

**International Association  
for  
Colon Hydrotherapy  
I-ACT**

**By-Laws**

**A Non-Profit Corporation  
January 31, 2009**

I-ACT Office  
P.O. Box 461285  
San Antonio, TX 78246-1285

(210) 366-2888  
Fax (210) 366-2999

# International Association for Colon Hydrotherapy, (I-ACT)

## By-Laws

### ARTICLE I - INCORPORATION

1. The state of Incorporation is the State of Alabama.
2. The principal office of the corporation shall be at an address to be determined from time to time by the Board of Directors. If no address is designated, the address of the duly elected President in good standing with the corporation shall be the principal office.

### ARTICLE II- MEMBERSHIP

#### SECTION ONE- MEMBERS

The members of the corporation shall be of five classes.

##### 1. FULL MEMBER

A member will be considered a Full Member upon paying the initiation fee and the full annual dues for the year, and having met all other qualifications for membership. Full membership is renewable each year. A Full Member has one vote. A Full Member may serve on committees. A Full Member; that meets the criteria in Article IV, Section II; may be elected or appointed to the Board of Directors, and may serve as an Officer of the corporation.

##### 2. INACTIVE MEMBER

A member will be considered an Inactive Member when the following conditions apply. The member must have been a Full Member. This inactive status may be granted when the member contacts the I-ACT Office and requests that they be placed in the Inactive Member status. At that time, all certifications are placed in an inactive status. The member may not hold themselves out as being Certified by I-ACT, they may not perform colon hydrotherapy, and may not train others to perform colon hydrotherapy.

Additionally, the Inactive member will be removed from the I-ACT Referral Directory. The member must pay the Inactive Member dues (as directed by the Board of Directors - currently \$25.00 US per year). The Inactive Member status is good for a period of two (2) years. During the two (2) year period, the Inactive member will maintain their continuing education requirements. An Inactive Member has no vote, and is not eligible to serve as Officers of the corporation, or as members of the Board of Directors however, they will receive the I-ACT newsletter.

### 3. HONORARY MEMBER

The Board of Directors may from time to time confer the honor of Honorary Member to persons who exemplify all the ethical standards of the corporation and otherwise qualify for such an honor by virtue of their services to the corporation. Honorary Members do not pay dues or initiation fees as long as they are Honorary Members. In the event the Honorary Member is no longer considered an Honorary Member by the Board of Directors, the Honorary Member may apply for Full Membership. Honorary Members may not vote and are not eligible to serve as Officers of the corporation, or as members of the Board of Directors, but may serve on an advisory board to the corporation.

### 4. DONATING MEMBER

A Donating Member is an individual or group that wishes to support the work and efforts of this corporation with goods, services, and/or money. The Donating Member has no vote, and cannot serve as an Officer of the corporation or as a member of the Board of Directors. The Donating Member may serve on an advisory board to the corporation.

Members in other categories may be Donating Members by virtue of donations of goods, services, and/or additional monies beyond dues requirements, but will remain in their original category with the rights and privileges of that category. Any member may wish to honor this corporation with a bequest in their will, a trust, or any one of a wide variety of planned gifts.

### 5. AFFILIATE MEMBER

Groups, associations, organizations, or companies may wish to affiliate with the International Association for Colon Hydrotherapy because of their wish to support the work of this corporation. These groups shall be required to subscribe to the ethical, professional, and moral guidelines set forth by this corporation, pay the dues required by the resolutions adopted by the membership of this corporation, and generally give guidance to their membership or personnel to maintain the high standards this corporation has adopted. This representative is not eligible to serve as an Officer or as a member of the Board of Directors of this corporation and has no vote.

## SECTION TWO - MEMBERSHIP

Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the I-ACT home office. Such application shall be accompanied by the written sponsorship of a member in good standing and include all appropriate and required fees and documentation as established by the Board of Directors.

## SECTION THREE - VOTING RIGHTS

Each full member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

## SECTION FOUR - TERMINATION OF MEMBERSHIP

Any member that allows their membership to lapse through non-payment of dues for a period of six months (180 days) shall automatically be terminated. Members allowing the period of delinquency to exceed six months (180 days) shall lose all certification levels they have achieved.

