

**Plant Spirit Medicine Association  
Bylaws**

*Adopted January 29, 2007*

*At the Initial Meeting  
Of the Plant Spirit Medicine Association  
By Unanimous Vote of the Acting Trustees*

*And*

*As Ratified and Amended August 9, 2007  
By Unanimous Vote of the Board of Trustees*

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## **ARTICLE I ORGANIZATION**

### **1.1 Name**

Plant Spirit Medicine Association (the “Association”)

### **1.2 Incorporation of Association**

Plant Spirit Medicine Association is a benevolent nonprofit corporation incorporated in the State of Nevada.

### **1.3 Principal Office**

Blue Deer Center  
1155 County Route 6  
Margaretville, NY 12455.

## **ARTICLE II DEFINITIONS**

### **2.1 Business Records**

For the purposes of these bylaws, the term “business records” shall refer to all association documents, books, and records, save and except books of account and financial records.

### **2.2 Cause**

For the purposes of these bylaws, the term “cause” shall include, but not be limited to, repeated failures to attend meetings without reasonable justification for the absence, repeated failures to participate in deliberations regardless of reason or justification, repeated failures to perform assigned tasks regardless of reason or justification, a disciplinary decision rendered by a professional association or licensing body, a felony conviction for acts of moral turpitude, mental or physical incapacity, misrepresentation of authority, breach of confidentiality, and conflicts of interest.

### **2.3 Due Process and Appeal**

For the purposes of these bylaws, the term “due process” shall mean a procedure that guarantees Members reasonable notice, adequate hearing (written or oral) and a fair and impartial decision based on relevant facts.

The term “appeal” shall mean the right to seek reconsideration and/or ask for a review by voting Members of the Board of Trustees. Reconsideration and/or review shall include a review of the facts and circumstances on which a decision has been based, as well as the fairness and reasonableness of the decision.

The term “appeal” shall include without limitation the authority of the Board of Trustees to adopt or reverse, in whole or in part, and/or make recommendations regarding any decision under appeal.

### **2.3 Supermajority Vote**

For the purposes of these bylaws, a supermajority vote shall be defined as an affirmative vote of all of the serving Trustees entitled to vote with the exception of one (1) dissenting vote by a serving Trustee entitled to vote.

## **ARTICLE III PURPOSE**

### **3.1 Mission Statement**

The Mission of the Plant Spirit Medicine Association (Association) is to support, preserve and strengthen the practices of Plant Spirit Medicine (PSM) as recognized by the Temple of Sacred Fire Healing (TSFH).

### **3.2 Plan of Activity**

The Association fulfills its mission and supports the practice of PSM by collecting Membership dues. Said dues shall be used to:

- a. Advance the integrity of the practices of PSM.
- b. Promote and ensure standards of practice and the highest ethical standards among member practitioners.
- c. Support continuing PSM education.
- d. Support the TSFH's religious and beneficial mission, TSFH educators and lay healers, the PSM stewardship, TSFH Plant Spirit Medicine Seminary (PSM Seminary), and TSFH affiliated PSM organizations.
- e. Offer resources such as guidance and support to Association members.
- f. Develop and support mentorship programs.
- g. Support the maintenance and advancement of PSM as an authentic sacred healing lineage.
- h. Provide a forum to address questions regarding the practice of a PSM stewardship, stewardship development issues, and to authenticate healing gifts offered by ancestral plant spirits.
- i. Foster PSM lay healer commitment and ability to keep ancestral healing traditions alive and an integral part of the practice of PSM.
- j. Provide Association members with other benefits, both general and specific, that serve and are consistent with the Association's mission.

The Association will support PSM by:

- a. Educating the public about the sacred gifts offered by this medicine.
- b. Acting to preserve and promote the living heritage and ancestral relationship between humankind and plant spirits.
- c. Promoting the benefits of PSM and its practice.
- d. Supporting activities that make PSM more widely available to promote spiritual healing.
- e. Bringing together worldwide plant spirit healers, educators, and authentic lineage holders for the purpose of advancing PSM.
- f. Creating and maintaining standards of practice and ethics that reflect the TSFH's religious and beneficial mission.
- g. Providing support to authentic lineage holders, spiritual healing communities that share the Association's mission, the PSM Seminary, TSFH affiliated organizations that teach Plant Spirit Medicine, PSM educators and lay healers, and the PSM stewardship.
- h. Using its resources to ensure that PSM will remain a viable and living stewardship and sacred healing tradition, so that PSM will continue to be available and offered to future generations.

In the event that the Association applies for federal tax exempt status, the Association will solicit, collect, receive and hold money and property, both personal and real, through public and private gifts and donations for the use of supporting tax exempt purposes of the Association.

The Association will call for a submittal of requests for grant funding by individuals, organizations and communities to support specific projects and endeavors related to the exempt purposes of the Association.

Requests for grants, if any, will be received by the Association and funded as per the Association's 501 (c) (3) guidelines. All individuals, groups and organizations will be considered without bias as to race, gender, ethnicity, citizenship status or religious affiliation.

## **ARTICLE IV BOARD OF TRUSTEES**

### **4.1 General Powers**

The Board of Trustees ("Board") shall manage the business and affairs of the Association. The Board may adopt such rules and regulations for the conduct of their meetings and the management

of the Association as they deem proper that are consistent with these bylaws, NRS Chapter 82, and the laws of the State of Nevada.

#### **4.2 Classes, Number, Tenure, Qualifications and Voting:**

##### **a. Trustees:**

The Board shall be composed of an odd number of voting Trustees being no less than three (3) and no more than five (5) Trustees. Said voting Trustees shall be referred to (collectively as "Trustees," and individually as "Trustee").

