



ARTICLE I. OFFICES

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business is located in the County of Santa Cruz, California

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification and Qualification of Members

Section 2.01. The Corporation shall have seven (7) classes of members as follows, unless otherwise stated by resolution of the board:

Professional Member: This level is for those individuals who meet NAMA requirements for providing private health care consultations and therapies to the general public. This level is for professional practitioners who meet the established criteria applying to this level. This criteria will be voted on by the board after receiving input from the general membership.

Educator Member: This level is for those individuals who meet NAMA requirements to teach basic Ayurvedic principles to the general public. This member is not a practitioner of Ayurveda as defined in section titled "Professional Level." These requirements will be voted on by the board after receiving input from the general membership.

Student Member: This level of membership is for students enrolled in a state approved academic educational program who are supportive of the mission, purpose and goals of this organization.

Benefactor Member: This level of membership is for anyone supportive of the mission, purpose and goals of this organization who wishes to support NAMA financially.

General Member: Prior to activation of Educator or Professional membership levels, this level of membership is for anyone supportive of the mission, purpose and goals of this organization. When Professional and Educator Membership levels are activated, General Members who meet requirements will transfer their membership to the other levels.

Corporate: For corporations supportive of the mission, purpose and goals of NAMA that wish to support the organization financially. (Example, Ayurvedic pharma companies like Banyan, Ayush, etc. as well as any other corporation that is supportive of NAMA)

Educational: For schools and/or educational institutions who are supportive of the mission, purpose and goals of NAMA, and who offer courses, seminars, workshops and/or certifications of Ayurvedic programs and wishes to support the organization financially. (Example, any of the Ayurvedic schools, universities with Ayurvedic studies programs, etc.)

Affiliate: For any trade or business organization that supports the mission, purpose and goals of NAMA that wish to support the organization financially. (Example, State Ayurvedic Associations, Yoga Associations, Limited Liability Companies, Partnerships, etc.)

As defined in Section 5065 of the Corporations Code: a person or legal entity shall not hold more than one membership.

Eligibility for Membership

Section 2.02. Any person who agrees with and is supportive and sympathetic to the aims and ideals of the corporation as set forth in the articles of incorporation, is eligible to be a member of the Corporation

Admission to Membership

Section 2.03. Any person qualified for membership under Section 2.01 of these Bylaws and eligible for membership under Section 2.02 of these Bylaws, shall be admitted to membership only on the approval of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the first annual dues as specified in Section 2.05 of these Bylaws. Approval shall be authorized only by the Board of Directors or Membership Committee duly authorized, by resolution, to admit members.

Application Fee

Section 2.04. The application fee for membership in the corporation; shall be determined from time to time by resolution of the Board of Directors. Section 2.04 (a). Each member must submit both a mailing address and an e-mail address if possible which may be used at the discretion of the Board of Directors for any legitimate correspondence.

Dues

Section 2.05.

Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

Assessments

Section 2.06. Memberships shall non-assessable.

Number of Members

Section 2.07. There shall be no limit on the number of members the Corporation may admit.

Membership Book

Section 2.08. The Corporation shall keep in written form [or in any form capable of being converted into written form] a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 2.09 of these Bylaws.

Inspection Rights of Members and Use of Membership Book

Section 2.09. Members have no rights to view, copy or use the membership list without the expressed written permission of the Board of Directors. The membership list may be used only with the approval of the Board of Directors for legitimate business purposes including but not limited to sale, trade or sharing. Individual members retain the right to have their membership information remain private.

Certificates of Membership

Section 2.10. The Corporation reserves the right to issue identity cards or membership certificates or similar devices to members which serve to identify members qualifying to use the facilities or services of the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit corporation which may not make distributions to its members during its life or on dissolution.

Non-liability of Members

Section 2.11. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation. Transferability of Membership Section 2.12. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Termination of Membership

Causes

Section 2.13. (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- 1.The voluntary resignation of a member with notice as prescribed by Section 2.13(b) of these Bylaws;
- 2.Where a membership is issued for a period of time, the expiration of such period of time;
- 3.The death of a member;
- 4.The dissolution of corporate members;
- 5.The nonpayment of dues [or assessments], subject to the limitations set forth in Section 2.13(c) of these Bylaws.
- 6.Violations of code of conduct, breach of ethics or other unprofessional or illegal conduct as determined by the Board of Directors.

Resignation by Giving Notice

(b) The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States first-class mail, postage prepaid.

Nonpayment of Dues

(c) The membership of any member who fails to pay his or her dues when due shall automatically terminate. Notice shall be given thirty days prior to expiration via e-mail personally to such member or sent by first class mail to the last address of such member as shown on the records of the Corporation that termination of membership will occur on that date.

