

**BYLAWS OF THE
SOCIETY FOR PHYSICIANS OF
ANTHROPOSOPHIC
NATUROPATHY
(SPAN)**

PREAMBLE

Naturopathic medicine is based on the belief that the human body has an innate healing ability. Board Licensed Naturopathic doctors, are clinically trained and taught in accredited colleges. Naturopathic Doctors view the patient as a complex, interrelated system (a whole person) and craft comprehensive treatment plans using diet, exercise, lifestyle changes and therapies that blend the best of modern medical science and traditional natural medical approaches to not only treat disease, but also to restore health.

Anthroposophic medicine is a medical pathway based on the Spiritual Science founded by Rudolf Steiner together with Dr. Ita Wegman. Its methods and practical consequences lead to therapeutic and cognitive actions which, while incorporating the scientific findings of the sense perceptible world, go beyond them and place them in a spiritual perspective.

[SPAN, the Society for Physicians of Anthroposophic Naturopathy, has as it's aim to span a greater connection and advancement among ALL health professionals, by promoting the spanning of Naturopathic principles, and their ancient foundations, with the detailed rigor of modern medicine and the rich enhancements of spiritual science (Anthroposophic Medicine).

ARTICLE I

OFFICES

The principal office of the Corporation shall be in the town of Portland, County of Multnomah, State of Oregon. The Corporation may also have offices in such other places within or without the State as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II

PURPOSES

The purposes of this Corporation are to promote the practice of Anthroposophically enhanced Naturopathic medicine through:

1. Support of a medical discipline which is enhanced according to the insights of Rudolf Steiner's Anthroposophy (and Anthroposophic Medicine);
2. To promote the practice and development of Anthroposophically enhanced Naturopathic medicine through:
 - a) the maintaining of the interests, standards and development of Anthroposophic medicine in connection with and in agreement with the Medical Section of the School of Spiritual Science in Dornach, Switzerland;

- b) the education of Naturopathic physicians, medical students, and allied practitioners.
 - c) the development of treatment facilities
 - d) the development of research and dissemination of Anthroposophic knowledge, specifically but not exclusively with a Naturopathic focus;
3. To study and initiate innovations in the social and economic sphere of Anthroposophic medicine, particularly but not exclusively as it relates to Naturopathy;
 4. a) To inform ourselves about medical and legal issues relevant to our work, and to coordinate this effort with that of Naturopathic and Anthroposophic physicians and associations worldwide;
 - b) to further and support the rights of the public to a diversity of health care;
 - c) specifically to bring Anthroposophic medicine to wider public awareness;
 5. To stimulate communication among Naturopathic doctors and all other allied doctors, medical professionals, and therapists interested in Anthroposophic medicine, both national and internationally, in consultation, written material, and conferences;
 6. To receive and administer funds for educational, cultural, scientific or charitable purposes, and to that end to take hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly, with another person, persons or corporations, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property or any interest therein and to invest, reinvest or deal with the principal or the interest thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, his Certificate of Incorporation, the bylaws of the Corporation or any laws applicable thereto;
 7. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members or officers, except as enabled under article 5 of the Non-For-Profit Corporation Law;
 8. In general, to do any and all acts and things, exercise any and all powers which it may now or here be lawful for the Corporation to do or exercise

Nothing herein shall be construed as authorizing the Corporation to operate a nursery school, kindergartens, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to Section 236 of the Education Law, library, museum, or historical society or to maintain a historic site; nor shall the functions of this Corporation, as they pertain to medicine, health or healing, be construed as authorizing the Corporation to engage in the practice of any of the professions designated by Title VII of the Education Law, or to conduct a school for any such profession or to hold itself out to the public as offering professional services, or to operate a hospital as defined in Article 2B of the Public Health Law.

Nothing herein shall authorize the Corporation to carry on activities described in Non-For-Profit Corporation Law Sec 404, subdivisions through t, requiring approvals or consents, in the absence thereof.

