

**Bylaws of the
Academic Collaborative for Integrative Health**

PREAMBLE

The Academic Collaborative for Integrative Health (referred to herein as the “Collaborative” or the “corporation”) envisions a health care system that is multidisciplinary and enhances competence, mutual respect and collaboration across all health care disciplines. This system will deliver effective care that is patient centered, focused on health creation and healing, and readily accessible to all populations.

The purpose of the Collaborative is to create and sustain a network of national educational organizations, accrediting agencies, certification and testing organizations, educational institutions and programs, individuals and other entities which promotes mutual understanding, collaborative activities and interdisciplinary health care education and practice, and to advance research, education and clinical opportunities in health care.

ARTICLE 1. OFFICES

The principal office of the Collaborative shall be located at its place of business or such other place as the Board of Directors (“Board”) may designate. The Collaborative may have such other offices as the Board may designate or as the business of the corporation may require.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

The Collaborative shall have various classes of members which shall include (i) Full members, (ii) Traditional World Medicines & Emerging Professions members, (iii) Educational Institution and Programs members, (iv) Affiliate members and (v) Associate members. Additional classes of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws or policies of the board.

2.2 Qualifications for Membership

All organizations, individuals or other entities seeking membership share a commitment to one or more of the purposes of the Collaborative and meet the following requirements:

2.2.1 Full Membership

Organizations seeking full membership shall be associated with integrative health and medicine disciplines that (i) have a specialized accrediting agency recognized by the U.S. Department of Education (USDOE), (ii) have a recognized national certification or testing organization, and (iii) are licensed for professional practice in at least one state. Full memberships shall be limited to: associations of health education institutions and/or programs (e.g. “council of colleges”); U.S. Department of Education-recognized accrediting agencies; and, recognized certification or testing organizations.

2.2.2. Traditional World Medicine and Emerging Professions Membership

Members classified as Traditional World Medicines (TWM) or Emerging Professions (EP), as defined by Board resolution, are national organizations which demonstrate to the Board a commitment to establishing standard-setting, self-regulatory and regulatory activities.

2.2.3. Educational Institution and Program Membership

Educational Institutional or Program Members are educational institutions or programs accredited by, or with candidacy status from, a US Department of Education-recognized specialized accrediting agency.

2.2.4. Affiliate Membership

Organizations qualified for full membership in the Collaborative may participate as Affiliate Members for a limited period of time as established by Board policy.

2.2.5. Associate Membership

Educational institutions or programs, organizations, individuals or other entities which support one or more purposes of the Collaborative may be eligible for associate membership. Associate member eligibility is established by Board policy.

2.3 Application Process

Applicants for membership in the Collaborative follow a process and pay dues and assessments in accordance with Board policies.

2.4 Annual Meeting

The date, time and place of the annual meeting of all members shall be established by the Executive Committee. Notice will be provided in accordance with these bylaws.

2.5 Special Meetings

The Chair or Executive Committee of the Board, or the Board by majority vote, may call special meetings of all members for any purpose.

2.6 Place of Meetings

All meetings of members shall be held by teleconference, electronic means, or at such other place designated by the Chair, the Executive Committee or the Board.

2.7 Notice of Meetings

Notice of the time and place of any annual, regular or special meeting is given by the secretary, or by the executive director, by regular mail, electronic mail, facsimile, telegram, telephone, or by personal communication at least ten (10) days prior to the date on which the meeting is to be held.

2.8 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington State law, 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 to the giving of such notice.

2.9 Manner of Acting

Fifty percent of the members of the corporation, represented in person, or by proxy, shall constitute a quorum at a meeting of the members.

2.10 Withdrawal of Membership

Any member may withdraw from the Collaborative at any time by providing written notice to the Secretary or the executive director of the Collaborative.

2.11 Electronic Transmission

The Collaborative may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted. For purposes of these Bylaws, an “electronic transmission” is an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by such a sender and recipient.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number of Directors

The Board shall consist of not less than 13 or more than 25 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

3.3.1. Directors Nominated by Full Members

Each full member of the Collaborative is entitled to nominate an individual to serve as a Director. If such nominee is not elected by the Board, the organization shall nominate such additional members as are necessary until a nominee is elected.

3.3.2. Directors Nominated by Traditional World Medicine Members, Emerging Professions Members and Educational Institution and Program Members

Annually, prior to the fall Governance Committee meeting, member organizations representing Traditional World Medicines (TWM) and members from organizations representing Emerging Professions (EP) collectively nominate one representative to serve as a Director; and all Educational Institution and Program (EIP) Members collectively nominate one representative to serve as a Director. If any nominee is not elected by the Board, the nominating organization (s) shall provide additional nominees until an individual is elected.