The Board of Directors, by affirmative vote of two-thirds of the Board, may suspend or expel a member for cause (i.e., violation of the Code of Ethics, Standard Operating Procedures, or any behavior that may seem detrimental to the practice or profession of colon hydrotherapy) after an appropriate hearing. The terminated member has the right to appeal any Board of Director decision. The request for appeal must be filed with the Home Office by written request within forty-five (45) days of the findings of the Board. The Home Office will cause an appeal ballot to be mailed to the membership. The ballot shall include a statement from the Board as to why the individual was terminated and it may include a statement from the member as to why he/she should not have been terminated. The full membership will then make a determination through a ballot mailed to all members (requiring a majority vote of all ballots that are returned to the Home Office by a postmark of a specific date to uphold the appeal and reinstate the terminated member to the full rights of membership).

## SECTION FIVE - RESIGNATION

Any member may resign by filing a written resignation with the Home Office, but such resignation shall not relieve the member so resigning, of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

## SECTION SIX - REINSTATEMENT

On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board of Directors, may reinstate such former member to membership on such terms as the

Board of Directors may deem appropriate. Any member allowing their membership to lapse due to non-payment of dues will be reinstated only after paying all delinquent dues and late fees as determined by the Board of Directors. Additionally, Individuals that have been certified must accomplish a recertification as directed by the Board of Directors which may include payment of any certification fees and dues, etc.

## SECTION SEVEN - POWERS AND RIGHTS OF MEMBERS

Members of the corporation in good standing have the power:

1. To elect the Officers and Board of Directors of the corporation.
2. To remove from office any Director or Officer for good and sufficient cause by a 2/3 majority vote of the full members in good standing that cast a ballot after an appropriate hearing.
3. To hear, consider, and approve or disapprove policies and reports of the Board of Directors, Officers, and Committees of the corporation;
4. To modify, suspend, or veto any decision of the Board of Directors by majority vote of the full members in good standing that cast a ballot;
5. To hear and act as final arbiter, by majority vote of the full members in good standing that cast a ballot, in any dispute between or concerning the Directors, the Officers, or individual members;
6. To amend these by-laws a 2/3 majority vote of the full members in good standing that cast a ballot; and to waive or suspend any by-laws or resolutions adopted by a two-thirds majority of the full members in good standing that cast a ballot.
7. Each member shall have the right at reasonable times during an annual meeting, or a meeting called specifically to provide access, to inspect the books of the account and membership records of the corporation on written request to the Home Office in advance of the meeting. This written request must be postmarked no later than 30 days prior to the first scheduled day of the annual/special meeting.

## ARTICLE III - MEETINGS OF MEMBERS

### SECTION ONE - ANNUAL MEETING OF THE MEMBERS

Annual meetings of the members shall be held at the annual convention.

## SECTION TWO - SPECIAL MEETINGS OF THE MEMBERS

Special meetings may be called by the President, the Board of Directors, at a place designated by the Board of Directors or members calling the meeting. If no designation is made, the place of meeting shall be the principal office of the corporation.

## SECTION THREE - NOTICE OF MEETINGS OF THE MEMBERS

Written or printed notice stating the place, day, and hour of any meeting shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than ninety (90) days prior to the meeting as directed by the President. In case of a special meeting, or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon, prepaid.

## SECTION FOUR - INFORMAL ACTION BY MEMBERS

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

## SECTION FIVE - QUORUM OF THE MEMBERSHIP

A quorum is fifty-one (51)% or more of all members in good standing in attendance at the time of the meeting of the membership. This quorum does not pertain to votes requiring a 2/3 majority such as amendments to the by-laws and it does not pertain to the election of officers and directors. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

## SECTION SIX - PROXIES

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. A proxy Vote must be executed in writing by the member, addressed to the Secretary, designating the member who will cast the proxy vote, and received no later than one (1) day prior to the vote, this proxy becomes invalid after that meeting. Any member so designated must be a member in good standing and entitled to vote.

## SECTION SEVEN - VOTING BY MAIL BALLOT

Where Directors or Officers are to be elected by members, such election must be conducted by mail ballot, in such manner as the Board of Directors shall determine. All other actions requiring a vote of the membership shall be conducted by mail ballot to ensure that all full members in good standing are afforded the opportunity to vote.

## ARTICLE IV - BOARD OF DIRECTORS OF THE CORPORATION

### SECTION ONE - GENERAL POWERS

The affairs of the corporation shall be directed by the Board of Directors.