Trustees shall be appointed to the Board once every three (3) years. Open seats on the Board shall be considered a vacancy and may be filled as such.

Trustee appointment shall be by majority vote of the serving Trustees from a list of candidates. Said candidate list may include currently serving Trustees and shall be provided by a Trustee Candidate Committee, a standing committee created by these bylaws. A duly appointed Trustee may serve until resignation or removal for cause.

Trustees need not be Association members, but if they are Association members, they shall be in good standing at time of appointment to the Board, remain in good standing during their tenure on the Board.

Trustees may be Officers of the Association.

##### **b. Trustees Emeritus:**

The Board shall also be composed of no less than one (1) and no more than three (3) non-voting Trustees. Said non-voting Trustees shall be referred to (collectively as "Trustees Emeritus" and individually as "Trustee Emeritus").

Trustees Emeritus shall be appointed from time to time by the serving Trustees Emeritus. Duly appointed Trustees Emeritus shall serve until resignation, death or incapacity.

Trustees Emeritus shall:

1. Attend Board meetings, at their discretion.
2. Attend a meeting of any Association committee, at their discretion.
3. Receive notice of meetings, at their discretion.
4. Present reports, expertise, and other information to the Board or its committees, at their discretion.
5. Advise the Board and Association committees.
6. Govern themselves, solely at their discretion.
7. Appoint at least one (1) of their number to oversee the activities of standing committees as required in these bylaws.
8. Take any and all action designated for, required of, and/or reserved to the Trustees Emeritus in these bylaws.

#### **4.3 Initial Meeting**

At the initial organization meeting of the Acting Trustees appointed for the purpose of incorporating and organizing the Association (the "Acting Trustees"), the Acting Trustees adopted the Association Bylaws, appointed one (1) Trustee Emeritus, and appointed a serving Board composed of three (3) Trustees.

**4.4 Annual Meeting**

The Board will hold an annual meeting on a date selected by the Board. It shall be the duty of the Secretary to give 15 days notice by mail, telephone, email or facsimile transmission to each Officer, Trustee and Trustee Emeritus.

**4.5 Regular Meetings**

Regular meetings of the Board shall be held on such dates and at such times as the Board shall determine. Regular meetings may take place without providing specific notice to each Trustee, the Chairman or Secretary.

**4.6 Special Meetings**

Special meetings of the Board shall be held whenever called by the Secretary at the direction of a majority of the Board or at the direction of the Chairman. It shall be the duty of the Secretary to give no less than 10 days notice by mail, telephone, email, or facsimile transmission to each Board Member.

**4.7 Quorum**

Greater than 50% of the Trustees are required for a quorum and the transaction of business at all Board meetings convened according to these bylaws.

**4.8 Board Member Vacancies**

Vacancies occurring within the Board shall be filled by majority vote of the serving or remaining Board Members from nominations provided by the Trustee Candidate Committee.

**4.9 Removal of Board Members**

Any Trustee may be removed with or without cause by a unanimous vote of the remaining Board Members.

**4.10 Resignation of Board Members**

A Trustee may resign at any time by giving written notice to any member of the Board, Chairman, or Secretary. Unless otherwise specified in the notice, resignation shall take effect upon receipt thereof by the Board member, Chairman or Secretary, and the acceptance of the resignation by the Board shall not be necessary to make it effective.

**4.11 Voting by Proxy**

A Board member may not vote at a meeting of the Board by proxy.

**ARTICLE IV OFFICERS**

**4.1 Initial Meeting**

At the initial organization meeting, the Acting Trustees elected Association Officers to serve for a term not to exceed the date of election and qualification of successor Officers.

**4.2 Number**

The Officers of the Association shall be a Chairman, Secretary, and Treasurer. At the discretion of the Officers, one (1) or more Assistant Secretaries and/or Assistant Treasurers may be designated. From time to time, the Board may determine such other Officers as deemed necessary. Officer positions shall not be voting positions on the Board.

**4.3 Election, Membership Status and Term of Office**

Officers may be Association Members in good standing at the time of election and during the term of office. Trustees may also serve as Officers.

At each annual meeting of the Board, Officers shall be elected. Each Officer so elected shall take office on the date of his or her election and shall hold such office until the earlier of: a. the date of

the next annual meeting of the Board following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified; or b. the date such Officer resigns or is removed.

#### **4.4 Resignation**

Any Officer may resign at any time by giving written notice thereof to a Board Member, the Chairman, or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation by the Board shall not be necessary to make it effective.

#### **4.5 Removal**

Any Officer may be removed at any time by the Board with or without cause by a majority vote, provided that removal without cause shall not prejudice said Officer's contract rights, if any, Association membership interest, if any, or Association membership rights, if any.

#### **4.6 Attendance at Meetings**

The Chairman shall call Board meetings to order, and the Secretary, assistant or designee shall act as secretary for all such meetings. In the absence of the Secretary, the Chairman may appoint any person present to act as Secretary of the meeting. In the absence of the Chairman having notice of meeting, the Board may appoint any Trustee to chair the meeting.