Termination of Membership for Breach of Ethics or other Unprofessional or Illegal Conduct

(d) If after review by the Board of Directors or a committee appointed by the Board for such purposes, it is determined that a member should be terminated from membership in the corporation because of a breach of ethics or other unprofessional or illegal conduct, the member shall be given a thirty (30) day's prior written notice of the termination stating the reasons. A written appeal may be made by the member, and must be received by the corporation not less than fifteen (15) days before the effective date of the termination. The member will be notified both personally and by first class US mail, postage pre-paid of the acceptance or rejection of the appeal within five (5) days of the receipt of the written appeal. If the written appeal is rejected by the corporation, the member may request a personal hearing on the matter, and will be not less than two (2) days before the effective date of the termination. The hearing shall be conducted at a location designated by the Board of Directors of the Corporation or by a sub-committee selected by the Board for such purposes.

The hearing shall be presided over by the President of the Corporation or the President's designee, who shall perform the following duties:

1. Read the charges against the subject member;
2. Require that the charges be verified by the testimony of the person or persons making them;
3. Hear any other witnesses against the subject member;
4. Allow the subject member to cross-examine each witness following the testimony of that witness;
5. Allow the subject member to make a statement in his or her own behalf;
6. Allow the subject member to call witnesses in his or her own behalf; and
7. Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide whether or not the membership should be terminated.

Effect of Termination

(e) All rights of a member in the Corporation shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at the principal office of the Corporation or at such location as may be designated from time to time by resolution of the Board of Directors.

Regular Meetings

Section 3.02. The members shall meet annually for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members, or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or five (5) percent of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members.

Special Meetings

Section 3.03. Special meetings of members shall be called by the Board of Directors or the Chairman of the Board or the President of the Corporation and held at such place as may be ordered by resolution of the Board of Directors or by twenty (20) percent of the members of the Corporation.

Notice of Meetings

Section 3.04. Written notice of every meeting of members shall be either personally delivered or mailed by first-class [or registered or certified] United States mail, postage prepaid, or e-mail, 30 to 90 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the

meeting shall be sent to the members within twenty (20) days after the request was received. The meeting shall occur not less than thirty five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board of the Corporation.

No meeting of members may be adjourned more than one day. If a meeting is adjourned to another time or place, and thereafter a new record date is filed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 3.05. The notice shall state the place, date, and time of the meeting. The notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents, and Approvals

Section 3.06. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present in person and if, either before or during the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum

Section 3.07. A quorum at any meeting of members shall consist of twenty five (25) percent of the voting power, represented in person. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

Section 3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership Entitlement

Section 3.10.(a) Each voting member is entitled to one vote on each matter submitted to a vote of the members.

Record Date of Membership

(d) The date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members shall be no less than thirty days before the date of the meeting.

Cumulative Voting

(e) Cumulative voting shall not be authorized for the election of directors or for any other purpose. Proxy Voting

(f) Proxy voting shall not be authorized for any purpose.

Action Without Meeting by Written Ballot

Ballot Requirements

Section 3.11(a) Subject to the limitations specified in Section 3.11(b) of these Bylaws and contained in the Articles of the Corporation, any action which may be taken at any regular or

special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

1. The Corporation distributes a written ballot to every member entitled to vote on the matter;
2. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation;
3. The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
4. The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Limitations Pertaining to Election of Directors

[Where directors will be or may be elected by written ballot:]

- (b) Directors may be elected by written ballot as authorized in the Articles of the Corporation.

Solicitation of Ballots

- (c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Voting by Written Ballot

- (d) In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Revocation of Ballot

(e) A written ballot may not be revoked.

Conduct of Meetings

Chairman

Section 3.12. (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the Board members present in person shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Rules of Order

(c) The Robert's Rules of Order, as may be amended from time to time, shall be used as a guide to govern the meetings of members but need not be strictly adhered to, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or the Articles of Incorporation of this Corporation.

Inspectors of Election Appointment

Section 3.13. (a) In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of 10% of the members must appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3).

Duties

(b) The inspectors of election shall perform the following duties:

1.Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum.

2.Receive votes, ballots, or consents;

3.Hear and determine all challenges and questions in any way arising in connection with the right to vote;

4.Count and tabulate all votes and consents;

5.Determine when the polls shall close;

6.Determine the result; and

7.Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

Vote of Inspectors

(c) If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

Report and Certificate

(d) On request of the Chairman or any member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have not less than three (3) not more than twelve (12) Directors. The Directors shall be known as the Board of Directors.

Qualifications

Section 4.02. The Directors of the Corporation shall be residents of the United States. "Resident" is defined as living in the United States a minimum of six months plus one day (183 days) during each calendar year. With the exception of the initial Directors, the Directors shall also be members of the Corporation. When the Professional Membership level has been activated, then in subsequent elections 50% of the Directors must be Professional Members.