### SECTION TWO - NUMBER AND TENURE

The number of Directors shall be eight. The term of each office shall be for two years or until the next election of the Board of Directors.

The Board of Directors is composed of the four Officers of the Corporation (President, President Elect, Vice-President, & Secretary/Treasurer), three Directors and a President Emeritus (first past President). These make up the voting members of the board, in addition, there may be a non voting Executive Director.

### SECTION THREE - EXCLUSIONS

Manufacturers of equipment and supplies directly related to the practice of colon hydrotherapy or colon irrigation; their immediate family, and or employees may not be elected to positions on the Officers of the Board or the Board of Directors.

Only one member of a family, or one instructor/employee from the same school, may be elected to, or serve in a position as an Officer of the Board or serve on the Board of Directors at the same time.

### SECTION FOUR - REGULAR AND ANNUAL MEETINGS OF THE BOARD OF DIRECTORS

A regular meeting of the Board of Directors shall be held, without any other notice than this by-law, immediately after the annual meeting of the members. Meetings shall be held on a regular basis, at a time and place to be determined by the Board of Directors, for the management of the affairs of the corporation. Such regular meetings may be held by telephonic conference.

There shall be one annual meeting of the Board of Directors and this meeting shall be held in the month of September for the purpose of certifying the election of Directors

and for the transaction of such other business as may come before the meeting. The first action of this annual meeting shall be to certify the preceding election. The second item of business shall be the swearing in of new Board of Directors and Officers of the Corporation. These newly sworn in individuals shall immediately take over their respective roles for the remainder of this Board Meeting, and hold said position for the remainder of their term.

The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

#### SECTION FIVE - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by, or at the request of the President, or any two Directors, and shall be held at such place and time as the President or Directors may determine, or by telephonic conference.

#### SECTION SIX - NOTICE

Notice of any special meeting of the Board of Directors shall be given at least fifteen days previously thereto by written notice delivered personally, or sent by mail, or by facsimile, or by electronic mail to each Director at his or her address as shown on the books of the corporation.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon, prepaid.

If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile, such notice shall be deemed to be delivered when electronically accepted by the receiving facsimile machine. Notice may also be given via electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convenient. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### SECTION SEVEN - QUORUM OF THE BOARD OF DIRECTORS

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than the majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### SECTION EIGHT - BOARD DECISIONS

The act of a majority of Directors present at a meeting at which a quorum (more than

51% of the members of the Board) is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### SECTION NINE - COMPENSATION

Directors, or Officers, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

#### SECTION TEN - OFFICERS

The Officers of the corporation shall be a President, a President Elect, a Vice President, and a Secretary/Treasurer. These four Officers are four of the eight members which comprise the Board of Directors. The Board of Directors may elect or appoint such other Committee Chairpersons as it shall deem desirable, and such Chairpersons will have the authority and perform the duties prescribed from time to time by the Board of Directors.

#### SECTION ELEVEN - ELECTION AND TERM OF OFFICE

Election of Officers/Board of Directors shall be as follows, every two years (odd years) for the Vice President, Secretary/Treasurer, and the three members of the Board At Large. Succession to the position of President is as follows; at the ratification of the election in September/October of each odd year, the President is automatically retired, the previous President Elect is automatically moved into the President position and the previous Vice President automatically moves into the President Elect position. This ensures stability for the Officers of the Board. Each Officer shall hold office until a successor has been duly elected.

New committees may be created and filled at any meeting of the Board of Directors, or any annual meeting of the membership.

#### SECTION TWELVE - NOMINATING COMMITTEE

The Board of Directors prior to the general election, shall appoint a nominating committee of not more than five members, and not less than three. The nominating committee members shall not be officers or members of the Board of Directors. The nominating committee shall receive nominations from the members for the elected positions in the corporation.

Nominations shall be submitted in writing to the Home Office and forwarded to the nominating committee as directed by a cutoff date established by the Board of Directors, but no later than one hundred and twenty (120) days from the first day of

October. Nominations should be directed to be completed by the annual meeting of the membership (so individuals running for office can be introduced at the annual convention) Members currently on the Board of Directors will be assumed to rerun for office unless the nominating committee is notified in writing that the Board Member does not wish to run for office. It shall be the duty of the nominating committee to determine the eligibility of a nominated member to stand for election and report back to the Home office for notification to the Board of Directors.

