

INTEGRATED REFLEXOLOGISTS OF WISCONSIN, INC. (IRW)

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Article I. Name

Section 1.0

The name of this non-stock Corporation shall be Integrated Reflexologists of Wisconsin, Inc.

Article II. Purposes and Goals

Section 2.0

The mission of this Corporation is to enhance and endorse the profession of Reflexology in all of its aspects and to advance and foster the expertise and professionalism of Reflexology practitioners.

Section 2.1

Our stated goals for coming together to form this corporation are:

1. Monitoring and/or acting upon state legislation and laws involving Reflexology and the larger complementary health field;
2. Upholding and adhering to the code of ethics set forth by the IRW and RAA;
3. To create opportunities for connecting with other Reflexologists, to exchange and share information and skills with each other;
4. To create continuing education opportunities;
5. To support new research;
6. To give support to the voice of the Reflexology Association of America and other Reflexology Associations around the world;
7. Sponsoring training programs that prepares students/Reflexologists for ARCB or other nationally non-profit certification;
8. To support and encourage each other in a professional environment to be the best Reflexologist that we can be;

Integrated Reflexologists of Wisconsin, Inc. (IRW)

9. To establish a campaign that will educate the public about Reflexology;
10. Act as a clearing house of information and support structure for other (state/country) Reflexology associations.

Article III. Membership

Section 3.0

The membership of the Corporation shall be open to all Reflexology practitioners, schools, and organizations or those who have an interest in the field of Reflexology. Membership begins upon payment of the annual dues for the first year.

Section 3.1

There shall be four (4) classes of membership: Professional, Associate, Commercial and Honorary.

- A. Professional Membership Level: Membership is open to a Reflexologist certified by a non-profit, national certification board, or certified by a school or training program with a minimum of 200 hours.
- B. Associate Membership: Open to a non-certified Reflexologist not meeting the Professional member level standards or a student training in Reflexology.
- C. Commercial Membership: An agency, a school, a business, a manufacturer, a health practitioner, or any entity or interested person concerned about, or desiring to support the growth and development of the field of Reflexology.
- D. Honorary Membership: From time to time as the Board of Directors sees fit a member that has been outstanding in the field of Reflexology may, at the Board of Directors' discretion, be given an honorary membership to IRW. Honorary Membership shall be determined by the Board of Directors with a time range between 1 year to the member's lifetime. Honorary Memberships would be presented at conferences. An Honorary Member shall have none of the obligations of membership in the Corporation, but shall be entitled to all of the privileges except those holding office.

Section 3.2

Membership Privileges: Professional Members may take part in all business affairs, hold office, and shall have one (1) vote on issues presented to them to be voted upon, and other privileges as put forth by membership and/or committees and approved by the Board of Directors.

Section 3.3

Membership/Fiscal Year: Membership/Fiscal year shall be from July 1st to June 30th of each year.

Section 3.4

Charter Membership Designation: New members joining the Integrated Reflexologists of Wisconsin, Inc. shall have the designation of "Charter Member" for the duration of membership in this Corporation. The Charter Membership Year shall be July 1, 2013 to June 30, 2015. This designation shall be applicable to any Member. The Board of Directors shall determine benefits affiliated to the Charter Member designation. Charter membership designation will be terminated if membership lapses.

Article IV. Dues

Section 4.0

The Corporation dues shall be set by the Board of Directors.

Section 4.1

Membership Renewal Notices will be sent to each IRW member by May 1st. If the dues have not been received by July 31st, the member will no longer be in good standing and all rights and privileges shall cease.

Section 4.2

New members joining after January 1st in any given year will pay half of the dues for the membership category selected for the remainder of the year.

Section 4.3

Honorary Membership: Dues would be that of an Associate Member with the option of paying the difference for a Professional Membership if the individual nominated is wishing to have voting rights and fulfill the requirements of the Professional Membership.

Article V. Officers

Section 5.0

The officers of the Corporation shall be President, Vice President, Recording Secretary, Administrative Secretary, Treasurer, Director-at-Large, and Librarian/Historian. These officers shall perform the duties prescribed by these By-laws and by the parliamentary authority adopted by this Corporation. This body shall form the Board of Directors.

Section 5.1

The President: Subject to the consent of the Board of Directors, the President shall in general, supervise and conduct the activities and operations of the Corporation, shall keep the Board of Directors fully informed, shall freely consult with them concerning the activities of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried in effect.

Section 5.2

The Vice President: The Vice President shall in the absence of the President or in the event of the President's inability or refusal to act, perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall chair at least one standing committee as determined through discussion with the President.