The Corporation shall not engage nor shall any of its funds, property or income be used, in carrying on propaganda or otherwise attempting to influence legislation, intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after making payment or provision for the payment of all liabilities and necessary expenses thereof, be transferred to the Anthroposophic Society in America – Medical Section Fund, which said dissociation shares goals similar to those of this Association, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, subject to approval of a Justice of the Supreme Court of the United States.

The Corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Section 202 of the Non-For-Profit Corporation Law, subject to any limitations provided in the Non-For-Profit Corporation Law or any other statute of the State of Oregon.

ARTICLE III

MEMBERSHIP

1. Qualifications for Membership

Membership in the Society for Physicians of Anthroposophic Naturopathy shall be available to individuals in agreement with the purposes of the Corporation.

SPAN shall have the following membership categories:

1. Regular membership: Licensed ND's
2. Discounted Membership: practitioners in 1st year of practice, residents/fellows, retirees, ND's who would like to be members of SPAN but cannot afford the regular membership fee.
3. Student membership
4. Associate membership
5. Honorary membership

Regular member shall be a doctor of Naturopathic medicine who holds a valid license to practice his or her profession in one of the states of the United States of America or Provinces of Canada, and who shall be of good standing in the community in which he or she resides.

Student members shall be a student of Naturopathic medicine who are enrolled in an accredited school of Naturopathic Medicine in the United States of America or the Provinces of Canada, and who shall be of good standing in the community in which he or she resides.

Associate members shall be medical or osteopathic doctors, chiropractic doctors, doctors of Oriental medicine, nurse practitioners or physician assistants, and other allied licensed professionals who hold a valid license to practice their profession in one of the states of the United States of America or Provinces of Canada, and who shall be of good standing in the community in which he or she resides.

Honorary Members shall be persons who have made outstanding contributions to Naturopathic and/or Anthroposophic medicine. Honorary membership shall be granted by the board.

Retired members shall be persons who are retired from actively practicing medicine.

Any member may voluntarily withdraw from the Association and terminate his/her membership therein by delivering to the Secretary thereof a written statement of resignation.

The membership of a person shall automatically terminate upon his/her death.

Any member may be censured, suspended or expelled for cause by a resolution by the Board of Directors.

Members will be required to pay, on a yearly basis, membership dues in an amount to be fixed by the Board of Directors; fees may be modified or waived in individual cases at the discretion of the Board. The Board may levy a special assignment against members, not more than one within fiscal year, which assessment shall be due and payable within thirty (30) days after billing therefore.

If a member does not pay dues or assessments within thirty (30) days of the due date, the privileges of membership shall be suspended and the member shall be notified in writing. Suspension of membership shall be lifted upon complete payment of dues and assessments within sixty (60) days of the due date.

2. Membership meetings

The Annual Meeting shall be held once a year in a location fixed by the Board and designated by notice of the Board by mail or delivered in person not less than four (4) weeks before the meeting.

At each Annual Meeting, the Board of Directors shall present a report, verified by the President and the Treasurer (or by the majority of the Directors).

Special meetings of the membership may be called by resolution of the Board or written request by not less than ten (10) regular members and with a designated agenda.

A quorum shall consist of one-tenth of the membership (in person or by proxy) for annual meetings or other member meetings.

Meetings of the members shall be presided over by the President, or if he/she is not present, by a Vice-President, or if neither the President nor a Vice-President is present, by a Chairperson to be chosen by the meeting. The secretary of this Corporation, or in his/her absence, an Assistant Secretary, shall act as Secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the meeting shall choose any person present to act as Secretary of the meeting.

Every regular and discounted member shall be entitled to one vote. Associate members are not entitled to vote. Every member entitled to vote at any meeting may so vote in person or by proxy. Every proxy must be executed in writing by the member entitled to vote, or by his attorney, duly authorized, in writing. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the member entitled to vote executing it shall have specified therein its duration. Every proxy shall be revocable at the pleasure of the person executing it or of his/her personal representative or assigns.

