



The American Society of Clinical Hypnosis (ASCH) Bylaws *Updated November 2021*

ARTICLE 1: Name, PURPOSES AND POWERS

The name of this Society shall be The American Society of Clinical Hypnosis. This Society is organized under the Illinois General Not for Profit Corporation Act (“Act”) and shall be operated exclusively for the following purposes:

1. Promote the further recognition and acceptance of hypnosis as an important tool in clinical health care and focus for scientific research.
2. Provide a professional community for those clinicians and researchers who use clinical hypnosis in their work.
3. Provide and encourage research and education programs to further, in every ethical way, the knowledge, skills, understanding, and application of clinical hypnosis in health care.
4. Cooperate with other professional societies that share mutual goals, ethics, and interests

All the purposes and powers of this Society shall be exercised only so that this Society's operations shall be exclusively within the contemplation of Section 501(c)(6) of the Internal Revenue Code of 1986.

ARTICLE 2: REGISTERED OFFICE

The registered office of this Society, at which the general business of this Society shall be transacted and where the records of this Society shall be maintained, shall be at such place as fixed from time to time by duly adopted resolutions of the Board of Directors. The current registered office shall be at 180 Admiral Cochrane Drive, Suite 370, Annapolis, MD 21401.

ARTICLE 3: MEMBERSHIP

Section 3.1 Categories and Criteria

There shall be multiple categories of members including but not limited to Student Affiliates, Resident/Interns Affiliates, Members, Fellows, Life Members, Life Fellows, Honorary Fellows, Special Members, International Members, International Fellows, and Life/Retired Members or Life/Retired Fellows.

The Board of Directors and supporting interest-specific groups shall establish the criteria for each category of membership, which may be updated and/or modified from time to time.

Section 3.2 Voting Members

Only certain categories of members will be voting members of this Society which will be set forth by the Board of Directors and supporting interest-specific groups, which may be updated and/or modified from time to time.

Section 3.3 Admission of Members

Any individual who meets the membership criteria, currently in force, may apply for membership in the Society by completing a Membership Application Form, which form shall be available at the registered office of the Society and accessible on the Society's website. The completed Application Form, together with a copy of state professional licensure or national certification, and the applicable Application Fee shall be submitted to the Corporation office. The Society's Membership Division will promptly review the Application Form to ensure compliance with the membership criteria. Upon acceptance of the applicant by the Society's Membership Division, and upon payment of the applicable Annual Membership Dues, the applicant shall be duly admitted as a member of this Society. If in the opinion of the Membership Division, the applicant does not meet the qualifications to become a member, the individual may appeal to the Board of Directors for consideration.

Section 3.4 Application Fee and Annual Membership Dues

The Board of Directors shall have the authority to determine the applicable Application Fee, the applicable Annual Membership Dues for the various categories of membership, and any other payments to be made by the members of this Society, which may be updated from time to time. The membership year for the members of this Society shall be July 1 – June 30.

Section 3.5 Honorary Members

The Board of Directors may confer honorary membership on any individual based upon such criteria, and with such voting rights, as the Board of Directors shall from time to time determine.

Section 3.6 Interest in Property

The members of this Society shall not have any right, title, or interest in the real or personal property of this Society.

Section 3.7 Resignation

Any member may resign their membership at any time by giving written notice to the Secretary of the Society. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns their membership shall not be entitled to a refund of any fee, dues or other payments made to this Society.

Section 3.8 Termination

Passive Withdrawal: Any member may be terminated for (a) failure to pay Annual Membership Dues or other amounts assessed against members for a period of sixty days following the due date and/or (b) failure to meet the membership criteria hereinbefore specified. In the event of termination under (a) and/or (b) the member shall be provided with not less than sixty days prior written notice of the proposed termination and the reasons for it. If the individual pays the delinquent amount for (a) or for (b) shows proof of continuing to meet the criteria for membership to the Membership Division, then membership will not be terminated. Failure to do so will result in the individual's name being removed from the member database and all other member benefits will cease.