#### SECTION THIRTEEN - ELECTIONS COMMITTEE

The elections committee shall conduct the election for Officers and Board of Directors by mail ballot. The elections committee shall elect a CPA to count the ballots and notify the I-ACT Home Office of the results. Members of the elections committee may not stand for election. In the case of a tie, a runoff election will be held within 30 days.

#### SECTION FOURTEEN- REMOVAL

Any Director/Officer elected by the membership or appointed by the Board of Directors may be removed by the membership or the Board of Directors by a two-thirds (2/3rds) vote of either body whenever in its judgment the best interests of the corporation will be served thereby; but, such removal shall be without prejudice to the contract rights, if any, of the Director/Officer so removed. Any Officer elected by the membership, or appointed by the Board of Directors, shall be removed if that Officer or Board member fails to attend three consecutive Board meetings.

#### SECTION FIFTEEN- VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The method for filling such a vacancy shall be as follows: The Board shall use the results of the prior election or the vote of the membership to fill the vacant position. The individual with the next highest number of votes (that was not elected) shall be appointed to fill the vacant position. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office or until the next election whichever is sooner.

#### SECTION SIXTEEN- POWERS AND DUTIES

The Officers of the corporation shall establish policies and procedures for the corporation and shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each Officer shall have the power and authority, and shall perform and discharge the duties of Officers of the same title serving in non-profit corporations having the same or similar purposes and objectives as this corporation.

In addition:

The duties of the President: The President is the presiding Officer of this corporation and is responsible for seeing that the business of this corporation is transacted in a proper order and expedited as much as possible; that members observe the rules of debate; that order and decorum are always observed; and that the rules of this corporation are enforced with as little friction as possible.

The President shall preside over the general membership meetings as well as the meetings of the Board of Directors, shall create and appoint committees, and may preside as an ex-officio member of these committees.

The duties of the President Elect: The President Elect shall act in the place of the President whenever the President is absent from a meeting or whenever the President requests the President Elect to stand in for the President. The President Elect automatically becomes the President in the case of the resignation, removal, or death of the President.

The President Elect shall have the attributes required of the President, such as being capable of fairness and leadership, and should be able to represent this corporation as President.

The President Elect may chair any committee meeting in the absence of the President.

Additional duties of the President Elect may be assigned from time to time by the President and /or the Board of Directors .

The duties of the Vice President: The Vice President shall act in the place of the President Elect whenever the Present Elect is filling in for the President or is absent. The Vice President automatically becomes the President in the case of the resignation, removal, or death of the President and President Elect.

The Vice President shall have the attributes required of the President, such as being capable of fairness and leadership, and should be able to represent this corporation as President. Nominations for the Vice President position must be aware that this is a six (6) year commitment (two years serving as Vice President, two years serving as President Elect, and two years serving as President)

The Vice President may chair any committee meeting in the absence of the President and President Elect.

Additional duties of the Vice President may be assigned from time to time by the President, President Elect and /or the Board of Directors .

The duties of the Secretary/Treasurer: The title of Secretary/Treasurer is applied to the Officer who records the business of this corporation and is the custodian of the funds of this corporation.

The Secretary/Treasurer shall keep a record of the minutes of this corporation. The Secretary/Treasurer will call the meeting to order at the designated time in the absence of the President, President Elect and Vice President.

The Secretary/Treasurer shall have at every business meeting of the corporation the minutes of the previous meetings.

The Secretary/Treasurer shall be provided records that can justify all funds, their source, and where disbursed. Such records shall be kept in such a manner as to allow others to pick up the records and be able to follow what was done, where the funds are deposited, what signatures are required to sign for such funds, and what is paid and unpaid.

The Board of Directors, shall choose a bank convenient to use. As funds accumulate in the General Fund, the Secretary/Treasurer may recommend transfer of funds from one account to another account paying a better rate for investment purposes. Transfers of funds shall be at the approval of the Board of Directors. Simple transfer of funds to minimize costs and maximize interest may be made without Board of Directors approval, but the Board of Directors must be notified that such transfers have been made. All funds will be deposited in the name of this corporation and shall not be deposited to any other account in any other name.