All actions other than the election of directors will be subject to a consensus or, at the discretion of the Board, a two-thirds majority. Election of directors shall be decided by a plurality of the votes cast. At all meetings, votes shall be viva voce, except that the election of officers may be by ballot.

Whenever it shall be decided to vote by ballot, the Chairperson of the respective meeting shall, prior to the commencement of the balloting, appoint two (2) inspectors of election, who shall take and subscribe an oath faithfully to execute the duties of inspectors at such meeting with strict impartiality, and according to the best of their ability, and shall take charge of the polls and after the vote shall have been taken, shall make a certificate of the results thereof, but no Director or Officer or candidate for such Office and no person interested in the question to be voted upon shall be appointed as such inspector. If there be a failure to appoint inspectors or if any appointed inspector be absent or refuse to act, or if his/her office becomes vacant, the members present at the meeting may choose temporary inspectors of the number required.

For the purpose of determining the members entitled to notice of, or to vote at any meeting of members, or any adjournment thereof, or to express consent to, or dissent from, any proposal, or for the purpose of determining the members entitled to receive any distribution or any allotments of any rights, or for the purpose of any other action, the Board shall fix in advance a date as the record date for any such determination of members. Such date shall not be more than fifty (50), nor less than ten (10), days before any such meeting, nor more than fifty (50) days prior to any such meeting.

The order of business at all meetings of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of Committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

ARTICLE IV

DIRECTORS

The business of the Association shall be managed by the Board of Directors, which shall consist of not less than three (3) persons, who shall be members of the Association in good standing for at least two (2) years as well as members of the Anthroposophical Society in America or Canada. Its officers shall be President, Vice President(s), Secretary and Treasurer.

Directors shall be elected at the Annual Meeting of the membership, and each Director shall hold office for three (3) years and until the next Annual Meeting and the qualification of his/her successor or until death, resignation, or removal. There shall be three (3) classes of directors, with their election years staggered.

At all meetings of the Board, a majority of the Board shall constitute a quorum for the transaction of business.

Except as otherwise provided by law or these bylaws, all actions of the Board shall be decided by consensus of those present, or a majority of those present.

At all meetings of the Board of Directors, every director shall be entitled to one (1) vote, and such voting may not be done by proxy.

At each meeting of the Board, persons chosen by the Directors present, shall act as Chairperson and Secretary.

Any Director may resign at any time by giving written notice to the Board. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Director(s) may be removed with cause at any time by the vote of two-thirds of the entire Board.

Any vacancy in the Board arising at any time from any cause may be filled by an acting Director at any meeting of the Board by a vote of a majority of the remaining Directors, until the next Annual Meeting of members.

The Board shall hold its meetings at the office of the Corporation, or at such other places either within or without the State of Oregon or by telephone conference calls as it may from time to time determine.

The regular Annual Meeting of the Board shall be held once a year at time and place decided by the Board.

Regular meetings of the Board may be held at such time and place as it shall from time to time determine. Such meetings of the Board shall be held upon notice of the Directors and may be called by the President upon ten (10) days notice to each Director, either personally or by mail, or by wire; special meetings shall be called by the President or by the Secretary in a like manner, or written request of two (2) Directors. Notice of a meeting may not be given to any

Director who submits a Waiver of Notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment shall be given to all Directors who are absent at the time of adjournment and, unless such time and place are announced at the meeting, to all other Directors.