Assertive Action: A member may also be terminated for (c) conduct which is detrimental to the purposes and policies of this Society and in violation of the ASCH Code of Conduct. A charge against a member of unethical or unprofessional conduct shall be presented before the Ethics Committee. The member may have an opportunity to be heard by the Ethics Committee which shall investigate the accusation and report its findings to the Board of Directors. If the individual disagrees with the findings of the Ethics Committee, the member may then appeal to the Board of Directors who may either reject or accept the findings and recommendation of the Ethics Committee. The Board of Directors shall then vote on the findings and provide the final determination to the member in question. Any member who has been tried and convicted of unethical or unprofessional conduct in a court of law or had his/her professional licensure revoked due to same, shall automatically lose standing as a member of the Society.

ARTICLE 4: MEETINGS OF MEMBERS

Section 4.1 Annual Meeting

The Annual Meeting of the Members of this Society for the ratification of directors, the presentation of reports on the activities and financial condition of this Society, and the transaction of such other business as may properly come before the meeting, shall be held at such time, and place each year as may be designated from time to time by the Board of Directors.

Section 4.2 Special Meetings

Special meetings of the members of this Society may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least ten percent of the voting members of this Society. Any party entitled to call a special meeting of the members may make written request to the Secretary to call the meeting, and the Secretary shall then give written notice of the meeting, setting forth the time, place, and purpose thereof, to be held no later than sixty days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the Secretary, the person or persons who requested the meeting may fix the time and place of the meeting and give written notice thereof in the manner provided in Section 4.3 of these Bylaws. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 4.3 Notice

Written notice of each meeting of the members, stating the time, place, and purpose thereof, shall be communicated no less than seven (7) days nor more than sixty days before the meeting to each member of this Society at its last known contact address. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

Section 4.4 Voting Quorum

At all meetings of the members, each member with voting rights shall be entitled to cast one vote on any question coming before the meeting. Cumulative voting for the election of directors or otherwise is prohibited. The members present and entitled to vote at any meeting may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting constitutes a quorum and shall be sufficient to transact any business unless otherwise required by the Act or these Bylaws. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 4.5 Electronic Meetings and Voting

The Society may elect to conduct certain meetings, as determined by the Board, via teleconference or other electronic means, whereby all participants may concurrently hear and communicate with each other. Likewise, voting on certain actions may be conducted via online polling services or other electronic means, whereby all eligible voting members will have the opportunity to cast their vote on each matter and each such vote will be verified by the Society office, with the results of all such voting communicated to all members.

ARTICLE 5: DIRECTORS The management and governance of the Society shall be vested in the Board of Directors.

Section 5.1 Number and Method of Election

The Board of Directors shall consist of Members at Large and Officers elected by the membership, and the chairs of several divisions who are either appointed by the President or elected from the components within that division. All serve as voting members of the Board. The Members at Large and the officers shall be voted on electronically or by other means by the Society members entitled to vote prior to each annual meeting, with the results then ratified at the annual meeting. Any Members at Large may serve on ASCH divisions. All directors serving in ASCH leadership must be members in good standing of the organization in order to hold office.

Section 5.2 Terms

To the extent possible, the members of the Board of Directors shall be staggered by years. The President-Elect is elected each year and serves on the Board of Directors for four (4) years in the capacity of President-Elect, President, Past President and Past, Past President who also serves as chair of the ASCH Education and Research Foundation. Secretary and Treasurer serve for two (2) years, and each is elected on alternate years, whenever possible. There are four (4) members at large serving two (2) year terms with two (2) being elected each year, whenever possible. A director shall hold office for the term for which they were elected and until the end of the meeting at which their successor has been elected and until such successor has qualified, or until the director's prior death, resignation, removal, or election to other officership. Any director may at any time be removed with cause by the voting board members in accordance with the Act. Any vacancy occurring because of the death, resignation, removal, or election to other officership of a director or officer may be filled by the Board of Directors for the unexpired term of such director. Any vacancy occurring because of an increase in the number of members of the Board of Directors shall be filled by the voting members.

Section 5.3 Compensation

The Board of Directors may, from time to time, fix, by resolution, reimbursement for reasonable travel expenses for board meetings.

ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1 Annual Meetings

The annual meeting of the Board of Directors for the purpose of transacting business as may properly come shall occur prior to the annual meeting of the members of this Society at the time and place designated from time to time by the Board of Directors.