Section 5.3

The Recording Secretary: The Recording Secretary shall record all the business conducted during all meetings of the Board of Directors and the members' meetings and shall keep the minutes of all such meetings in books prepared specifically for that purpose. The minutes shall become a permanent record of this Corporation. She or he shall attend to the processing of all official notices and the care of original historical documents and records of the Corporation.

Section 5.4

The Administrative Secretary: The Administrative Secretary shall receive all correspondence sent to the Corporation and respond when appropriate or forward the correspondence to the appropriate party for reply. She or he will chair the membership committee.

Section 5.5

The Treasurer: The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct financial records of the Corporation. The Treasurer shall be bonded and the bonding fee shall be paid by the Integrated Reflexologists of Wisconsin, Inc. The Treasurer shall submit an annual financial report according to Article IX Section 9.2 and any other specifications set by the Board of Directors.

Section 5.6

The Librarian/Historian: The Librarian/Historian will maintain a record of photographs and historical records of the Corporation's activities during her/his term of office which, will become a part of the permanent records of this Corporation.

Section 5.7

Director-at-Large: One (1) Director-at-Large will serve on the Board of Directors and will fulfill duties as assigned by the President.

Section 5.8

Election of Officers: The Officers of the Corporation shall be chosen by and from among the members by a majority vote of the membership.

Section 5.9

Eligibility for Election to IRW Officers: All officers must be:

- A. A qualified Professional member of the IRW with a minimum of one year membership and in good standing.
- B. Be a U.S. citizen and reside in Wisconsin when serving on the Board of Directors.

Section 5.10

Term of Office as an Officer: The term of office as an Officer of the Corporation shall be two (2) years with a limit of three (3) consecutive terms served. Officer terms shall commence on July 1st following the annual May election.

Section 5.11

Election, Designation and Term of Office for Officers:

- A. Before the election at the Statewide meeting in May of each *odd year*, nominations shall be accepted by written correspondence to the Administrative Secretary during the month of March for: The election of 4 people to serve on the Board of Directors and 1 as Delegate.

Within the structure of the Board of Directors, the following shall be selected:

- President
- Vice-President
- Administrative Secretary
- Treasurer
- Delegate A (Delegate to RAA)

- B. Before the election at the statewide meeting in May of each *even year*, nominations shall be accepted by written correspondence to the Administrative Secretary during the month of March for: The election of 3 people to serve on the Board of Director and 1 as Delegate.

Within the structure of the Board of Directors, the following shall be selected:

- Recording Secretary
- Director-at-Large
- Librarian/Historian
- Delegate B (Delegate to RAA)

- C. Director positions within the Board of Directors will be selected amongst the elected Board of Director members at the first meeting of the fiscal year (July).

Section 5.12

Method of Election of Officers: The officers shall be elected:

- A. Ballot by mail and/or e-mail,
- B. Serve for two years or until their successors are elected, and
- C. Their term of office shall begin at the beginning of the fiscal year July 1st.
Outgoing officers will thus have opportunity to transfer records and mentor incoming officers.
- D. A past Board of Directors member can run for re-election after a period of one year.

Section 5.13

All officers shall serve as directors with equal voice for the benefit of the Corporation.

Section 5.14

Removal, Resignation and Vacancy: Any officer may be removed with or without cause from office by a two-thirds (2/3) vote of the remaining Board of Directors members. Any Officer may resign by giving thirty (30) days written notice to the Board of Directors. In the case of resignation, the resigning Officer shall return all paperwork pertaining to IRW to the President within 2 week of resignation. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in a manner prescribed in these By-laws for regular appointments to the Board of Directors.

Article VI. Meetings

Section 6.0

Annual meetings will take place. An annual meeting will take place during the biannual conference. Statewide conference will be held every two years, and the Board of Directors will determine the date/time for this conference.

Section 6.1

Special meetings of this Corporation may be called by the President or by a 30-day written request or e-mail of the full-voting members of the IRW. The purpose of the meeting shall be stated in the mailing/email. Except in cases of emergency, at least seven (7) days notice shall be given.

Article VII. Board of Directors

Section 7.0

The officers and the Director(s)-At-Large of this Corporation shall constitute the Board of Directors.

Section 7.1

Meetings: The Board of Directors shall fix the hour and location of meetings; make recommendations to the membership; and shall perform such other duties as are specified in these By-laws. The Board of Directors shall be subject to the orders of the Corporation and none of its acts shall conflict with the actions taken by this Corporation.

- A. Meeting of this Board of Directors shall be called by the President.
- B. Special meetings of this Board of Directors shall be called upon the written request of any member of the Board of Directors.
- C. The meetings shall take place either physically or by a conference call or electronic means, not less than once each quarter.