The Secretary/Treasurer shall prepare a full report to be given annually to the membership to account for all financial transactions of this corporation, income and outgo, debts, liabilities, and assets of this corporation. A report shall also be available for all meetings of the Board of Directors.

The books of this Corporation shall be provided to the Board annually for review. The Board may also direct a complete audit of the financial records of this Corporation at any time it deems appropriate. This report may be done by an outside agency, person or group, with the expense of such audit borne by this Board.

The duties of the Executive Director: The Board of Directors shall contract with or hire an Executive Director to manage the daily affairs of this Corporation. The Board of Directors is responsible for providing the overall direction for the Corporation, and for making executive decisions. The Executive Director shall take this direction and implement this direction into the daily affairs of the Corporation.

The Executive Director is responsible to the Board of Directors, and shall ensure the highest standards of fairness and equality in all Corporate activities. As the Corporation grows, the Executive Director may, with Board approval, hire a staff to assist with the day to day operations of the corporation. The Executive Director (or staff) shall: respond to taskings from the Board of Directors or President, respond to questions from health practitioners about colon hydrotherapy, respond to inquiries for referrals, prepare the Quarterly Newsletter, assist the Secretary in preparing

the Minutes of Meetings, maintain the membership lists, maintain the seal of the Corporation, provide membership certificates, provide monthly financial statements to the Treasurer, provide financial statements to the Board of Directors and audit committee as required, ensure the bills of the Corporation are paid in a timely manner, manage the day to day finances of the Corporation, attend all Board Meetings, plan for and manage the annual convention, and any other duties consistent with the day to day management of the Corporation.

## SECTION SEVENTEEN - OATH OF OFFICE

An oath of office shall be taken by the officers and members of the Board of Directors. The time, place, and wording of this oath of office shall be listed in the resolutions.

## ARTICLE V - NATIONAL BOARD FOR COLON HYDROTHERAPY

{The National Board for Colon Hydrotherapy, as established in ARTICLE V, shall establish their own charter and become totally independent as soon as circumstances allow.}

### SECTION ONE - GENERAL POWERS

These By-Laws require the establishment of an independent Board of Directors of Certification called the National Board for Colon Hydrotherapy. This Board shall attend to and be solely responsible for all affairs involving Certification. They shall have complete separation from the Board of Directors of the Corporation.

This Board shall be totally and completely independent of all actions, desires, or direction of the I-ACT Board of Directors. This National Board for Colon Hydrotherapy shall retain sole discretion on the expenditure of their funds, and shall only be accountable to the Membership not the I-ACT Board.

### SECTION TWO - NUMBER AND TENURE

The number of Directors on the Board of Certification shall be seven. The term of each office shall be for two years or until the next election of the Board of Directors of the National Board for Colon Hydrotherapy.

The Board of Directors is composed of the four Officers of the Board (President, President Elect, Vice-President, Secretary/Treasurer), two Directors and a President Emeritus (first past President). These make up the voting members of this board. One of these Board members must be a civilian (the civilian member may not be an Officer).

Each Board member, with the exception of the Civilian Board Member must be Certified by the National Board prior to seeking office on the Board of Directors of the National Board for Colon Hydrotherapy.

### SECTION THREE - EXCLUSIONS

Manufacturers of equipment and supplies directly related to the practice of colon hydrotherapy or colon irrigation; their immediate family, and or employees may not be elected to positions on the Officers of the Board or the Board of Directors.

Only one member of a family, or one instructor/employee from the same school, may be elected to, or serve in a position as an Officer of the Board or serve on the Board of Directors at the same time.

### SECTION FOUR - REGULAR MEETINGS OF THE BOARD OF DIRECTORS OF THE NATIONAL BOARD FOR COLON HYDROTHERAPY

A regular meeting of the Board of Directors of the National Board for Colon Hydrotherapy shall be held, without any other notice than this by-law, at the annual meeting/convention of members. The first meeting after the election shall be for the purpose of ratifying the election and swearing in the new Directors. These newly sworn in individuals shall immediately take over their respective roles for the remainder of this Board Meeting, and hold said position for the remainder of their term.