3.3.3. Public Directors

The Board elects additional public Directors as are deemed valuable, so long as the total number of directors does not exceed 25. Public members are defined in Board policy.

3.3.4. Founding Directors

Founding directors are individuals who have served in some capacity in the founding of work of the Collaborative. These individuals may continue to serve on the Board with the consent of the Board, provided that the total number of directors does not exceed 25.

3.3.5. At-Large Directors

The Board shall elect not more than two (2) additional at-large directors who, through work on the organization's committees or another formal role with the organization, have distinguished themselves as exemplary leaders to assist the organization, so long as the total number of Directors does not exceed 25.

3.4 Election of Directors

3.4.1 Directors

The election of Directors is conducted at the fall Board meeting in such manner as the Board of Directors shall determine. When a term of a Director expires, or when a Director steps down for any reason, the Board elects a successor Director to fill that position. Director positions held by individuals nominated by member organizations as described in these bylaws are elected from nominees provided by those respective members.

3.4.2 Approval

A nominee from a member organization, or representing the public, or from the founding work of the Collaborative, or through the at-large mechanism is elected by the Board. Directors may have such other qualifications as the Board may prescribe by resolution or by amendment to these Bylaws.

3.5 Voting Rights

Only Directors shall have the right to vote on any issue brought before the Board.

3.6 Term of Office

Unless a Director resigns, is removed or dies, he or she shall hold office for a three year term or until such time as a successor is mutually agreed by the Board and the full member organization which originally nominated the Director, whichever is later. Directors may serve up to three successive terms. Founding Directors shall serve until such time as they choose to resign or when the Board, removes them based on an affirmative 2/3 vote of directors in office at a meeting of the Board at which a quorum is present (section 3.21).

3.7 Election of Officers, Directors and Directors-At-large for the Board and Executive Committee

The elections of the Board officers, Directors and Directors-At-large is usually held at the fall Board meeting.

3.8 Board Meetings

There shall normally be four (4) regular meetings of the Board of Directors during the year.

3.9 Special Meetings

Special meetings of the Board of Directors may be called [section 3.13 addresses this] by the Chair or a majority vote of the Board. Notice shall include the date, time and business to be conducted. No business other than those items contained in the notice of the special meeting shall be transacted at such meeting. All actions taken by the Board at Special Meetings shall require a majority vote of a quorum of the Board.

Special meetings of any committee or task force designated and appointed by the Board may be called by or at the written request of the Chair or any two Directors, or, in the case of a committee meeting, by the chair person(s) of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special meeting called by them.

3.10 Meetings by Telephone

Directors of the Board or any committee or task force designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear

each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.11 Place of Meetings

All meetings shall be held via teleconferences, electronic means, or at such other place designated by the Board of Directors, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.12 Waiver of Notice

3.12.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington State law, 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 to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

The attendance of a Director at a 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 convened.

3.13 Quorum and Attendance

Fifty percent of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors shall attend at least 2/3 of regularly scheduled meetings; failure to do so may subject the Director to removal from the Board.

3.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington State law.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by the Board without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

The Board shall have a right to remove any Director for nonattendance in Section 3.14 of these Bylaws or for any reason or cause, as established in the policies of the Collaborative, based on an affirmative 2/3 vote of Directors in office at a meeting of the Board at which a quorum is present.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

3.20.1 Executive Committee of the Board

3.20.1.1 Composition

The Board will have an Executive Committee, on which at least five (5) and not more than nine (9) Directors serve. The Executive Committee shall include the officers of the Board and up to two (2) Members-at-large. The Executive Committee shall include at least one member from each of the following categories: councils of colleges or schools, accreditation agencies, and certification or testing organizations. The Executive Committee shall include representation of at least three distinct licensed integrative health and medicine professions by separate individuals who are affiliated with those disciplines.

3.20.1.2 Duties

The Executive Committee shall be responsible for various duties delegated by the Board and such issues as may arise between meetings of the Board, but shall not alone be responsible any legal, administrative or financial policy-making of the

Collaborative, which responsibilities rest with the Board of Directors. The work of the Executive Committee shall include: performing the Board's work within limitations established in Bylaws and Policies; acting as liaison to the chief executive, including evaluating performance, hiring and terminating; and overseeing the strategic planning processes.

3.20.2 Finance Committee of the Board

The Board will have a Finance Committee which will consist of the Treasurer of the Board and at least two (2) additional directors. The duties of the Finance Committee shall be established by Board policy.

3.20.3 Governance, Bylaws and Policy Committee of the Board

The Board will have a Governance, Bylaws and Policy Committee which shall consist of at least three Directors, at least one of which shall be a member of the Executive Committee. The duties of the Governance, Bylaws and Policy Committee shall be established by Board policy.