#### **4.7 Duties of Officers**

##### **a. Chairman:**

The Chairman shall preside at all Board meetings. He or she shall be the Chief Executive Officer of the Association and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Association. He or she shall see that all orders and resolutions of the Board are carried into effect. He or she shall sign and execute all legal documents and instruments in the name of the Association when authorized to do so by the Board and shall perform such other duties as may be assigned to him or her by the Board. He or she shall have the power to appoint and remove subordinate employees. He or she will be an ex officio (non-voting) member with discretion to attend meetings of standing or special committee, at his or her discretion. The Chairman shall submit to the Board plans and suggestions for the work of the Association, shall direct its general correspondence, and shall present his or her recommendation in each case to the Board for decision. He or she shall submit a report of the activities and business affairs of the Association at each annual meeting of the Board and at other times when called upon to do so by the Board.

##### **b. Secretary:**

The Secretary shall have charge of the records and correspondence of the Association under the direction of the Chairman, shall be the custodian of the Board minutes and Association Member list, and at the direction of the Board, shall be the person with authority to execute the Certification of the Association Secretary evidencing a binding and legal act of the Association. He or she shall prepare the agenda, give notice of and attend all meetings of the Board. He or she shall take and keep an accurate record of all meetings of the Board. He or she shall discharge such other duties as shall be assigned to him or her by the Chairman or the Board. Upon Board approval, the Secretary may designate one or more Assistant Secretaries, who may perform or help perform the duties of the Secretary when called upon to do so by the Secretary.

##### **c. Treasurer:**

The Treasurer shall keep account of all moneys, credits and property of the Association, which shall come into his or her hands, and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, he or she shall have custody of all the funds of the Association, including but not limited to membership dues, and shall deposit the same in such banks or depositories as the Board shall designate. He or she shall keep proper books of account and other books showing at all times the amount of the funds and other property

belonging to the Association. These Association books shall be open at all times to the inspection of the Board. He or she shall also submit a report of the accounts and financial condition of the Association at each annual meeting of the Board. The Treasurer, Chairman or Secretary, under the direction of the Board, shall make all deposits, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Association. In general, the Treasurer shall perform all the duties that are incidental to the office of Treasurer, subject to the Board, and shall perform such additional duties as may be prescribed by the Board. In the event the Treasurer, Chairman or Secretary cannot perform these duties, the Board will designate an alternate person. Upon Board approval, the Treasurer may designate one or more Assistant Treasurers, who may perform or help perform the duties of the Treasurer when called upon to do so by the Treasurer.

#### **4.8 Vacancies**

Whenever a vacancy shall occur in any office of the Association, such vacancy shall be filled by the Board by electing a new Officer who shall take office on the date of his or her election and shall hold such office until the earlier of the date of: a. the next annual meeting of the Board following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or b. the date such Officer resigns or is removed.

### **ARTICLE V COMMITTEES**

#### **5.1 Committees**

NRS 82.201 and the Articles of Incorporation grant the Board full control over the affairs of the Association. Any committee with or without Board delegated authority or standing committee created under these by-laws is subject to Board oversight and the decisions or acts of any such committee are subject to Board approval.

Pursuant to NRS 82.206, the Board may designate one (1) or more committees by resolution or resolutions to have and exercise powers of the Board in the management of the business and affairs of the association with power to act for the Association. The Board may appoint committees without delegated authority as needed and deemed necessary.

As required by NRS 82.206, each committee with Board delegated authority shall include at least one (1) Trustee member who shall chair the committee.

Unless otherwise specified in these bylaws, the Board shall appoint Association Members or other qualified persons to serve as committee members, shall fill committee vacancies, and shall remove committee members for cause.

No committee shall have the authority to:

- a. Amend, alter or repeal the bylaws.
- b. Elect, appoint or remove any Trustee or Officer of the Association.
- c. Amend or repeal the articles, adopt a plan of merger or a plan of consolidation with another association or corporation.
- d. Authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association.
- e. Authorize voluntary dissolution of the Association or revoke proceedings therefore.
- f. Adopt a plan for the distribution of the assets of the Association.
- g. Amend, alter or repeal any resolution of the Board unless said resolution provides by its terms that said resolution may be amended, altered or repealed by a committee.

#### **5.2 Standing Committees**

At all times, the Board shall establish and maintain the following standing committees having responsibility for the following areas:

**a. Standards of Practice and Ethics Committee (SPEC).** This shall be a committee with Board delegated authority formed for the purpose of (1) guarding and ensuring the integrity of the practice of PSM as recognized by the TSFH; (2) establishing, maintaining and furthering standards of practice and canons of ethics that reflect the TSFH's religious and beneficial mission; and (3) serving PSM by enforcing standards of practice and canons of ethics in accordance with Nevada law.

SPEC shall have an odd number of voting members comprised of no less than three (3) and no more than five (5) members, including at least two (2) PSM Seminary faculty or PSM affiliates of the TSFH.

SPEC shall have delegated authority to:

