



American Council of Hypnotist Examiners, Inc.

A California Nonprofit Mutual Benefit Corporation

Bylaws

Article I—Name

The name of this corporation is American Council of Hypnotist Examiners, Inc. (“ACHE”).

Article II—Offices

Principal Office

The principal office for the transaction of the business of ACHE may be established at any place or places within or outside the State of California by resolution of the Board of Directors (“Board”).

Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where ACHE is qualified to transact business.

Article III—Purposes

A. General Purpose

ACHE is a nonprofit mutual benefit corporation and is not organized for the private gain of any person.

B. Specific Purpose

The purpose of ACHE shall include, without limitation, supporting the free and open practice of hypnosis and hypnotherapy, promoting the profession of hypnosis and hypnotherapy by educating and training practitioners, and setting standards for hypnosis and hypnotherapy education in approved training programs.

Article IV—Memberships

Section 1 Membership Classifications

Active Members—Active Members (“Voting Members”) shall be certified members of ACHE and are voting members.

Student Members—Student Members may be individuals enrolled in ACHE-approved training programs and who support the purposes of ACHE. They shall receive publications and general



communications of ACHE, may attend meetings, may be granted the privilege of the floor, but shall not be entitled to vote or hold an elected office, except as otherwise provided in these Bylaws. Student Members may serve on committees after having been a member in good standing for at least one year and maintain their membership while serving on a committee.

Section 2 Fees Dues and Assessments

The dues of active, associate, and student members, if any, shall be established, assessed, and collected by ACHE. Dues amounts are listed on the ACHE website. Dues are due December 31 with a late fee incurred after February 15.

The fiscal year of ACHE is January 1 to December 31.

Section 3 Termination of Membership

The membership of any member of any classification shall terminate upon occurrence of any of the following events:

The death or resignation of the member.

Failure of an active member to maintain certification as required by ACHE.

Failure of a member to pay dues.

The occurrence of any event which renders such members ineligible for membership or failure to satisfy membership qualifications.

The expulsion of the member by ACHE.

Section 4 Suspension or Expulsion of a Member

A member may be suspended or expelled only by the Board of ACHE if the member has failed in a serious and material degree to observe ACHE's Code of Ethics or engaged in conduct materially and seriously prejudicial to the purposes and interests of ACHE.

Article V Meetings of Members

Section 1 Place of Meeting

Membership meetings may be held at the principal place of business of ACHE or at such other place or by internet or other remote means as may be determined by the Board, providing that each member can hear each other and participate in the meeting.

Section 2 Annual Meeting

The annual meeting of the members shall be held in the spring each year or at such other time as the Board may fix the notice of such meeting. At this meeting, Directors may be installed and any other proper business may be transacted.

The official notice of the annual meeting giving the place, date, and time, and those matters which



the Board, at the time of giving notice, intends to present for action by the members shall be mailed not less than 90 days prior to the meeting. The notice may be sent via U. S. Postal Mail or email or other electronic form.

The quorum of the annual meeting shall be at least 25 members present and entitled to vote. Any proper matter may be presented at the meeting.

The following actions shall not be presented at the annual meeting without due notice:

Amending the Articles of Incorporation.

Approving a contract for a transaction in which a director has a material financial interest.

Electing to wind up or dissolve ACHE.

Approving a plan of distribution of assets when ACHE is in the process of winding up,

Section 3 Conference

A conference may be held annually or biennially to provide education and networking opportunities for members of ACHE to earn CE hours. The conference may be a part of the annual meeting.

Section 4 Special Meetings

A special meeting of the members may be called at any time by the Board or ten percent or more of the voting members at least ten days before the date of the meeting. The meeting notice shall be sent to all members entitled to vote. The request for a special meeting must be received in writing (including by email) at the Administrative Office of ACHE.

The meeting notice shall only include the business to be transacted and no other business may be transacted at the meeting.

The quorum of a special meeting shall be at least 50 members present and entitled to vote.