ARTICLE V

OFFICERS

Officers of the Corporation who shall be Board members shall be as follows:

1. President, Vice President(s), President Elect, Secretary and Treasurer.
2. Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint the above named Officers, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board during the Annual Meeting of members. Each officer shall hold office for the year(s) for which he/she is elected or appointed, and until his/her successor has been elected or appointed and qualified.
3. Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two (2) or more offices may be held by the same person, except the office of President and Secretary. Officers shall not receive any compensation, but expenses may be reimbursed by resolution of the Board.
4. The President shall be responsible for the convening of all meetings of the Board of Directors and for the adherence to the principles and for which the Association was formed and instituted; it will be his/her responsibility to see that all orders and resolutions of the Board of Directors are carried into effect and that the procedures as defined by the bylaws and other actions of the Board are followed, and to establish committees when necessary.
5. During the absence or disability of the President, one of the Vice Presidents shall carry out the responsibilities of the President and any other such duties as the Board shall prescribe.
6. The President Elect is an office to be occupied for a reasonable transition time immediately preceding an anticipated election of a new President to help in the transition of duties.
7. The Secretary shall:
 - a. Attend all meeting of the Board and of the members;
 - b. Record all votes and minutes of all proceedings in a book to be kept for that purpose;
 - c. Give or cause to be given notice of all meetings of members and of special meetings of the Board;
 - d. When required, prepare or cause to be prepared and available at each meeting of

members a certified list in alphabetical order of the names of members entitled to vote thereat;

- e. Keep all the documents and records of the Association as required by law or otherwise in a proper and safe manner;
- f. Perform such other duties as may be prescribed by the Board;

8. The Treasurer shall:

- a. Have the custody of the association funds and securities;
- b. Keep full and accurate accounts of receipts and disbursements in the Association book;
- c. Deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board;
- d. Disburse the funds of the Association as may be ordered or authorized by the Board, and preserve proper vouchers for such disbursement;
- e. Render to the President and Board at the regular meeting of the Board, or whenever they require it, an account of all his/her transactions as Treasurer and of the financial condition of the Association;
- f. Render a full financial report at the Annual Meeting of the Members, if so requested;
- g. Be furnished by all associate officers and agents, at higher request, with such reports & statements as he/she may require as to all financial transactions of the Association;
- h. Perform such other duties as are given to him/her by these bylaws or as from time to time are assigned to him/her by the Board or President.

ARTICLE VI

CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these bylaws, the principles of the Certificate of Incorporation shall govern.

AMENDMENTS

These by-laws may be added to, altered, amended, repealed, or rescinded by the affirmative vote of two-thirds of all the Directors, cast at any regular meeting or special meeting by the Board of Directors, in addition to either the majority of the voting members or by the affirmative vote of two-thirds of the voting members present at any annual or special meeting of the membership, if notice of such proposed action has been publicized or sent to the members at least thirty (30) days in advance of the action.

PURPOSE/MISSION STATEMENT:

About SPAN

SPAN, the Society for Physicians of Anthroposophic Naturopathy, was founded in 2012. Its aim is to span a greater integrative connection and advancement among ALL health professionals, by promoting the spanning of Naturopathic principles, and their ancient foundations, with the detailed rigor of modern medicine and the rich enhancements of spiritual science (Anthroposophic Medicine).

What is Anthroposophic Medicine?

Anthroposophic medicine is a holistic and human-centered approach to medicine. It recognizes and uses modern medicine's vast information and rigorous methodology. Then it goes further, adding knowledge of the laws of the living organism, the psyche, and the spirit. This knowledge is derived from a spiritual scientific methodology, which expands on the conventional scientific method. It requires—besides the ongoing professional, personal, and moral development required of every true physician—an active meditative life. This inner activity leads to a deepened capacity for apprehending the whole human being. Such a meditative journey is outlined by Rudolf Steiner.

The result is an integrated image of the whole human being in illness and health. This makes possible a holistic but also rational approach to physiology, pathology, and therapy.

What is Naturopathic Medicine?

Naturopathic medicine is based on the belief that the human body has an innate healing ability. Naturopathic doctors teach their patients to use diet, exercise, lifestyle changes and cutting edge natural therapies to enhance their bodies' ability to prevent and combat disease. NDs view the patient as a complex, interrelated system (a whole person) and craft comprehensive treatment plans that blend the best of modern medical science and traditional natural medical approaches to not only treat disease, but to also restore health.