Section 6.2 Other Meetings

Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, and (c) upon the written request of three or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place, and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided. Such meetings may be held electronically, as described in Article 4, Section 4.5.

Section 6.3 Notice of Meeting

Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place, and purpose thereof shall be emailed and/or appropriately communicated not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his contact email address according to the last available records of this Society, or through another appropriate means of communication. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and the director does not participate in the meeting.

Section 6.4 Quorum and Voting

The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof and may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there is a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by the Act or these Bylaws. A director shall not appoint a proxy for himself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action, abstains from voting or recuses self.

Section 6.5 Adjourned Meeting

When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 6.6 Written Action

Any action that could be taken at a meeting of the Board of Directors may be taken by written action, signed, or emailed to the Society office by all the directors.

Section 6.7 Director Conflicts of Interest

This Society shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 6.7 shall not invalidate any contract or transaction to which this Society is a party.

ARTICLE 7: OFFICERS

Section 7.1 Tenure of Office

The officers of this Society shall be a President, a President Elect, a Treasurer, a Secretary, an Immediate Past President and a Past Past President and such other officers as the Board of Directors may from time to time designate. All officers serving in ASCH leadership must be members in good standing of the organization in order to hold office.

Section 7.2 Succession of Officers

The President-Elect becomes President after the current President's term is completed, the outgoing President will become the Immediate Past President, and the Immediate Past President becomes the Past Past President who will also serve as chair of the ASCH-Education and Research Foundation. If an officer vacancy develops, the Board will call a special vote of the Board to elect a new Officer to fill the vacated position, approved by majority vote.

Section 7.3 President

The President shall be the chief elected officer of this Society presiding at all meetings of the Board of Directors and responsible for the general supervision, direction, and management of the affairs of this Society. The President may execute on behalf of this Society management contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this Society.

Section 7.4 President Elect

The President Elect shall have served in a leadership capacity within the Society prior to election and shall perform the duties of the President in case of the latter's absence or disability. Provided that the President has delegated specific authority to the President Elect, the execution by the President Elect on the behalf of this Society of any instrument shall have the same force and effect as if it were executed on behalf of this Society by the President.

Section 7.5 Treasurer

The Treasurer shall be responsible for overseeing accurate financial records for this Society and safeguarding the assets of this Society. The Treasurer shall present a report of this Society's financial transactions and status to the Board of Directors at its annual meeting and shall, from time to time, make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned, from time to time, by the Board of Directors.

Section 7.6 Secretary

The Secretary shall be responsible for working with the Executive Director to maintain proper minutes and records from Board meetings. The Secretary shall present a report of this Society's minutes and status at its annual meeting and shall, from time to time, make such other reports to the Board of Directors as it may require. It is the responsibility of the Secretary to notify the parties involved of actions of the Board of Directors. The Secretary shall perform such other duties as may be assigned, from time to time, by the Board of Directors.

Section 7.7 Immediate Past President

The Immediate Past President shall be responsible for guiding the Board's leadership development efforts, related to identifying, vetting, and recommending candidates for consideration to serve as future Board members.

Section 7.8 Past Past President

The Past Past President shall work with the elected leadership on the Society's initiatives, as well as provide strategic oversight of ASCH-ERF, serving as its chair.

Section 7.9 Executive Director

The Executive Director shall perform such duties and have such powers as shall be specified, from time to time, by Resolution of the Board of Directors, which may include, but not be limited to: attending all meetings of the Board of Directors and all meetings of the Members; recording all the proceedings of such meetings of the Board to be kept for that purpose; having custody of the Society's funds and securities donated to the

Society; keeping full and accurate accounts of receipts and disbursements and books belonging to the Society; depositing all monies and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors, disbursing the funds of the Society subject to the approval of the Treasurer and as may be ordered by the Board of Directors; taking proper vouchers for such disbursements and rendering to the President and the Board of Directors an account of all such transactions of the financial condition of the Society when so requested by the Board.

The Executive Director shall serve as the Secretary of the Society for all purposes set forth under these Bylaws and the laws of the State of Illinois.

The Executive Director shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board, and will serve as an ex officio, non-voting member of the Society Board of Directors. The Executive Director will oversee and manage any other staff members who may serve the Society.

