties of a naturopathic physician, the record of conviction being conclusive evidence thereof.
6. Conviction of a crime, substantially related to the qualifications, functions or duties of a naturopathic physician, the record of conviction being conclusive evidence thereof.
7. Purposeful negligence or abandonment of any patient or client by the naturopathic physician.
8. Misleading advertising representing any particular treatment as a specific cure; or advertising

or practicing in a manner that would be a discredit to the Association or to the profession of naturopathic medicine.

9 Interfering or attempting to interfere with the duties of the Executive Committee or the goals and purposes of the Association.

10. Directly or indirectly aiding or abetting an unlicensed person in a licensed jurisdiction to practice naturopathic medicine and receive compensation there from.

### **Article VIII -- Miscellaneous**

**Section 1.** For any point of procedure not covered by the bylaws, Robert's Rules of Order (revised) will be the governing standard.

**Section 2.** These bylaws may be revised or amended by a two thirds vote of the members present at an annual meeting or a special meeting called for that purpose, provided that no amendment or revision be finally adopted until after its second reading.

**Section 3. Indemnification:** Each director, officer and employee of this Association now and hereafter in office, and her heirs executors, and administrators, and each director, officer, and employee of this Association and his heirs, executors and administrators who now acts, or will hereafter act in the request of this Association as employee, director, or officer of another corporate entity controlled by the Association, will be indemnified by this Association against all costs, expenses, judgments, fines, and amounts or liability therefore, including counsel fees, reasonably incurred by or imposed upon him or her in connection, or resulting from any action, suit, proceeding or claim to which s/he may be made a party, or in which s/he may be or become involved by reason of individual acts of omission or commission, alleged acts of omission or commission as such director, officer, or employee, or, subject to the subsequent provisions of the section, any settlement thereof, whether or not s/he continues to be such director, officer or employee at the time of incurring such costs, expenses, judgments fines or amounts, provided that such indemnification will not apply with respect to any matter as to which such director, officer, or employee will be finally adjudged in such action, proceeding or suit to have been individually guilty of willful misconduct, misfeasance, or malfeasance in the performance of this duty as such director, officer or employee. The indemnification herein provided will, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any suit, action, proceeding or claim, when the Board of Directors has determined that such settlement and reimbursement appear to be for the best interests of this Association. Such determination will be made (1) by the Board of Directors or by a majority vote of a quorum consisting of Directors who were not party to such action, suit, claim or proceeding, or (2) if such a quorum is not obtainable (or, even if obtainable, a quorum of disinterested directors so directs) by independent legal counsel in a written opinion. The foregoing right of indemnification will be in addition to and not exclusive of any and all other rights as to which any such director, officer or employee may be entitled under any bylaw, agreement or otherwise.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors or Executive Committee in the manner heretofore provided, upon receipt of a written undertaking by or on behalf of the director, officer or employee to repay such amount unless it will be ultimately determined that s/he is entitled to be indemnified by the Association as authorized in this section.

The Board of Directors may authorize the Association to purchase and maintain insurance on behalf of any person who was serving at the request of the Association as a director, officer, employee or agent of another corporate entity controlled by the Association against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his

or her status as such, whether or not the Association would have authority or power to indemnify him or her against such liability under the provisions of this section.

**Section 4. Nondiscrimination Disclaimer:** The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Association is committed to providing an inclusive and welcoming environment for our staff, members, volunteers, subcontractors, vendors, and clients.

**Section 5. Dissolution:** In the event that a resolution is adopted by the membership calling for the dissolution of the Minnesota Association of Naturopathic Physicians, that resolution must allow sufficient time for the board of directors to satisfy all claims against the association and to distribute the remaining assets to the American Association of Naturopathic Physicians.

REV 4/21