The Board of Directors of the National Board for Colon Hydrotherapy may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Such regular meetings may be held by telephonic conference. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

### SECTION FIVE - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS OF THE NATIONAL BOARD FOR COLON HYDROTHERAPY

Special meetings of the Board of Directors may be called by, or at the request of the President, or any two Directors, and shall be held at such place and time as the President or Directors may determine, or by telephonic conference.

### SECTION SIX - NOTICE

Notice of any special meeting of the Board of Directors of the National Board for Colon Hydrotherapy shall be given at least fifteen days previously thereto by written notice delivered personally, or sent by mail, or by facsimile, or by electronic mail to each Director at his or her address as shown on the books of the corporation.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon, prepaid.

If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile, such notice shall be deemed to be delivered when electronically accepted by the receiving facsimile machine. Notice may also be given via electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convenient. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### SECTION SEVEN - QUORUM OF THE BOARD OF DIRECTORS OF THE NATIONAL BOARD FOR COLON HYDROTHERAPY

A majority of the Board of Directors of the National Board for Colon Hydrotherapy shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than the majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### SECTION EIGHT - BOARD OF DIRECTORS OF THE NATIONAL BOARD FOR COLON HYDROTHERAPY DECISIONS

The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### SECTION NINE- COMPENSATION

Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors of the National Board for Colon Hydrotherapy, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor, however, the members of the Board of Directors of Certification may not serve on the Board of Directors of I-ACT and vice versa – the Boards must be independent and separate.

#### SECTION TEN - OFFICERS

The Officers of this independent Board shall be a President, President Elect, Vice President, and a Secretary/Treasurer (the officers of the Board of Directors of the National Board for Colon Hydrotherapy may not be officers on the Board of Directors of

I-ACT). These four Officers are four of the seven members which comprise the Board of Directors of the National Board for Colon Hydrotherapy. The Board of Directors may elect or appoint such other Committee Chairpersons as it shall deem desirable, and such Chairpersons will have the authority and perform the duties prescribed from time to time by the Board of Directors of the National Board for Colon Hydrotherapy.

#### SECTION ELEVEN - ELECTION AND TERM OF OFFICE

Election of Officers/Board of Directors shall be as follows, every two years (odd years) for the Vice President, Secretary/Treasurer, and the two members of the Board At Large. Succession to the position of President is as follows; at the ratification of the election in September/October of each odd year, the President is automatically retired and becomes the President Emeritus, the previous President Elect is automatically moved into the President position and the previous Vice President automatically moves into the President Elect position. This ensures stability for the Officers of the Board. Each Officer shall hold office until a successor has been duly elected.

Directors or Officers are to be elected by members holding a current certification from the NBCHT. Such elections may be conducted by mail ballot, in such manner as the Board of Directors of Certification shall determine. All other actions requiring a vote of the membership shall be conducted by mail ballot to ensure that all NBCHT members in good standing are afforded the opportunity to vote.

New committees may be created and filled at any meeting of the Board of Directors of the National Board for Colon Hydrotherapy.

#### SECTION TWELVE- NOMINATING & ELECTIONS COMMITTEE

The nominations and elections process will be conducted by the Corporation and be consistent with their guidelines.

#### SECTION THIRTEEN - REMOVAL

Any Director/Officer elected by the membership or appointed by the Board of Directors of the National Board for Colon Hydrotherapy may be removed by the membership or the Board of Directors by a two-thirds (2/3rds) vote of either body whenever in its judgment the best interests of the Board will be served thereby; but, such removal shall be without prejudice to the contract rights, if any, of the Director/Officer so removed. Any Officer elected by the membership, or appointed by the Board of Directors, shall be removed if that Officer or Board member fails to attend three consecutive Board meetings.

## SECTION FOURTEEN - VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The method for filling such a vacancy shall be as follows: The Board shall use the results of the prior election of the vote of the membership to fill the vacant position. The individual with the next highest number of votes (that was not elected) shall be appointed to fill the vacant position. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office or until the next election whichever is sooner.

## SECTION FIFTEEN- POWERS AND DUTIES

The Officers of the Board of Directors of the National Board for Colon Hydrotherapy shall establish policies and procedures and set guidelines for certification, they shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each Officer shall have the power and authority, and shall perform and discharge the duties of Officers of the same title serving in non-profit corporations having the same or similar purposes and objectives as this corporation.