Section 7.2

Immediate Past President: The Immediate Past President is not an elected Board of Director member and shall not have a vote on issues before the Board of Directors and shall act as advisor to the Board of Directors. The Immediate Past President will serve a one (1) year term and may serve additional terms while she or he is still the Immediate Past President. His or her duties include attending all conference calls and any other duties assigned by the Board of Directors.

Section 7.3

Powers and Responsibilities: The Board of Directors shall have all powers and responsibilities necessary and appropriate for the administration of the affairs of the Corporation and may do all acts not prohibited by law, the Articles of Incorporation or these By-laws. These powers specifically include the power to establish such working committees as may be necessary to carry out the Purposes and Goals of the Corporation. The Board of Directors shall be responsible to the members.

Section 7.4

Quorum: A quorum at meetings of the Board of Directors shall be established by the presence of a majority of members of the Board of Directors present either in person or by telephone or electronic means. In the absence of a quorum at meetings, any business except to adjourn, shall be null and void.

Section 7.5

Exception to Quorum: Every act or decision made by a quorum of the Board of Directors shall be regarded as the act of the Board of Directors, except for the adoption or revocation of a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization: or for sale, lease or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, each of which shall require the approval of two-thirds (2/3) of the membership.

Section 7.6

Manner of Conducting Business: A simple majority vote of the Board of Directors members present at a meeting, where there is a quorum, shall constitute action of the Board of Directors unless otherwise provided by these By-laws. A special act of the Board of Directors may occur upon a simple majority vote of the full Board of Directors.

Section 7.7

Conference: A conference shall be held every two years and include a meeting of Board of Directors and a meeting of members.

Section 7.8

Meeting Procedure(s): The Board of Directors shall determine the protocol to be used during meetings.

Section 7.9

Vacancies: A vacancy on the Board of Directors shall exist on the occurrence of the following:

- A. The death or resignation of any Director;
- B. By resolution of the Board of Directors when a Director has missed two (2) consecutive meetings or four (4) meetings in any 12 month period that are unexcused;
- C. Vote of two-thirds (2/3) of the voting members to remove a Director;
- D. An increase in the authorized number of directors; or
- E. The failure of the members to elect the required number of Directors.

Section 7.10

Filling a Vacancy: A vacancy on the Board of Directors may be filled by a consensus of the remaining directors. Any Officer appointed to fill a vacancy shall hold office until the expiration of the term of office of his or her predecessor.

Section 7.11

Resignation: Any Officer may resign upon giving thirty (30) days written notice to the President unless the notice specifies a later time for the resignation to become effective. If the resignation of an Officer is effective at a future time, the Board of Directors may appoint a successor to take office when the resignation becomes effective. All records are legal documents of the Corporation. A newly appointed officer shall not serve as President until elected by the membership at a subsequent election of the Board of Directors and then elected to that position by the Board of Directors at their organizational meeting.

Section 7.12

Place of Meeting and Meetings by Electronic Means: Regular meetings and Special meetings of the Board of Directors may be held at any place within Wisconsin designated by resolution of the Board of Directors. Any meeting, regular or special, may be held by telephone conference or through other communication devices, so long as all directors participating in the meeting can hear one another or effectively communicate with one another. Then all such directors shall be deemed to be present in person at the meeting.

Section 7.13

Conference and Special Meeting Attendance: All members of the Board of Directors shall attend conferences and special meetings of the Integrated Reflexologists of Wisconsin, Inc. (IRW).

Section 7.14

Action at the Meeting: Every act or decision made by a quorum of the Board of Directors shall be regarded as the act of the Board of Directors, except as provided in Article VII, Section 7.5.

Section 7.15 Action without Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall consent in writing to that action. Such action shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent on consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 7.16

Fee and Compensation: Directors and members of committees shall not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as determined by resolution of the Board of Directors.

Article VIII. Committees

Section 8.0

Committees: The purpose of a committee is to carry out specific duties that have been assigned to it by the Board of Directors. Standing committees and special committees shall be formed to address professional and or Corporation issues as determined by consensus of the Board of Directors. When any committee is found unnecessary, the Board of Directors has the power to disband it. The Corporation shall have such standing and special committees as determined by the Board of Directors with each consisting of one (1) or more Directors and members who shall serve at the pleasure of the Board of Directors.