Section 7.10 Additional Powers

Any officer of this Society, in addition to the powers conferred upon him by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 8: COMMITTEES & TASK GROUPS

Section 8.1 Special Interest Group Formation

The Board of Directors may form standing committees, divisions and/or task groups to oversee and perform the work of the Society as may be appropriate. The Board may approve the charter for any such groups, including designation of size, qualifications, term and appointment process for the chairperson and members, and scope of the group's responsibility and authority. In addition, the Board of Directors may, from time-to-time, form groups at its discretion that are assigned specific tasks or activities and whose existence will terminate when those tasks are completed. Any ASCH members in good standing may sit on ASCH standing committees, divisions and/or task groups.

Section 8.2 Authority

The Board of Directors may act by and through such other groups as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such group shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such group shall always be subject to the control and direction of the Board of Directors. Participants need not be members of the Board of Directors.

Section 8.3 Meetings and Voting

Meetings of each group may be held at such time and place as are announced at a previous meeting of the group. Meetings of any group may also be called at any time by the chairperson of the group or by the President, on at least five days' notice by email communication. Appearance at a meeting is deemed to be a waiver of notice unless the group member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and the member does not participate in the meeting. At all meetings of this Society each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any group of this Society shall constitute a quorum at any meeting thereof, but the members of a group present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a group of this Society present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of business. Any action that could be taken at a group meeting may be taken by written action signed by all members of the group. Such meetings may be held electronically, as described in Article 4, Section 4.5.

ARTICLE 9: INDEMNIFICATION

To the full extent permitted by any applicable law, this Society shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this Society, by reason of the former or present capacity of the person as:

- A director, officer, employee, or member of a committee of this Society or,
- A director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, or employee of this Society, is or was serving the other Society at the request of this Society or whose duties as a director, officer or employee of this Society involve or involved such service to the other Society, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, or group member, shall inure to the benefit of the heirs, executors, and administrators of such person, and shall apply whether the claim against such person arises out of the matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This Society may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a

director, officer, employee or a member of a group of this Society against any liability asserted against such person as incurred by such person in any such capacity. Indemnification under this Article 9 shall be secondary to all insurance coverages.

ARTICLE 10: MISCELLANEOUS

Section 10.1 Fiscal Year

Unless otherwise fixed by the Board of Directors, the fiscal year of this Society shall begin on July 1 and end on the succeeding June 30.

Section 10.2 Corporate Seal

This Society shall have no seal.

Section 10.3 Electronic Communications.

A member, director or group member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or group members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Board of Directors or group, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient in a meeting by that means constitutes presence in person at the meeting.

Section 10.4 Amendments to Bylaws

Both the Board of Directors and the members entitled to vote shall have the power to amend these Bylaws. The power of the Board of Directors shall be subject to the powers of the voting members. The Board of Directors may amend the Bylaws by adopting a resolution setting forth the amendment. The Board of Directors may not adopt, amend, or repeal a bylaw fixing voting rights of members, fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office. An amendment for adoption by the members entitled to vote must be proposed by at least twenty (20) voting members, or ten percent of the voting members, whichever is less.

The membership entitled to vote may amend the Bylaws by adopting a resolution setting forth the amendments by the affirmative vote of a majority of all members who are entitled to vote.

Section 10.5 Authority to Borrow, Encumber Assets

No director, officer, agent, or employee of this Society shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 10.6 Deposit of Funds

All funds of this Society shall be deposited from time to time to the credit of this Society in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Section 10.7 Dissolution

The Society may be dissolved upon the vote of two-thirds of the Board of Directors and two-thirds of the members entitled to vote in accordance with the Act. If the Society is dissolved for any reason, all liabilities of the Society shall be paid, satisfied, and discharged, or adequate provision shall be made thereof. All remaining assets shall be disbursed to one or more 501(C)(6) or 501(C)(3) organizations with a preference to a 501(C)(6) or 501(C)(3) organization that will promote the exchange of ideas and developments in the industry and promote higher business standards and better business methods by the industry. The allocation of funds available for distribution following dissolution of the Society may not be altered without approval of two-thirds of the members entitled to vote.