In addition:

The duties of the President of the National Board for Colon Hydrotherapy: The President is the presiding Officer of this Board and is responsible for seeing that the business of this Board is transacted in a proper order and expedited as much as possible; that members observe the rules of debate; that order and decorum are always observed; and that the rules of this corporation are enforced.

The President shall preside over the general meetings of the Board of Directors of Certification, shall create and appoint committees, and may preside as an ex-officio member of these committees.

The duties of the President Elect of the National Board for Colon Hydrotherapy: The President Elect shall act in the place of the President whenever the President is absent from a meeting or whenever the President requests the President Elect to stand in for the President. The President Elect automatically becomes the President in the case of the resignation, removal, or death of the President.

The President Elect shall have the attributes required of the President, such as being capable of fairness and leadership, and should be able to represent this corporation as President.

The President Elect may chair any committee meeting in the absence of the President.

Additional duties of the President Elect may be assigned from time to time by the President and /or the Board of Directors .

The duties of the Vice President of the National Board for Colon Hydrotherapy: The Vice President shall act in the place of the President Elect whenever the Present Elect is filling in for the President or is absent. The Vice President automatically becomes the President in the case of the resignation, removal, or death of the President and President Elect.

The Vice President shall have the attributes required of the President, such as being capable of fairness and leadership, and should be able to represent this corporation as President. Nominations for the Vice President position must be aware that this is a six (6) year commitment (two years serving as Vice President, two years serving as President Elect, and two years serving as President)

The Vice President may chair any committee meeting in the absence of the President and President Elect.

Additional duties of the Vice President may be assigned from time to time by the President, President Elect and /or the Board of Directors .

The duties of the Secretary/Treasurer of the Board of the National Board for Colon Hydrotherapy: The title of Secretary/Treasure is applied to the Officer who records the business of this Board.

The Secretary/Treasurer shall keep a record of the minutes of this corporation. The Secretary/Treasurer will call the meeting to order at the designated time in the absence of the President and Vice President.

The Secretary/Treasurer shall have at every business meeting of the corporation the minutes of the previous meetings.

The Secretary/Treasurer is the custodian of the funds of this Board.

The Secretary/Treasurer shall be provided records that can justify all funds, their source, and where disbursed. Such records shall be kept in such a manner as to allow others to view the records and be able to follow what was done, where the funds are deposited, what signatures are required to sign for such funds, and what is paid and unpaid.

The Board of Directors of the National Board for Colon Hydrotherapy, shall choose a bank convenient to use. As funds accumulate in the General Fund, the Secretary/ Treasurer may recommend transfer of funds from one account to another account paying a better rate for investment purposes. Transfers of funds shall be at the approval of the Board of Directors. Simple transfer of funds to minimize costs and maximize interest may be made without Board of Directors approval, but the Board of Directors must be notified that such transfers have been made. All funds will be

deposited in the name of the Board of the National Board for Colon Hydrotherapy and shall not be deposited to any other account in any other name.

The Secretary/Treasurer shall prepare a full report to be given annually to the membership to account for all financial transactions of this Board, income and outgo, debts, liabilities, and assets of this Board. A report shall also be available for all meetings of the Board of Directors.

The books of this Corporation shall be provided to the Board annually for review. The Board may direct a complete audit of the financial records of this Corporation at any time it deems appropriate. This report may be done by an outside agency, person or group, with the expense of such audit borne by this Board.

The duties of the Executive Director: The Board of Directors of the National Board for Colon Hydrotherapy shall utilize the I-ACT Executive Director to manage the daily affairs of this Board. The Board of Directors of the National Board for Colon Hydrotherapy is responsible for providing the overall direction for the Certification Process and this Board, and for making executive decisions. The Executive Director shall take this direction and implement this direction into the daily affairs of the Corporation and this Board. The Executive Director is responsible to the Board of Directors, and shall ensure the highest standards of fairness and equality in all Board activities. The Executive Director (or staff) shall: respond to taskings from the Board of Directors, assist the Secretary/Treasurer in preparing the Minutes of Meetings, provide financial statements to the Board of Directors and audit committee as required, ensure the bills of the Board are paid in a timely manner, manage the day to day finances of the Board, attend all Board Meetings, and any other duties consistent with the day to day management of this Board.

#### SECTION SIXTEEN - OATH OF OFFICE

An oath of office shall be taken by the officers and members of the Board of Directors of the National Board for Colon Hydrotherapy. The time, place, and wording of this oath of office shall be listed in the resolutions.