Section 5 Voting at Meetings of Members

Manner of voting – Votes may be taken by voice, by show of hands or by ballot. Ballot may be conducted electronically at the discretion of the Board. Members shall have no rights to accumulate their votes. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

Approval by Majority Vote — If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting any manner, shall be the act of the members, unless the vote of a greater number is otherwise provided for in these Bylaws.

Article VI Directors

Section 1 Number and Qualifications

Number



The authorized number of Directors (“Directors”) of ACHE shall be not less than three or more than nine. The exact authorized number to be fixed, within these limits, by resolution of the Board.

Qualifications

Directors shall be active members in good standing of ACHE for not less than two consecutive years at the time of election and shall remain an active member in good standing during his or her term as a Director.

Terms

Directors shall be elected at an annual election by the membership for two-year terms. Each Director may be elected to a consecutive two-year term. Directors may serve one additional term of two years, after a break of at least two years and one further additional term of two years, after a break of at least a further two years. By resolution, the Board may arrange for terms to be staggered. Term of office June 1 to May 31 and until their successors are elected and take office

Vacancy

A vacancy in a Director position created by resignation, death, or removal, including for incapacity as determined by the Board, can be filled by appointment by the Board for the remainder of that term.

Resignation

Any Director may resign by giving written notice to the Board. Such a written resignation will be effective on the later of (i) the date it is delivered; or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Board would then fall below the minimum of three Directors in charge of ACHE’s affairs.

Removal

The Board may, by a majority vote, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director’s term of office, who has been declared of unsound mind by an order of court, or convicted of a felony, who is deemed medically incapable upon substantive evidence available to the Board, or who has breached or caused to be breached any terms of these Bylaws to a serious and material degree and on being informed of this by the Board or by an Officer on behalf of the Board, has refused to remedy or rescind the breach.

Section 2 Nominations and Election

Nominations of Directors—new Directors shall be elected annually by the membership, as positions become available



A 30-day notice prior to the election is given to the membership with appropriate instructions on how to apply, when and where applications are due, and when the election occurs. Voting takes place in May with a two-week window to submit votes. Votes are submitted electronically to the ACHE Office Manager. Candidates with the most votes are elected to fill all open Director positions. In case of a tie, the Board will vote to break the tie. Minimum number of total votes cast for a valid election is 25.

Article VII Officers

The Officers of ACHE (“Officers”) shall be a Chair, Vice Chair, Secretary and a Treasurer.

Section 1 Officers

Chair—the Chair of ACHE shall:

Preside at meetings of the board.

Be ceremonial host and give the address at the annual meeting of members.

Issue Board-authorized statements to membership and public.

Exercise and perform other duties as may from time to time be assigned to him or her by the Board or prescribed in these Bylaws.

Vice Chair—The Vice Chair of ACHE shall:

Perform all the duties of the Chair, in his or her absence or disability. Perform other such duties as may be prescribed by the Board.

Secretary—The Secretary of ACHE shall attend to the following:

Bylaws

The Secretary shall certify and keep the original or a copy of these Bylaws as amended to date.

Minute Book

The Secretary shall keep a Minutes Book of all Board, Member and Special meetings.

Notices

The Secretary shall give notice of all meetings of the Board in accordance with these Bylaws.

Corporate Records upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director or Officer, or to his or her agent or attorney, these Bylaws and the Minutes Book.

Corporate Seal and Other Duties

The Secretary shall keep the seal of ACHE, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.



Treasurer—The Treasurer of ACHE shall attend to the following:

Books of Accounts

The Treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and transactions of ACHE* The books of accounts shall be open to inspection by any Director or Officer at all reasonable times.

Financial Reports

The Treasurer shall prepare the financial statements to be included in any required report. Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit all money and other valuables in the name and to the credit of ACHE with such depositories as may be designated by the Board; shall disburse the funds of ACHE as may be ordered by the Board; shall report to the Board, whenever requested, an account of all transactions as Treasurer and the financial condition of ACHE; and shall have other duties incidental to the office of Treasurer as prescribed by the Board or in these Bylaws,

Section 2 Additional Officers

The Board may appoint or remove any additional officers as the business of ACHE may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may determine.