3.20.4 Special Interest Groups

The Board may establish such Special Interest Groups (SPIGs) as it determines valuable which support the education, research or public health interests of the types of organizations from which the Collaborative members are drawn. SPIGs may be related to any such purpose as identified by the Board. Each SPIG shall include at least one (1) Director and other participants as are deemed appropriate. Such SPIGs shall engage activities aligned with the purposes of the Collaborative.

3.20.5 Standing and Temporary Committees or Task Forces

The Chair may designate and appoint one or more standing or temporary working groups, committees or task forces, subject to ratification by the Board, each of which shall include at least one Director and other participants as deemed appropriate.

3.20.6 Authority

Such committees, working groups, task forces and special interest groups shall have and exercise the authority of the Directors in the management of the corporation subject to such limitations and direction as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and

appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.7 Quorum; Manner of Acting

A majority of the number of members composing any committee shall constitute a quorum for the purpose of the transaction of business. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.8 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.9 Removal of Committee Member

The Board of Directors may remove any member of any committee elected or appointed by it by a vote of 2/3 of those attending the meeting at which the action is taken.

3.20.10 Termination

The board may, by resolution, terminate any committee, task force or special interest group.

3.21 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Collaborative.

3.22 Authority to Contract

The Board may choose to contract with a Director, or with an entity with which a Director is financially involved, or with a member of a Committee or Task Force, provided that such Director or Committee member discloses the conflict (in accordance with Article 7), recuses his or her self from the decision process and the decision to contract is approved by a majority of the full Board of Directors who are not designated as interested persons. The process and decision shall be recorded in the meeting minutes.

3.23 Restriction on Interested Board of Directors

Notwithstanding any other provisions of these Bylaws, not more than more than forty-nine (49%) of the persons serving on the Board of Directors may be interested persons.

Furthermore, an interested person shall not serve as Chair, Vice-Chair or Treasurer of the Board. For purposes of this Section, “interested persons” means: a) any person currently being compensated by the organization for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director in his/her capacity as a director, or b) any brother, sister, antecedent, descendent, spouse, brother or sister-in-law, son or daughter in-law, mother or father-in-law or any such person.

3.24 Electronic Transmission

The Collaborative may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted.

3.25 Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws or by laws of the State of Washington to be taken at a meeting of the Board of Directors (or its committees) of the Collaborative, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE 4. OFFICERS OF THE BOARD OF DIRECTORS

4.1 Number and Qualifications

The officers of the Collaborative shall be a Chair, a Vice Chair, a Secretary and a Treasurer, each of whom shall be elected annually by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The Officers of the Collaborative and Executive Committee Directors-at-large shall be elected by the Board at the fall Board meeting. Terms of office are renewable. Unless an officer resigns, is removed from office, or dies, he or she shall hold office until his or her successor is elected.

4.3 Resignation

Any Officer may resign at any time by delivering written notice to the Chair, a Vice Chair, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon

delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any Officer or agent elected or appointed by the Board may be removed from office by a 2/3 vote of the directors in office at a meeting of the Board at which a quorum is present.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Chair

The Chair shall be the chief presiding officer of the Collaborative, and, subject to the Board's control, shall preside over meetings of the Board and the Executive Committee. The Chair serves ex officio on all committees.

4.7 Vice Chair

In the absence or disability of the chair, the vice chair shall act as chair.

4.8 Secretary

The Secretary shall: (a) record the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Collaborative; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the Chair, or other officer authorized by the Chair or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer

The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Collaborative, and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the Collaborative in such depositories as may be designated by the Board of Directors, and in general, shall perform all of the duties incident to the office of treasurer.

ARTICLE 5. EXECUTIVE DIRECTOR

5.1 Authority

The Executive Director of the Collaborative shall act as the chief executive officer of the Collaborative, serving subject to such terms and conditions as may be directed by the Board of Directors. The Executive Director shall serve *ex officio* on the Board of Directors and the Executive Committee, and may serve on any Special Interest Groups, Task Forces and Committees of the Board where appropriate, with voice but no vote. The Executive Director may not serve as an officer of the Collaborative. The Executive Director does not count as part of a quorum. The Executive Director has the responsibility for implementing the policies of the Board of Directors and of the Executive Committee and for the day-to-day administration of the Collaborative. Upon prior Board review and approval of the underlying deed, bond, contract, document, instrument, agreement, or other obligation, the Executive Director, shall have signatory authority to execute such documents, individuals or instruments, in the name of the Collaborative, to keep the corporate seal, and to affix the same proper documents. The Executive Director shall have the responsibility to hire all employees and consultants unless such responsibility is specifically limited by Board action.