#### ARTICLE VI - EDUCATION

Education and continuing education shall be encouraged as much as possible. Annual meetings and other meetings of the membership shall stress the importance of basic education to the highest standards possible, and continuing education to maintain these high standards, and shall also keep members abreast of ongoing developments in the fields of colon hygiene and colon hydrotherapy.

#### ARTICLE VII - COMMITTEES

## SECTION ONE - COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees. Each committee will have a chairperson responsible for the completion of tasks assigned to that committee and responsible to report the findings/facts from that committee to the Board of Directors.

## SECTION TWO - OTHER COMMITTEES

Other committees not having and exercising the authority of the Board of Directors and the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of the corporation and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the corporation shall be served by such removal.

## ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

### SECTION ONE - CONTRACTS

The Board of Directors may authorize any Officer or Officers, or agent or agents of the corporation, in addition to the Officers so authorized by these by-laws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general, or may be confined to specific instances. These persons so exercising these contracts or instruments shall be bound by law and these by-laws to the best interests of the corporation.

### SECTION TWO - CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officers or agents of the corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation. There shall be any two of four signatories.

### SECTION THREE - DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. If at all possible, these funds should be deposited in an interest bearing account.

## SECTION FOUR - GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation .

## ARTICLE IX - CERTIFICATES OF MEMBERSHIP

### SECTION ONE - CERTIFICATES

The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

### SECTION TWO - ISSUANCE OF CERTIFICATES

When a member has been elected to membership and has paid all fees and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Secretary.

### SECTION THREE - CARDS

Membership cards of wallet size may also be made at the discretion of the Board of Directors.

## ARTICLE X - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership Committee, and shall keep at the principal office a record giving the names and addresses of all members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her attorney, for any proper purpose at any reasonable time during an annual meeting or a meeting called for such purpose.

## ARTICLE XI - FISCAL YEAR

The fiscal year of the corporation shall be January 1 thru December 31.

## ARTICLE XII - DUES

## SECTION ONE - ANNUAL DUES

The Board of Directors shall determine from time to time the amount of initiation fee and annual dues payable to the corporation by members, and shall give appropriate notice to members.

## SECTION TWO - PAYMENT OF DUES

Membership dues shall be payable in advance on the anniversary date of their joining. The Board of Directors may establish alternative methods of dues payments on an individual basis.

## SECTION THREE - DEFAULT AND TERMINATION

When any member is in default in the payment of dues for a period of six (6) months (180 days) from the beginning of the period from which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors as provided herein above. Any member allowing their membership to lapse due to non-payment of dues will be reinstated only after paying all delinquent dues and late fees as determined by the Board of Directors. Additionally, individuals that have been certified must accomplish a recertification (including payment of any certification fees and dues) should they be delinquent for a period exceeding one hundred and eighty (180) days .

## ARTICLE XIII - SEAL

The Board of Directors shall provide a corporate seal which shall be affixed in the margin hereof.

## ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of the giving of such notice.

## ARTICLE XV - PARLIAMENTARY AUTHORITY

The rules contained *Robert's Rules of Order, Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

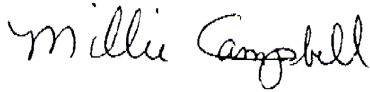
ARTICLE XVI - AMENDMENT OF BY-LAWS

These by-laws may be altered, amended, or appealed, and new by-laws may be approved by a majority of the Directors present at any regular meeting, or any special meeting, if at least fifteen days written notice is given of intent to alter, amend, or adopt new by-laws at such meeting. The new by-laws, as approved by the Board of Directors, must then be submitted to the membership for approval by two-thirds (2/3) majority vote of all full members in good standing that cast a ballot.

ARTICLE XVII - DISSOLUTION

It is the desire of this corporation to continue in perpetuity, but in the event the members of this corporation decide to dissolve the corporation and cease operation entirely, it shall be done by the regulations in effect at that time for non-profit corporations under Federal Internal Revenue Service 501(c)(3) status and the regulations in effect at that time for non-profit corporations.

Signed and sealed this 31st day of August, 2007 in the City of San Antonio, in the State of Texas.



Norma "Millie" Menchaca, Secretary