Terms of Office

Section 4.03. Directors terms and elections shall be so constructed such that only one third (1/3) of the total possible number of Directors is newly elected each year. Each Director shall hold office for three years from the date of election until the next (annual) meeting of members as prescribed by Section 3.02 of these Bylaws and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws.

At the initial election of Directors: The four (4) Founding Directors will serve for three (3) year terms and up to four (4) additional new Directors will be elected to serve two (2) year terms and up to four (4) additional new Directors will be elected to serve one (1) year terms.

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board Election. Additionally, candidates must have been a member of NAMA for a minimum of one (1) year; and actively participating on a Committee, Sub-committee, or Work Group at any time during the past two (2) years.

Section 4.05. The Directors shall be elected by the members at each annual meeting as prescribed by Section 3.02 of these Bylaws or by written ballot as authorized by Section 3.11 of these Bylaws. The candidates receiving the highest number of votes are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws.

Compensation

Section 4.06. The Directors shall serve without compensation except that by resolution approved by two-thirds of the Board they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board or other provisions allowing partial compensation. The compensation of the Directors may be fixed from time to time by resolution of the Board and approved by the vote or written consent of a 2/3 majority of the Board of Directors of the corporation. The directors of the corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the corporation of the reasonable expenses incurred by the directors in the performance of their duties. Nothing in this section shall be construed to prevent a director or officer from receiving reasonable compensation for services performed for the corporation outside of their duties as directors and/or officers for which a contract for services has been duly approved by the Board in advance of services rendered and compensation owed.

Meetings

Call of Meetings

Section 4.07 (a). Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held at the principal office of the Corporation or by any method or any place whereby all Board members can participate in real time, as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws. Time of Regular Meetings

(c) Regular meetings of the Board shall be held, with call or notice, twice a year at the location specified in 4.07 (b), including immediately following each annual meeting of the members of the Corporation as set forth in Section 3.02 of these Bylaws. Times and places and methods of regular meetings shall be posted on the NAMA web site. Special Meetings

(d) Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors. The special meeting may be held

on twenty four (24) hours notice if all directors have been notified by various means and if two-thirds of directors acknowledge receiving notice , or the meeting may be held on thirty (30) days' notice if all directors are notified personally by first class mail, telephone or e-mail.

Quorum

(e) A majority of the currently serving number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided. Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

Conduct of Meetings

(g) The Chairman of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another or communicate in real time. Such participation shall constitute personal presence at the meeting.

Adjournment

(h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such

action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 4.09 (a). By written consent of three-fourths (3/4) of all the other directors, the Board may declare vacant the office of a Director on the occurrence of any of the following events:

- 1.The Director has been declared of unsound mind by a final order of court;
- 2.The Director has been convicted of a felony; or
- 3.The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust, or
- 4.Should a Board Member fail to perform his or her duties as listed in section 4.12 or miss three consecutive Regular

Board Meetings or a total of four Regular Board Meetings within any 12 monthly period, the Board of Directors will at its next Board Meeting discuss the Board Members absence and in light of that member's contributions, will use its highest wisdom to decide whether or not it is in the best interests of NAMA to remove that member.

Removal Without Cause

(b) Any or all of the Directors may be removed without cause by a vote of two-thirds (2/3) of the membership, or by written consent of three-fourths (3/4) of all the other Directors.

Resignation of Director

Section 4.10. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation,

unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board

Causes

Section 4.11. Filling Vacancies Due to Death or Resignation (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or by these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by three-fourths (3/4) approval of the remaining Board of Directors. The term of office shall be only until the next election of Directors if appointed by the current Board of Directors.

If determined by the Board of Directors that it is in the best interest of the organization for the vacancy to be filled by majority vote of the members, the members may elect a Director at any time to fill any vacancy not filled by the Directors. When a vacancy is filled by election of the members, the term of office shall be through the remaining term of the seat based on when that seat falls within the three-year rotation election cycle.

Filling Vacancies Due to Removal

(c) Vacancies created by removal of Directors pursuant to Section 4.09 of these Bylaws may be filled by three-fourths (3/4) approval written consent of the remaining Directors or by the majority vote of the members.

If the remaining Directors fill the vacancy, the term of office shall be only until the next election of Directors.

If determined by the remaining Directors that the vacancy is to be filled by vote of the membership, the members may elect a Director at any time to fill any vacancy not filled by the Directors. When a vacancy is filled by election by the members, the term of office shall be through the remaining term of the seat based on when that seat falls within the three-year rotation election cycle.

Duties of Directors

Section 4.12

1. Directors will act independently from existing and potential conflicts of interest and in their capacity as a Director will act in the best interest of NAMA.
2. Directors will devote 8-10 hours per month minimum to NAMA Board activities.
3. Directors will actively participate on at least one NAMA Committee.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments.