1. With the advice and consent of the Trustees Emeritus, propose the following to and recommend adoption by the Board of:
  - i. Fair and reasonable rules, procedures and amendments thereto necessary to discharge its purpose.
  - ii. PSM standards of practice, canons of ethics and amendments thereto.
  - iii. Disciplinary procedures, actions, sanctions and amendments thereto that:
    - a. address standards of practice or canon of ethics violations, and b. include due regard for fairness, due process and right of appeal.
  - iv. Fair and reasonable rules for publication of SPEC decisions or actions.
2. Regularly report its activities to the Board.
3. Adopt continuing stewardship education and education reporting requirements.
4. Provide "Good Standing Reports" upon written request from Association members.
5. Investigate and respond to standards of practice and ethical concerns involving Association members or the practice of PSM, when made know to SPEC.
6. Determine if said concern warrants additional action, report the need for additional action to the Board, comply with Board recommendations (if any), advise affected Association members of the concern, and respond to the person who reported the concern.
7. Prosecute standards of practice and canon of ethics violations in proceedings that ensure due process and are grounded on a fair and reasonable review of relevant facts and circumstances (hereinafter referred to as "Disciplinary Proceeding(s)"), notify the Board of the proceedings, and comply with Board Recommendations (if any).
8. Educate members regarding standards of practice and canons of ethics.
9. Keep a written or electronic record of Disciplinary Proceedings that includes at a minimum, the relevant facts and surrounding circumstances and make said record available to the Board.
10. Impose disciplinary actions and/or sanctions deemed necessary and appropriate to address or resolve standards of practice and canon of ethics violations in a manner that is not disproportionate to the facts and merits of the matter under consideration.
11. Provide written notice and description of Disciplinary Proceeding decisions and actions: i. to Association members who are directly affected by a SPEC decision, and ii. to the Board.
12. Upon written request from an Association member who is directly affected by a SPEC decision, provide prompt access to the Board for an appeal of the decision.
13. After appeal, follow the Board's appellate decision and implement the Board's recommendations and/or instructions.

Any proceeding involving expulsion or suspension of an Association member or termination of membership interest, if any, or rights shall, at a minimum, comply with requirements set out in NRS 82.251.

Before any SPEC decision shall be final, such decision shall be reviewed and approved by the Board at a meeting called for that purpose and after notice. Publication of a SPEC decision requires Board approval prior to publication.

**b. Membership Admission, Certification and Review Committee (MACRC).** This shall be a committee with Board delegated authority formed for the purpose of (1) receiving membership applications; (2) reviewing applicant qualifications; (3) making proposals and recommendations to the Trustees Emeritus; and (4) implementing the Trustees Emeritus decisions in accordance with Nevada law.

Separate and apart from one (1) designated Trustee Emeritus, MACRC shall have an odd number of voting members comprised of no less than three (3) and no more than five (5) members, including at least two (2) PSM Seminary faculty or PSM affiliates of the TSFH.

MACRC shall have delegated authority to:

1. Propose and recommend to the Trustee(s) Emeritus that the following be adopted:
  - i. Membership admission requirements for each member class.
  - ii. Certification or recertification requirements for members.
  - iii. Renewal requirements for members.
  - iv. Continued affiliation requirements for members.
  - v. Rules and/or procedures governing: a. the maximum duration of membership for any member class, b. applications for admission, admission, certification, recertification, renewal and/or continued affiliation, and c. recognition of continuing education credits.
  - vi. Member self-reporting rules, procedures and requirements.
2. Publish and make available to applicants and members written: i. admission, certification, recertification, renewal and continued affiliation rules, procedures and requirements, and ii. self-reporting rules, procedures and requirements.
3. Propose a membership fee schedule and fees to the Board for adoption by the Board.
4. Receive and review applications for evidence of good standing and compliance with admission, certification, recertification, renewal and/or continued affiliation requirements.
5. Require self-reporting from members for membership certification or recertification, renewal, and/or continued affiliation.
6. After application review, propose and recommend to the Trustee(s) Emeritus that conditional or unconditional:
  - i. Admission be granted or denied.
  - ii. Certification and/or recertification be granted or denied.
  - iii. Membership renewal be granted or denied.
  - iv. Continued affiliation be granted or denied.

Subject to the Board's authority granted by NRS 82.201 as preserved in the Articles of Incorporation, the Trustee(s) Emeritus shall have authority to: 1. adopt, grant, modify, amend, table, suspend, deny, reject, and/or take any action deemed necessary, in whole or in part, on any matter MACRC proposes, recommends or submits for adoption and/or approval; 2. request additional information from MACRC or any other persons, including but not limited to applicants; and/or 3. grant application reconsideration at a time determined by the Trustee(s) Emeritus.

**c. Trustee Candidate Committee (TCC).** This shall be a committee with Board delegated authority formed for the purpose of (1) identifying candidates for appointment to the Board; (2) investigating candidate qualifications to serve as Trustees; and (3) proposing a list of candidates to the Trustee(s) Emeritus and recommending that said list be presented to the Board, in accordance with Nevada law.

This committee shall have an odd number of voting members comprised of no less than one (1) Trustee Emeritus and a total of no more than five (5) members.

Subject to the provisions of NRS 82.201, the Trustee(s) Emeritus shall: 1. appoint the TCC members, except that one (1) member shall be chosen from the serving Board; and 2. have the sole and exclusive authority to reject any candidate nomination, even if the nomination was endorsed by a majority of the serving TCC members.

## **ARTICLE VI MEMBERSHIP**

### **6.1 Members, Classes and Rights**

At all times, the Association shall have the classes of members set out in Paragraph 6.1, Subparagraphs a., b. and c., which classes are the following:

#### **a. Full Member Class**

Members in the Full Member class shall have been admitted, certified and/or recertified as Members upon recommendation by MACRC and at the sole discretion of the Trustee(s) Emeritus.

Members in the Full Member class shall not have a membership interest, unless said interest is granted by Board resolution.

Provided that they are duly appointed, Members in this class may serve on the Board, as Officers, and on standing or special committees.

Members in this class may also receive benefits afforded by and participate in Association activities that may be made available, from time to time, to Members in the Full Member class.

#### **b. Associate Member Class**

Members in the Associate Member class shall have been admitted as Members, upon recommendation by MACRC and at the sole discretion of the Trustee(s) Emeritus.

Members in the Associate Member class shall not have a membership interest, unless said interest is granted by Board resolution.