5.2 Additional Board Hiring

The Board shall hire the auditor.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Books and Records

The Executive Director of the Collaborative shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any Board member.

6.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31.

6.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 7. CONFLICT OF INTEREST

All Directors must avoid any interest, influence, or relationship which might conflict, or appear to conflict, with the best interests of the Collaborative, or which might affect judgment or loyalty. Directors must promptly disclose any situation where an actual or potential conflict may exist and remove themselves from negotiations, deliberations or votes involving the conflict.

ARTICLE 8. NON-DISCRIMINATION

In all of its dealings, neither the Collaborative nor any of its duly authorized agents shall discriminate against any individual or group on the basis of race, age, sex, religion, color, national origin or ancestry, disability, familial status, sexual orientation, citizenship status, or other protected status under federal, state or local law.

ARTICLE 9. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a two thirds majority of the number of Directors in office, provided that all Directors have been given thirty (30) days advance notice of the meeting and such notice shall contain a copy of the proposed amendment.

UNANIMOUS WRITTEN CONSENT FOR ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS

Organizational Meeting of the Board of Directors of
Academic Consortium for Complementary and Alternative Health Care
(now entitled the Academic Collaborative for Integrative Health)

1. Meeting Deemed Duly Held.

The organizational meeting of the Board of Directors of Academic Consortium for Complementary and Alternative Health Care, a Washington State nonprofit corporation, was effected by unanimous consent pursuant to RCW 24.03.155 on the date that the last Director named in the Articles of Incorporation of the corporation signed this consent resolution or a duplicate counterpart thereof. The Articles of Incorporation of the corporation were filed with, and the Certificate of Incorporation was duly issued by, the Secretary of State of the State of Washington on January 9, 2008. All of the Directors named in said Articles waived notice of the meeting. This consent shall be effective January 15, 2008.

2. Ratification of Actions of Incorporator.

All actions of every nature heretofore taken by the Incorporators for the organization and the commencement of business, if any, of the corporation were in all respects approved, ratified, and confirmed. These actions include, but are not limited to, the work of the Collaborative while operating prior to its incorporation a project of the Integrated Healthcare Policy Consortium.

3. Adoption of Bylaws.

The Board of Directors read, approved and duly adopted the proposed form of bylaws of the corporation, in the form attached hereto as Exhibit A, as the bylaws of the corporation. The Secretary, once elected, was authorized to authenticate the bylaws.

4. Appointment of Officers.

The following persons were unanimously elected to serve in the corporate offices listed opposite such persons' names until the first annual meeting of the Board of Directors or until such persons' successors are elected and qualified:

Chair:	Reed Phillips, DC, PhD
Vice Chair:	Elizabeth Goldblatt, PhD
Secretary:	Janet Schwartz, LMT
Treasurer:	Pamela Snider, ND

5. Banking Relationship

The Board authorized the corporate officers to open such accounts for the deposit and withdrawal of the funds of the corporation, with banks and in such locations as they may deem

appropriate and reasonably necessary and in the best interests of the corporation and to authorize John Weeks and Pamela Snider, ND, to sign checks or otherwise make withdrawals.

The Board further authorized the President and the Secretary of the corporation, or either one of them, to execute such agreements or other documents, in the standard form provided by such banks, as are necessary to open such accounts, including, if needed, forms certifying as to the adoption of any standard form of corporate resolutions, which by their execution shall be deemed to have been authorized hereunder as if physically attached hereto and incorporated herein by this reference.

The Board further authorized the officers to change the designated signatories on the corporate checking account as seems appropriate to them and to sign the new banking resolutions showing the changed signatories and to execute such resolutions as if adopted on the date of this meeting.

6. Fiscal Year

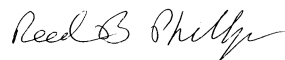
The fiscal year of the corporation shall be the year commencing January 1 and ending December 31 of each year.

7. Tax-Exempt Status

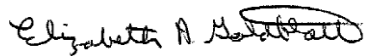
The Board hereby authorizes the preparation and submission of the Form 1023 (application for tax-exempt status) to the IRS in order to obtain a determination of tax-exempt status. It further authorizes the expenditure of the filing fee for such application and authorizes the chair or other officer designated by the chair to execute such application and all other related forms and documentation necessary for the submission of the Form 1023 to the IRS.

The undersigned, being all of the members of the Board of Directors of the corporation, hereby waive notice of the Organizational Meeting of Directors as described above and consent to all actions taken therein.

DIRECTORS



Reed Phillips, DC, PhD, Chair




Elizabeth Goldblatt, PhD, Vice Chair



Janet Schwartz, LMT, Secretary



Pamela Snider, ND, Treasurer



David O'Bryon, JD