Section 8.1

Standing Committees: The IRW shall have the following standing committees:

- A. Standards, ethics, appeals and grievances
- B. Public relations
- C. Membership and benefits
- D. Law and Legislative
- E. Fundraiser
- F. Advisory

Section 8.2

Composition of Committees: Any Professional Member in good standing may join or chair a committee and have a vote. Associate members may participate on a committee without a vote. The President shall appoint a committee chairperson based on the qualifications of the nominations received from the Board of Directors and membership. Each committee has complete freedom to develop structures and procedures that will enable it to accomplish its tasks and will meet at least once during a fiscal year. The chairperson is responsible for maintaining written records of proceedings and correspondences and for providing formal committee reports to the Board of Directors. Decisions, as recommendations, of the committee shall be presented to the Board of Directors for consideration. No committee shall bind the Corporation in a contract or agreement or expend Corporation funds, unless authorized to do so by the Board of Directors in order to fulfill its task.

Section 8.3

Meetings and Action of Committees: Meetings and actions of all committees shall be governed by, held and taken in accordance with provisions of Article VII of these By-laws. Minutes, or a synopsis as a general statement of the proceedings, shall be kept of each meeting of any committee. The minutes and/or any specific committee status reports requested by the President or Board of Directors shall be filed with the Corporation's records.

Article IX. Records and Reports

Section 9.0

Maintenance and Inspection of the Articles of Incorporation and By-laws: The Recording Secretary of the Corporation shall keep the original or a copy of the Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members by appointment.

Section 9.1

Upon written request to the Recording Secretary, any member may review the proceedings of the Corporation. Request will be responded to within 60 days. A reasonable charge may be assessed for the costs associated with complying with such a request.

Section 9.2

Reports: The Board of Directors shall cause an annual report to be sent to all Directors and members of the Corporation within 120 days after the end of the Corporation's fiscal year containing the following information:

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

The report shall be accompanied by any pertinent report of an independent accountant. If there is no such certified audit report, an authorized officer of the Corporation or the accounting agency shall certify that such statements were prepared without audit from the books and records of the Corporation.

Article X. General Matters

Section 10.0

Checks, Drafts, and Indebtedness: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the Treasurer. The Corporation shall maintain such bank checking and savings accounts as are necessary, and such accounts shall have two (2) authorized signatures, the President and Treasurer's. Signatures will be per the internal controls of the Dishonesty Bond.

Section 10.1

Contracts and Instruments: The Board of Directors, except as otherwise provided in these By-laws, shall enter into any contract or execute any agreement instrument in the name of and on behalf of the Corporation. Unless so authorized or ratified by the Board of Directors or within the agency power of any officer; no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to tender it liable for any purpose or for any amount.

Section 10.2

Indemnification of Officers, Directors and Agents: No member shall have any power or right to enter into any contract or take any action purporting to impose any obligation, contractual or otherwise, upon IRW, or its officers or directors, nor to take any action contrary to law or lawful regulation. The Officers, Directors and Agents of IRW shall not be held liable for any misdeeds, misappropriations, negligence or errors or omissions of the governing bodies, or any of its officers or directors.

Section 10.3

Fiscal Year: The Fiscal Year of the Corporation shall be from July 1st through June 30th.

Article XI. Parliamentary Authority

Section 11.0

The rules contained in the current edition of Robert's Rules of Order shall govern IRW in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Corporation may adopt.

Article XII. By-laws - Amendment and Revisions

Section 12.0

New By-laws may be adopted, or these By-laws may be amended or repealed by a two-thirds (2/3) vote of the responding members. Ballots for By-law changes/revisions will accompany Board of Director election ballots in the same mailing.

Section 12.1

New Articles of Incorporation may be adopted, or the Articles of Incorporation may be amended or repealed by a two-thirds (2/3) vote of the responding members. Ballot for Articles of Incorporation changes/revisions will accompany Board of Director election ballots in the same mailing.

Article XIII. Distribution of Assets Upon Dissolution

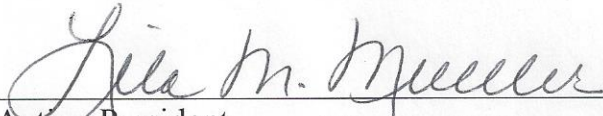
Section 13.0

Upon dissolution of this Corporation, by a majority Board of Director and membership vote, creditors of the corporation will be paid first then all historical documents will be donated to the Wisconsin Historical Society with the balance of assets being donated to an organization for the advancement of Reflexology.

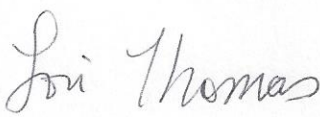
Integrated Reflexologists of Wisconsin, Inc. (IRW)

Adoption`:

These By-laws were adopted by the Acting Board of the Integrative Reflexologists of Wisconsin, Inc. on December 3, 2013 (date) via a recorded telephone conference call with known Reflexologists invited.



Acting President Lila M. Mueller



Recording Secretary Lori J. Thomas

Revised, amended and re-adopted December 3, 2013