Provided that they are duly appointed, Members in this class may serve on the Board, as Officers, and on standing or special committees.

Members in the Associate Member class may also receive benefits afforded by and participate in Association activities that may be made available, from time to time, to the Associate Member class.

#### **c. Student Affiliate Member Class**

Members in the Student Affiliate Member class shall be students enrolled in and/or matriculating with a PSM education or training program that is recognized and/or certified by the TSFH. Members in this class shall be admitted to the Association upon recommendation of MACRC and at the sole discretion of the Trustee(s) Emeritus.

Members of the Student Affiliate Member class shall not be granted, shall not hold, and shall not be entitled to claim to a membership interest or membership right.

Members of this class shall not serve on the Board, as Officers, or on a committee with Board delegated authority.

Members of this class may participate in and contribute to Association activities as determined, from time to time, by MACRC with Trustee(s) Emeritus approval.

**6.2 Additional Member Classes**

From time to time, the Board shall have the authority to adopt a resolution to establish one (1) or more additional member classes, provided that said additional member classes are proposed to the Board by MACRC, after MACRC receives the advice and consent of the Trustee(s) Emeritus.

**6.3 Member Fees**

From time to time and at its sole discretion, the Board shall: a. determine a membership fee for each member class, b. designate a date certain for payment, c. establish a late fee for payments made after the deadline, d. cause MACRC to publish a fee schedule, and e. cause MACRC to make the fee schedule available to members and membership applicants.

**6.4 Membership Class Names**

Subject to Board approval, MACRC may choose a public name to be used as a title to designate and refer to the Members of said class that distinguishes said Membership class from other membership classes.

**ARTICLE VII GENERAL PROVISIONS**

**7.1 Fiscal Year**

The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of each calendar year.

**7.2 Books and Records**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its Board and all special or other committees with Board delegated authority.

**7.3 Availability of Records**

Pursuant to NRS 82.181, the Association shall keep a Secretary of State certified copy of its articles and any amendments, an Association certified copy of its bylaws and amendments, and a statement setting out the name of the custodian of the members' ledger, along with the present and complete mailing or street address where the Members' ledger is kept. The Association shall provide access to its records in compliance with the requirements set out in NRS 82.181.

**7.4 Inspection of Records**

Business records shall at all reasonable times be open to inspection by any member of the Board, including Trustees and Trustees Emeritus. Such inspection may be made in person or by agent or attorney and the right of inspection shall include the right to make extracts.

Any person authorized in writing by at least 15 percent of the Practitioner Members of the Association upon at least 5 days' written demand is entitled to inspect in person or by agent or attorney, during normal business hours, the books of account and all financial records of the association and to make extracts therefrom. Said right to inspect does not directly or indirectly confer a membership interest.

NRS 82.186 governs costs, denial of right to inspect, and actions to enforce rights of inspection of the records of the association.

Upon request of an assessor, who is authorized by a local authority to establish the value of association property, the Association shall make available at its principle office or at a place

mutually acceptable to the assessor and to the association a true copy of business records relevant to the amount, cost and value of property, subject to local assessment, which it owns, claims, possesses or controls.

**7.5 Seal**

In conformity with NRS 82.126, the Association shall not adopt a seal or stamp. In its stead, the Association shall affix the following certification to its documents and said certification shall have the same force and effect as a seal or stamp. The association certification shall be as follows:

**Certification of the Secretary of the  
Plant Spirit Medicine Association**

I \_\_\_\_\_[Secretary's Name]\_\_\_\_\_ being the duly appointed Secretary for the **Plant Spirit Medicine Association, a Nevada nonprofit corporation organized pursuant to Nevada Revised Statutes, Chapter 82** by affixing my signature to this certification do hereby certify that this \_\_\_\_\_[Name of the Document/Association Record]\_\_\_\_\_ is a legal act of said Association entered into by the Association on the \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_\_ pursuant to authority from the Board of Trustees to take said action.

\_\_\_\_\_ Date: \_\_\_\_\_  
Association Secretary Signature

**7.6 Signatures**

Unless a document is executed for the benefit of a third party, involves contractual obligations, constitutes a book of account or other financial record/document, upon written authorization and instruction from any Trustee, the Chairman or Secretary may affix said Trustee's name to a document and said affixed name along with the written authorization shall constitute a duly authorized signature of the Trustee.

**7.7 Contracts**

By resolution or resolutions, the Board may authorize any Officer or Officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association. Such authority may be general or confined to specific instances.

**7.8 Annual Reports and Financial Statements**

The Treasurer shall provide the Board with a written annual report including a financial statement. The report shall summarize the Association's activities for the preceding year and projections for the forth-coming year. The financial statements shall consist of a balance sheet as of the close of business of the Association's fiscal year, shall contain a summary of receipts and disbursement, shall be prepared in such a manner and form as is sanctioned by sound accounting practices, and shall be certified by the Chairman, Secretary, Treasurer, or a Certified Public Accountant.

**ARTICLE VIII AMENDMENTS**

The power to amend the bylaws of the Association shall be vested in the Board and the bylaws shall only be amended by a supermajority vote of Trustees at a special meeting called for that purpose by the Chairman and after notice of meeting.

The Board shall give notice of bylaw amendment to the Association's members. Said notice may be given at the next annual Association general meeting following amendment.

Failure to hold an Association general meeting shall not effect the validity of the bylaws or amendments, which shall remain in full force and effect, until such time as a notice of adoption of bylaws or amendment is given or an Association general meeting is held.