Naturopathic physicians base their practice on six timeless principles founded on medical tradition and scientific evidence:

1. Allow nature to heal. Our bodies have a powerful, innate capacity for self-healing. By finding and removing the barriers to this self-healing—such as poor diet or unhealthy habits—Naturopathic physicians nurture this process.
2. Identify and treat causes. Naturopathic physicians understand that symptoms will only return unless the root illness is addressed. Rather than merely eliminating symptoms, they seek to find and treat the cause of these symptoms.
3. First, do no harm. Naturopathic physicians follow three precepts to ensure their patients' safety:
 - a. Utilize the least invasive treatment to promote healing—such as dietary supplements, herbal extracts and homeopathy—opting first for modalities with few or no side effects.
 - b. Understand and work with nature's self healing properties, when appropriate, so as not to suppress symptoms which can be the body's self effort to heal. For example, the body may raise a fever in reaction to a bacterial infection. With careful monitoring, fever creates an inhospitable environment for the harmful bacteria, thereby destroying it and resolving the infection.
 - c. Recognize and treat each individual as unique. We each heal in different ways. The Naturopathic physician respects these differences.

4. Educate patients. Naturopathic medicine believes that doctors must be educators, as well as physicians. Working closely with each patient, Naturopathic physicians guide their patients in how to eat, exercise, balance life stressors, and nurture themselves physically and emotionally, while also encouraging self-responsibility.
5. Treat the whole person. We each have a unique physical, mental, emotional, genetic, environmental, social, sexual and spiritual makeup. The Naturopathic physician observes how all these factors affect our health, and incorporates them into an individualized treatment strategy.
6. Prevent illness. "An ounce of prevention is worth a pound of cure". Proactive medicine saves money, pain, misery and lives. Naturopathic physicians evaluate risk factors, heredity and vulnerability to disease. By getting treatment for greater wellness, we're less likely to need treatment for future illness.

PART IV OF IRS FORM 1023
NARRATIVE DESCRIPTION OF SPAN'S ACTIVITIES
(SPAN = SOCIETY OF PHYSICIANS OF ANTHROPOSOPHIC NATUROPATHY)

The Society for Physicians of Anthroposophic Naturopathy (AKA "SPAN"), was founded in 2012. Its aim is to span a greater integrative connection and advancement among ALL health professionals, by promoting the spanning of Naturopathic principles, and their ancient foundations, with the detailed rigor of modern medicine and the rich enhancements of spiritual science (Anthroposophic Medicine). The organization is organized exclusively for charitable, educational and scientific purposes under section 501(c)3 of the internal revenue code, or corresponding section of any future federal tax code. We have organized to develop a certification program in Anthroposophic medicine for Naturopathic Physicians. This certification is based upon a 5 year training program. Each year applicants attend a one week training. This program has been held in Sacramento, California for the past two years, and will be held in Sacramento again this year. The activity is conducted by the AAMTA (Anthroposophic Association of Medical Therapies in America...see their website at <http://www.aamta.org>), of which SPAN is a newly formed sub-organization. For certification, applicants are also expected to do reading on their own, have two year's supervision with a mentor, and submit two detailed cases exemplifying their knowledge in the theory and praxis of this medicine. Such activities increase a greater awareness, confidence and competence in the practice of this medicine by certificants. We would estimate that currently 50% of our time (all volunteer) is currently devoted to this activity. This is a major thrust of our organization and we are in the process of finalizing certificate requirements now. Thus far, we have been given a small grant from the AAMTA to seed this effort, as well as personal donations from members. Additionally, for the balance of our time, we seek to provide educational opportunities in the form of organized lectures and conferences throughout the country, and through our website. We give presentations/lectures to other doctors/healthcare professionals, medical students, grade schools, and the public at large, either for free or at nominal fees. We hold regular Board Meetings, regularly network with our sister organizations, organize local study groups, and generally seek to promote the advancement of education and science in the fields of Naturopathic and Anthroposophic Medicine. As examples of this, see attached minutes from our first General Meeting last year, and also a flyer for an upcoming Conference we have organized for this year.