Section 3 Confidentiality

Directors, Officers, employees and members of committees are required to observe strict confidentiality with regard to information they gain access to in the course of their activities in these roles, subject to the laws of the State of California, and any other laws that may be applicable. These persons may be required to sign a Non-Disclosure Agreement at the request of the Board.

Section 4 Conflict of Interest Policy

The board will adopt a Conflict of Interest policy to protect ACHE's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 5 Nomination and Election of Officers

The incoming Officers shall be elected at the last regular monthly meeting in May. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office for a period of one year, or until their successor has been qualified and elected.



The Executive Director conducts the election by tabulating the secret ballots submitted via email to the Office Manager.

Chair and Vice Chair

Nominations for Chair and Vice Chair shall be selected from the current Directors. In order to fill the office of Chair and Vice Chair, the candidates are recommended to have served a minimum of one year as a Director.

Secretary and Treasurer

Other than the Chair and Vice Chair, candidates may be selected from the membership. The offices of Secretary and Treasurer may be held by the same person but neither of these offices may be held concurrently with the office of Chair. If the offices of Secretary and/or Treasurer are filled by someone other than a Director, they do not count as quorum and have no vote.

The secretary and treasurer may be elected to consecutive terms at the discretion of the Board.

Term of Office

Term of office is June 1 to May 31.

Article VIII Board of Directors

Section 1 Composition

The Board of Directors of ACHE is made up of the elected Directors, including the elected Chair and Vice Chair, and the Secretary and Treasurer, if they are also Directors. The Executive Director may also be a member of the Board, if appointed to be so, but is not counted as quorum and has no vote. A quorum of the Board is a majority of the Directors.

Section 2 Power and Authority

The affairs of ACHE shall be managed by its Board. The Board is vested with the complete authority and management of all affairs of ACHE and is authorized to exercise for such purpose as the general agent of ACHE. The duty and responsibility of the Board is to apply the resources of ACHE to the furtherance of its purposes as set out in Article III, and to protect the legality and solvency of the organization,

The Board shall make employment decisions concerning the Executive Director. With the Board's approval, the Executive Director is responsible for any other employees of ACHE.

Officers and Directors serve in a voluntary capacity and are not paid for services rendered to ACHE except that they may be reimbursed for expenses incurred in the performance of their duties to ACHE, as pre-approved by the Board.



Section 3 Removal for Cause

If a Director has four unexcused absences during meetings of the Board, including regularly-scheduled meetings and special meetings duly called and noticed in a one-year period, the Board may, at its discretion, declare the office of such Director be vacated by reason of neglect.

Section 4 Board Meetings

The Board shall hold a Board meeting at least once each year and shall hold other regular Board meetings as the Board may fix from time to time by resolution.

Special meetings of the Board for any purpose may be called at any time by a minimum of two Directors, one of whom may be the Chair, at least ten days before the date of the meeting. The notice shall only include the business to be transacted and no other business may be transacted at the meeting.

Board meetings may be held at the principal place of business of ACHE or at such other place or by internet or other remote means as may be determined by the Board providing that each member can hear each other and participate in the meeting.

Section 5 Action Without Meeting

Any action required or permitted to be taken in-between Board meetings may be taken with Board consent obtained via email or any other reasonable method satisfactory to the Board. Such action shall be ratified in the minutes at the next regularly-scheduled Board meeting.

Article IX Committees

Section 1 Standing Committees

There should be the following standing committees: Conference, Education/Training, Ethics, Finance, Governance, Marketing, and Membership.

Each standing and special committee shall have at least one Director serving on it. The Director is not required to chair the committee. Each Director can serve on only two committees at one time.

All Committee members shall be members of ACHE in good standing for at least one year prior to appointment to the Committee and submit an application to the Office Manager. Committee members shall remain members in good standing for the duration of their service on the Committee.