## **ARTICLE IX WAIVER, NOTICE AND OBJECTION**

### **9.1 Waiver**

Whenever any notice is required to be given to a Trustee, Trustee Emeritus, Officer or committee member under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be equivalent to the giving of such notice.

### **9.2 Notice**

Whenever notice is given, notice shall be sufficient provided that it is mailed or delivered no less than 10 days prior to a meeting, sets out the date, time, place and/or telephone conferencing information for the meeting, provided that, notice of a special meeting shall also include a brief statement of the purpose of the meeting.

Notice duly mailed or delivered in accordance with the provisions of this paragraph shall be sufficient. Mailed shall mean sending a notice by no less than first class mail via regular postal service. Delivered shall mean providing notice by delivery service, facsimile transmission with confirmation of receipt, e-mail with recipient's return e-mail confirmation, personal delivery by hand or telephone call, and/or voice mail message. In the case of telephone call and/or voice mail message, notice shall not be considered sufficient unless the recipient or the recipient's authorized agent verbally acknowledges the notice. Any such verbal acknowledgement may be provided by telephone conversation with the person providing notice or by voice mail message left for the person providing notice.

### **9.3 Objection**

Objection or challenge to the sufficiency of notice shall be provided in writing to the Secretary or upon request, duly noted in meeting minutes. Failure to object shall constitute a waiver of any claim of insufficient notice.

## **ARTICLE X DISSOLUTION**

Association members are not entitled to vote upon a resolution calling for the dissolution of the Association. Dissolution shall be by Board action alone and by resolution taken after notice at a special meeting called for that purpose. Board action and dissolution shall comply with requirements set out for the Board in NRS 82.451.

Upon dissolution rights, liabilities, duties and liquidation shall be governed by NRS 82.456 and 82.461. Pursuant to NRS 82.461, assets not otherwise distributed shall be distributed to non-profit organizations, societies, religious organizations, seminaries or colleges designated by the Board.

Upon dissolution of the Association, provided the association is a 501 (c) organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government for a public purpose.

## **ARTICLE XI CONFLICT OF INTEREST**

At all times, the Association's affairs, decisions, business and operations shall be handled in a manner that protects the Association against conflicts of interest.

For the purpose of protecting the Association from conflicts of interest, attached to these bylaws are Appendix A entitled "Conflicts of Interest, Violations, Rules and Procedures and Appendix B entitled "Plant Spirit Medicine Association Conflicts of Interest Policy". Said appendices are hereby incorporated into these bylaws as if set forth at length.



## APPENDIX A

### PLANT SPIRIT MEDICINE ASSOCIATION CONFLICT OF INTEREST, VIOLATIONS, RULES AND PROCEDURES

#### ARTICLE I                    PURPOSE

- 1.1** The purpose of a conflict of interest policy is to protect the Association's interests when it is contemplating entering into a transaction or arrangement that might benefit, directly or indirectly, the private interest of a Trustee, Trustee Emeritus, Officer, committee member, volunteer, agent or employee, if any, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit associations, charitable organizations, religious or benevolent associations, or scientific organizations.

#### ARTICLE II                    DEFINITIONS

- 2.1 Compensation**  
Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- 2.2 Conflict of Interest**  
A financial interest is not necessarily a conflict of interest. Under Article III, Section 3.2, a person who has a financial interest may have a conflict of interest only if the Board, Trustees Emeritus, appropriate Officer, committee with Board delegated authority or Association Chairman for a committee without Board delegated authority decides that a conflict of interest exists.
- 2.3 Committee**  
For the purposes of the Conflict of Interest Policy, use of the word "committee" shall refer to a committee with or without Board delegated authority.
- 2.4 Financial Interest**  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement.
  - b. A compensation arrangement with the Association or with an entity or individual with which the Association has a transaction or arrangement.
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
- 2.5 Interested Person**  
Any Trustee, Trustee Emeritus, Officer, committee member, volunteer, agent or employee, if any, who has a financial interest, as defined herein, is an "Interested Person."

## **ARTICLE III                    PROCEDURES**

### **3.1        Duty to Disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees, Trustees Emeritus, and committee members considering a proposed transaction or arrangement.

### **3.2        Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board, Trustees Emeritus, or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Trustees, Trustee's Emeritus, Officers or committee members shall decide if a conflict of interest exists.

Provided that, if a disclosure of financial interest and all material facts are made by an Interested Person to a committee without Board delegated authority or an Officer, the existence of a conflict of interest shall be decided by the Association Chairman. In the case of an Officer, the existence of a conflict of interest shall be determined by the Board.

### **3.3        Addressing the Conflict of Interest**

- a. An Interested Person may make a presentation at the Board, Trustees Emeritus, Officer or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on how the conflict of interest will be addressed or any arrangement involving the conflict of interest.

Provided that, if said presentation is made to a committee without Board delegated authority or to an Officer, the discussion and vote shall be tabled until such time as the Association Chairman shall have an opportunity to decide the existence of a conflict of interest .

- b. The Chairman, Trustees Emeritus, or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board, Trustees Emeritus, committee with Board delegated authority, or Association Chairman shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board, Trustees Emeritus, or committee with Board delegated authority shall determine by a unanimous vote of the disinterested Trustees, Trustees Emeritus, or committee members whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above, a decision shall be made to whether to enter into the transaction or arrangement.

Provided that, in the case of a committee without Board delegated authority, the Association Chairman shall determine and in the case of an Officer, the Board Shall determine, if the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above, the Association Chairman or the Board shall decide whether to enter into the transaction or arrangement.