Appointment and Resignation

Section 5.02 (a). The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5.02 (b). In the absence of an executive officer under contract of employment (e.g., Executive Director/CEO), the chosen corporate officers shall operate as follows:

Description of Officers

The President

The President shall have the general powers and duties usually vested in the office of President of a corporation including but not necessarily limited to the responsibility of general supervision, direction and control of the business of the corporation, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors.

The Secretary

The Secretary shall have the general powers and duties usually vested in the office of Secretary of a corporation including but not necessarily limited to the responsibility for keeping or causing to be kept all records and documents of the Corporation, including minutes of the meetings of the Board, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors.

The Treasurer

The Treasurer shall be responsible for all funds and securities of the Corporation and shall have the general powers and duties usually vested in the Office of Treasurer of a corporation including the powers and duties to supervise the receipt, deposit and disbursement of all funds of the corporation, the keeping of all books and financial records of the corporation, and the preparation of reports on the financial status of the corporation, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors or the Chairperson.

Section 5.02 (c). Upon engagement of an executive officer under contract of employment (e.g., Executive Director/CEO), the responsibilities and roles of the officers shall be modified as follows:

Description of Officers

The President

The President shall have the general powers and duties usually vested in the office of Board President of a corporation including but not necessarily limited to chairing Board and Executive Committee meetings, and shall have such other powers and duties not inconsistent with these Bylaws and Board-adopted policies as may be assigned to him or her from time to time by the Board of Directors.

The Secretary

The Secretary shall have the general powers and duties usually vested in the office of Secretary of a corporation including but not necessarily limited to the responsibility for keeping or causing to be kept all records and documents of the Corporation, including minutes of the meetings of the Board, and shall have such other powers and duties not inconsistent with these Bylaws and Board-adopted policies as may be assigned to him or her from time to time by the Board of Directors.

The Treasurer

The Treasurer shall be responsible for overseeing all funds and securities of the Corporation and shall review the receipt, deposit and disbursement of all funds of the corporation, the keeping of all books and financial records of the corporation, and the preparation of reports on the financial status of the corporation, and shall have such other powers and duties not inconsistent with these Bylaws and Board-adopted policies as may be assigned to him or her from time to time by the Board of Directors.

The Executive Director/Chief Executive Officer

The Executive Director/CEO shall have the general powers and duties usually vested in the office of the chief executive officer of a corporation including but not necessarily limited to the responsibility of general supervision, direction and control of the business of the corporation, and shall have such other powers and duties not inconsistent with these Bylaws and Board-adopted policies as may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than ten thousand dollars (\$10,000) in gross revenue during the fiscal year, on the written request of a member the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnification required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

Section 6.03. The corporation shall make available annually to its members a statement of any transaction with interested parties over \$50,000, and loans, guarantees, indemnifications and advances made to an interested party totaling more than \$10,000 during the fiscal year. Notwithstanding the above, the corporation shall make available annually to its members, affixed to the annual report, a statement of any financial disbursement to interested parties over \$1,000.

Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporate seal, which shall include the name: National Ayurvedic Medical Association. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument. We, the undersigned, are all founding directors of National Ayurvedic Medical Association, a California Nonprofit Corporation, and, pursuant to the authority granted to the directors by these Bylaws to take

action by the unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of fifteen (15) pages, as the Bylaws of this corporation.

ARTICLE VII: AMENDMENTS

Amendment of Articles of Incorporation

Section 7.01. Except as otherwise provided by law or these Bylaws, the Articles of Incorporation of the National Ayurvedic Medical Association may be altered, amended, repealed or restated by an affirmative vote of two thirds (2/3) of the Directors serving at the time, provided that written notice of a meeting, setting forth in detail the proposed revisions and an explanation of the effect of the revision and the need for it, is given to all directors at least seven (7) days prior to the meeting. The final language of the amendments shall be in the form of a Resolution of the Board of Directors of the National Ayurvedic Medical Association, adopted by the Board of Directors of the National Ayurvedic Medical Association, according to its Bylaws and signed by the President and Secretary.

Amendment of Bylaws

Section 7.02. Except as otherwise provided by law or these Bylaws, the Bylaws of the National Ayurvedic Medical Association may be altered, amended, repealed or restated by an affirmative vote of two thirds (2/3) of the Directors serving at the time, provided that written notice of a meeting, setting forth in detail the proposed revisions and an explanation of the effect of the revision and the need for it, is given to all directors at least seven (7) days prior to the meeting. The final language of the amendments shall be in the form of a Resolution of the Board of Directors of the National Ayurvedic Medical Association, adopted by the Board of Directors of the National Ayurvedic Medical Association, according to its Bylaws and signed by the President and Secretary.