All appointments to the Committee shall be approved by a majority vote of the Board and the Board may remove any Committee member who has been declared of unsound mind by an order of court, or convicted of a felony, who is deemed medically incapable upon substantive evidence available to the Board, or who has breached or caused to be breached any terms of these Bylaws to a serious and material degree and on being informed of this by the Board or by an Officer on behalf of the Board, has refused to remedy or rescind the breach.

All committees are authorized to meet by telephone conference or through other electronic communications media, so long as all members may simultaneously hear each other and participate during the meeting.

Conference/Events— works on planning and organizing the annual ACHE meeting and other events, making recommendations for review and approval by the Board.

Education/Training—works on ensuring that ACHE’s high standards in the field of hypnotherapy education continue to be upheld and maintained, making recommendations for review and approval by the Board.

Ethics—works to ensure the ethical practice and standards of ACHE as outlined in the Code of Ethics. Reviews and reports to the Board on any concerns from members or complaints about members which are received by the administrative office and referred to the Committee by the Board.

Finance—establishes appropriate financial and accounting procedures for auditing the ACHE books annually. The Finance Committee should develop an annual budget under the direction of the Executive Director, for review and approval by the Board.

Governance—reports to the Board on recommending updates and amendments to the Bylaws and other governing documents of ACHE.

Marketing— works on developing and producing social media content for website and Facebook page and other media (if appropriate); works on promoting and advertising upcoming educational opportunities, all budget and overview of content to be approved by the Board.

Strategic Plan—works on membership retention and growth through outreach and support, making recommendations for review and approval by the Board.

Section 2 Special or Other Committees

Other committees, standing or special, may be established by the Board from time to time as necessary to carry out the work of ACHE.



Article X Electronic Meetings and Communications

Except as otherwise provided in these Bylaws, meetings of the Board or Membership may be conducted through use of Internet meeting services designated by the Board that support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board or Membership shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation.

Article XI Administrative Operations

Section 1 Executive Director

The Executive Director duties include but are not limited to:

Being the general manager of ACHE, and, subject to the control of the Board, shall supervise, direct and control ACHE's day-to-day business.

Conduct the election of Officers.

He or she shall have other duties as may be prescribed by the Board or these Bylaws.

Section 2 Office Manager

The Office Manager duties include but are not limited to:

A. Bookkeeping, certification and renewal processing, member database maintenance, newsletter distribution, webinar management, Board meeting coordination, ACHE communications.

B. He or she shall have other duties as may be prescribed by the Board or these Bylaws.

Article XII Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern ACHE in all parliamentary situations that are not provided for in federal, state or local laws, its Articles of Incorporation, Bylaws, or adopted procedures.

Article XIII Indemnification

ACHE agrees to indemnify, defend and hold harmless the Board members, its Officers, Directors, employees, and other agents from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon ACHE, arising out of or related to ACHE's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. ACHE may



maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

Article XIV Amendment

Section 1 Amendment by Board on Recommendation of Governance Committee

Amendments to these Bylaws, recommended by the Governance Committee, are then presented to the Executive Director and the Board to be considered. These Bylaws may be amended at any regular Board meeting by a two-thirds vote.

Article XV Dissolution

ACHE may be dissolved by a three-quarters vote of the Board, to put forth a resolution to be voted on by the membership, which shall require a three-quarters vote of the membership to pass at the annual meeting.

Prior to such a vote by the Board, the Board shall satisfy itself upon a report by the CPA that ACHE cannot maintain solvency in the future, and/or that its purposes are no longer required and this report shall be made available to the membership along with the notice of the meeting.

Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to an agreed-upon nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code 501 (c) and this proposed distribution shall be voted on at the same time as the dissolution proposal, at the meeting of the Board, and the subsequent meeting of the members.

Certificate of Secretary I, Katherine Zimmerman, certify that I am the current elected and acting Secretary of the American Council of Hypnotist Examiners, Inc., a California non-profit mutual benefit corporation, and the above bylaws are the bylaws of ACHE, as adopted by the Board of Directors on March 24, 2022, and that they have not been amended or modified since the above.