### **3.4        Violations of the Conflict of Interest Policy**

- a. If the Board, Trustees Emeritus, or a committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the

Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board, Trustees Emeritus, Officers or committee determines the Interested Person failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE IV                      RECORDS OF PROCEEDINGS**

### **4.1        Minutes**

The minutes of the Board, Trustees Emeritus, Officers and committees shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes or decision relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes or decision taken in connection with the proceedings.

### **4.2        Documentation**

The Association Chairman shall document the disclosure, facts, alternatives, deliberations and decisions in a memorandum which shall contain:

- a. The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.
- b. The names of the person(s) who were present for any discussion or decision relating to the transaction or arrangement, the content of and reason for the discussion (including any alternatives to the proposed transaction or arrangement), and a record of any decisions taken in connection with the conflict of interest.

## **ARTICLE V                      COMPENSATION**

### **5.1        Board Member**

Any member of the Board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

### **5.2        Trustee Emeritus**

Any Trustee Emeritus who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to his/her compensation.

### **5.3        Officer or Committee Member**

An Officer or member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that Officer's or member's compensation.

### **5.4        Compensation Information**

Members of the Board, Trustees Emeritus, Officers or any committee whose jurisdiction includes compensation matters and whose members receive compensation, directly or indirectly, from the Association, either individually or collectively, are not prohibited from providing information to any committee regarding compensation.

## **ARTICLE VI                   ACKNOWLEDGEMENT STATEMENTS**

### **6.1       Conflict of Interest Affirmation Statement Execution**

Each Trustee, Trustee Emeritus, Officer and member of a committee with Board delegated authority and chairperson for a committee without Board delegated authority shall upon assuming his or her position or role shall sign a statement, which acknowledges said person:

- a. Received a copy of the conflicts of interest policy entitled “Plant Spirit Medicine Association Conflict of Interest Policy and Affirmation Statement”, a copy of which is attached hereto as Appendix B.
- b. Read and understands the policy.
- c. Agreed to comply with the policy.
- d. Provided the Association seeks federal tax exemption, understands that the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax exempt purposes.

## **ARTICLE VII   PERIODIC REVIEWS**

### **7.1       Periodic Review Procedure**

In the event the Association seeks federal tax exemption, to ensure that Association operates in a manner consistent with charitable, benevolent, or other tax exempt purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent information and the result of arm’s length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

## **ARTICLE VIII   USE OF OUTSIDE EXPERTS**

### **8.1       Periodic Review Experts**

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

## **APPENDIX B**

### **PLANT SPIRIT MEDICINE ASSOCIATION CONFLICT OF INTEREST POLICY AND ACKNOWLEDGMENT STATEMENT**

The Plant Spirit Medicine Association (“Association”) is a Nevada nonprofit Association formed under Chapter 82 of the Nevada Revised Statutes. The Nevada Department of Justice (“NDOJ”) issues a guide that sets out the duties that apply to the Board of Trustees, Officers, and persons on committees with Board delegated authority of a nonprofit Association. The Association extends this duty to any chairperson for a committee without Board delegated authority.

Endorsing and adopting the comments of the NDOJ, the Board of Trustees has adopted the following Conflict of Interest Policy:

#### **Definitions:**

##### **Board**

The word “Board” refers to the Association’s Board of Trustees.

##### **Clearly in the Best Interests of the Association**

The phrase “clearly in the best interests of the Association” means that a transaction provides or offers benefits that further the mission and business of the Association, which are not insignificant and cannot be reasonably obtained through a transaction not involving a conflict of interest.

##### **Committee**

The word “Committee” refers to Association committees with and without Board delegated authority.

##### **Family**

The word “family” refers collectively to the following relations, including but not limited to, spouses, domestic partners, siblings, children, parents, aunts, and uncles.

##### **Financial Interest**

The term “financial interest” refers to holding the right to receive or receiving a monetary benefit or any benefit that directly or indirectly provides a private financial interest.

##### **Interested Body**

The term “Interested Body” refers collectively to the Board of Trustees, Trustees Emeritus, Officers, and any committee with Board delegated authority.

##### **Involved Person**

The term “Involved Person” refers collectively to the Association’s Trustees, Trustees Emeritus, Officers, person serving on a committee with Board delegated authority, and the chairperson for a committee without Board delegated authority.

#### **DUTY OF LOYALTY**

An Involved Person has a duty to give undivided loyalty to the Association. This duty requires the use of Association funds and property to advance the public benefit of the Association rather than private interests. It requires that an Involved Person engage in activities that are clearly in the best interests of the Association.

#### **Plant Spirit Medicine Association Bylaws**

Originally Adopted January 29, 2007 by the Acting Trustees As Ratified May 21, 2007 by the Board of Trustees

A potential conflict of interest between the duty of loyalty and an Involved Person's private financial interests may arise if the Involved Person engages in a business transaction with the association. Also, an Involved Person's receipt of a financial benefit from the organization creates a negative public perception.

### **The Duty of Loyalty Requirements**

**1. Avoid Detrimental Conflicts of Interest.** A red flag should fly when any Involved Person proposes or seeks approval of a contract or transaction that provides a private financial benefit to any Involved Person, any Involved Person's family, or a business in which any Involved Person has a financial interest.

**2. Disclosure of Interest.** Before any such proposal may be entertained or a vote taken, the interested Involved Person shall fully disclose his or her financial interest to the Interested Body.

**3. Voting.** The Interested Body shall only vote on the transaction if after deliberation of all the non-interested Involved Persons and may only approve the transaction provided that Interested Body unanimously finds that the transaction is clearly in the best interests of the Association.

Provided that, in the case of a committee without Board delegated authority, the committee shall not deliberate on or vote on the transaction until after the Association Chairman determines, upon examination of the facts and circumstances, if a conflict of interest exists. In the case of an Officer, the Board shall determine if a conflict of interest exists.

**4. Abstaining from Proposing or Voting.** As a further precaution, the person who discloses an interest shall abstain from proposing the transaction, from participating in the discussion or deliberation of the matter, and/or from voting on the matter.

**5. Annual Disclosure.** As further precaution, each Involved Person is required to report annually their business involvement with the Association, including nature of the business and private benefit received. Further, said report shall be included in the annual report of the Association.

**6. Safe Harbor.** If the Involved Person's financial interest is not disclosed or known to the Involved Person at the time the transaction is proposed to or brought for a vote and the Involved Person did not have reason to know of the financial interest, then the Involved Person shall not have violated the duty of loyalty by failing to disclose a financial interest, participating in the decision making process, and/or voting for the transaction.

**7. Misuse of Corporate Information.** Involved Persons cannot use information, documents, records or other data obtained from the Association for a purpose unrelated to the Association's interest.

**a. Example:** An Involved Person breaches the duty of loyalty by selling the Association's Membership List for personal gain.

**b. Criminal Liability:** A misappropriation of corporate information may subject the Involved Person to criminal liability under NRS 82.186(3).

### **DUTY OF OBEDIENCE**

Involved Persons have a duty to obey the governing documents of the Association and comply with state and federal laws.

### **The Duty of Obedience Requirements**

**1. Familiarity with State and Federal Law.** Involved Persons should be familiar with or as necessary, familiarize themselves with state and federal law relating to nonprofit organizations, donation solicitations,

gambling, sales and use taxes, FICA and income tax withholdings, and workers' compensation obligations. To familiarize his or her self with Nevada donation law, the Involved Person is obligated to read the information provided by the Nevada Department of Justice attached hereto as Attachment A.

Moreover, as the need arises, Involved Persons are required to become familiar with other state or federal law by reading applicable Nevada State or Internal Revenue Service publications and/or seeking professional advice.

**2. Federal Tax Exempt Status.** In the event the Association receives federal tax exemption status, Involved Persons are required to be aware of the requirements of the Internal Revenue Service in order to protect the Association's tax exemption status.

**3. Meet Filing Requirements.** Except for chairpersons on committees with and without Board delegated authority, Involved Persons are required to ensure the Association complies with deadlines for filing tax returns, paying income tax withholdings, making social security payments, registering with the Nevada Secretary of State's Office, and fulfilling other requirements of local, state or federal law that apply to the Association. This requirement shall only apply to persons participating on a committee provided that the business or purpose of the committee involves matters related to tax returns, withholding taxes, social security payments, corporate reporting requirements and other requirements of local, state or federal law.

**4. Comply with Governing Documents.** Involved Persons are required to know and adhere to the provisions in the Association's articles and bylaws. Involved Persons are required to make sure that an Interested Body holds regular meetings, provides proper notice of the meetings, and follows the procedures for voting on matters.

**5. Seek Outside Help.** To ensure compliance with local, state and federal laws, Involved Persons should and when applicable obtain Board approval to enlist the assistance of legal counsel, accountants or other qualified people.

## **STATUTORY DUTIES**

**1. Good Faith.** Involved Persons shall exercise their powers and fulfill their duties in good faith and with a view to the interests of the Association.

**2. Reliance.** Involved Persons are entitled to rely on information, opinions, reports, books of account or statements, including financial statements and other financial data that are prepared or presented by:

- a. Involved Persons or an Interested Body reasonably believed to be reliable and competent in matters prepared or presented.
- b. Counsel, public accountants, or other persons as to matters reasonably believed to be within the preparer or presenter's professional or expert competence.
- c. A committee, upon which the person relying thereon does not serve, established in accordance with NRS 82.206 as to matters within the committee's designated authority, and as to matters on which the committee is reasonably believed to merit confidence.

### **Acknowledgement**

Involved Persons are required to execute the following statement, a copy of which shall be kept by the Secretary:

I \_\_\_\_\_ hereby represent and acknowledge that I have read the above Conflict of Interest Policy and any attachments, have been provided an opportunity to discuss the

above, have satisfied any questions relating to the above, and understand the contents of the above and any attachments. I agree to adhere to the requirements set out in the above policy. I further agree to abstain from any act or failure to act that directly or indirectly violates the above policy. In the event that the Association applies for federal tax exempt status, I agree to abstain from any act or failure to act that directly or indirectly violates any Internal Revenue Service rules or regulations pertaining or related to federal tax exempt status.

\_\_\_\_\_  
Signature

Date: \_\_\_\_\_

\_\_\_\_\_  
Title or Capacity

**Certification of the Secretary of the  
Plant Spirit Medicine Association**

Pursuant to the authority granted in NRS 82.181, I, M. Margaret Ellen Freier, being the duly appointed Secretary for the **Plant Spirit Medicine Association, a Nevada nonprofit corporation organized pursuant to Nevada Revised Statutes, Chapter 82** by affixing my signature to this certification do hereby certify that the above set out bylaws are the true and correct Plant Spirit Medicine Association Bylaws adopted as the legal act of said Association on the 29th day of January, 2007 at the initial meeting of the Acting Trustees and ratified on the 21<sup>st</sup> day of May, 2007 by the Board of Trustees.

\_\_\_\_\_  
Association Secretary's Signature

Date: \_\_\_\_\_