

**ARTICLES OF INCORPORATION AND BYLAWS**  
**of**  
**GLOBAL ACADEMY OF HOLISTIC NURSING, ASSOCIATION**

**PREAMBLE**

The following Articles of Incorporation and Bylaws of the Global Academy of Holistic Nursing (“GAHN” or the “Academy”) shall be subject to, and governed by, the laws of Kansas and the Articles of Incorporation of the Academy. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the laws of Kansas, said laws shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Academy, it shall then be the Certificate of Incorporation which shall be controlling.

**ARTICLES OF INCORPORATION**

**Article I**

**NAME AND SEAL**

The legal name of the organization is known as the Global Academy of Holistic Nursing (“GAHN” or the “Academy”).

**Article II**

**PURPOSE**

GAHN is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of the Academy is the promotion of the praxes of holistic nursing by the issuance of scholarly publications, the holding of meetings, the provision of assistance to research, and other appropriate means. The Academy also cooperates with other bodies having similar objectives and assists more recently formed societies interested in the specialty of holistic nursing.

**Article III**

**MEMBERSHIP**

Membership in the Academy consists of Scholars and Honorary Scholars who have rights and responsibilities as outlined in the Bylaws of the Academy.

**Article IV**

**MANAGEMENT**

The affairs of the Academy shall be managed by officers and board members duly elected at regular intervals in accordance with Academy Bylaws and procedures. As provided in the Certificate of Incorporation, as amended, the number of Board members shall be not less than three (3) nor more than fifteen (15), as may be provided from time to time by the Bylaws.

**Article V**

**ANNUAL MEMBERSHIP MEETING**

The annual membership meeting of the Academy shall be held at such time and place as the Board may prescribe, in order to conduct such business as may properly come before the meeting.

**Article VI**

**STATUTORY OFFICE**

The statutory office of the Academy shall be in the City of Topeka, County of Shawnee, and State of Kansas, or such other location as the Board may determine.

**Article VII**

**TAX-EXEMPT STATUS**

The affairs of the Academy shall at all times be managed in such a way as to preserve and safeguard its tax-exempt status. No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof. No substantial part of the activities of the Academy shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Academy shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Academy shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article VIII**

**BYLAWS**

The Board may adopt Bylaws consistent with the Certificate of Incorporation and may amend such Bylaws as determined by the Board.

## **Article IX**

### **AMENDMENTS**

Amendments to this Certificate of Incorporation may be proposed not less than ten (10) days before a lawfully held annual or special meeting of the Academy members, which petition is proposed by a majority of the Board members, or by a petition signed by twenty-percent of the voting membership of the Academy and reviewed by the Board. Proposed amendments shall be set forth not less than ten (10) days before a lawfully held annual or special meeting of the Academy membership in the notice of the annual or special membership meeting and may be adopted by a majority of the voting members present.

## **Article X**

### **DISSOLUTION**

Upon the dissolution of the Academy, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Academy is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**BYLAWS**  
**OF**  
**THE GLOBAL ACADEMY OF HOLISTIC NURSING, ASSOCIATION**

**Article I.**

**Name and Seal**

**Section 1.01** **Name.** The legal name of the Organization is known as the Global Academy of Holistic Nursing (“GAHN” or the “Academy”).

**Section 1.02** **Board.** The “Board” shall mean the Board of Directors of the Academy.

**Article II.**

**Purposes, Objectives and Governing Instruments**

**Section 2.01** **Charitable, Educational, and Scientific Purposes and Powers.** The purposes and objectives of the Academy, as set forth in the Articles of Incorporation, are exclusively charitable or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)3”), and shall include the promotion of the holistic nursing profession by the holding of meetings, issuance of scholarly publications, the provision of assistance for scholarly projects and activities, and other appropriate means. The Academy also cooperates with other bodies having similar objectives and assists more recently formed societies interested in the specialty of holistic nursing. In furtherance of such the Academy shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

- (a) The purposes of the Academy include cultivation of a global network of holistic nursing scholars, committed to social justice, who provide leadership and active engagement in promoting the role of caring-healing processes for the purpose of health care transformation.
- (b) The objectives of the Academy are to support and advance:
- Holistic nursing scholars committed to transforming healthcare communities
  - Nursing practice models that integrate the pedagogy, ontology, and praxis of holistic health and wellness
  - Sustainable, innovative holistic health and wellness programs that embody attributes of social justice
  - Educational initiatives that promote holistic policies and ethics through engagement and collaboration with AHNCC and other international and national organizations

**Section 2.02 Governing Instruments.** The Academy shall be governed by its Articles of Incorporation and its Bylaws.

**Section 2.03 Nondiscrimination Policy.** The Academy will not practice or permit any unlawful discrimination on the basis of creed, age, ethnicity, sexual orientation, physical handicap or disability, or any other basis prohibited by law.

**Section 2.04 Limitations on Activities.** No part of the activities of the Academy shall consist of participating in, or intervening in any political campaign on behalf of or in opposition to any candidate for public office. The Academy shall not carry on any activity not permitted by federal income tax under Section 501(c)(3) of the Internal Revenue Code 1986, as amended, or the corresponding provisions of any future federal tax law.

### **Article III.**

#### **Statutory Office**

The statutory office of the Academy shall be in the City of Topeka, County of Shawnee, and State of Kansas, as determined by the Board.

### **Article IV.**

#### **Membership**

**Section 4.01 Members Overview.** Membership in the Academy consists of Scholars and Honorary Scholars. All of these shall receive a certificate or card evidencing and affecting their membership. Such certificate or card shall not be transferable.

- (a) Member Qualifications. Individuals shall be admitted to the Academy based on ethical comportment, and outstanding contributions to holistic nursing practice, education, research/discovery, or policy.
- (b) Rights and Privileges. All members in good standing are entitled to receive communications from the Academy; to be named in and have access to the Directory of Scholars; to attend business and special membership meetings; to have access to Academy publications; to receive reduced member rates for Academy meetings, publications, and programs along with other member-only discounts, benefits, and privileges.
- (c) Changes in Status as a Member. Members who experience life situations that prevent them from paying dues or who fail to follow policies of the Academy may be determined to be inactive, lapsed, or suspended in accordance with Academy policies. The Board may waive dues if it determines that continued membership of a Member would be beneficial to the Academy. A member may request to be reinstated by the Board of Directors, pursuant to a procedure determined by the Board.

**Section 4.02 Scholars.** Individuals admitted to the Academy as Scholars shall be selected based on ethical comportment; outstanding contributions to holistic nursing practice, education,

research/discovery, or policy; and shall be called a Scholar of the Global Academy of Holistic Nursing, hereafter known as a GAHN Scholar.

- (a) Selection of Scholars. The Selection Committee, by the delegated authority of the Board, shall carry out blind peer-review assessments of each candidate's application. Upon determination that the candidate meets Scholar qualifications, the Selection Committee shall approve the member for admission as a Scholar of GAHN. Such selections shall be ratified by the Board at its next regular meeting following the committee's action.
- (b) GAHN Scholar Qualifications include:
- Conversant with and expert at integrating the holistic paradigm in their professional lives.
  - Committed to integrating the pedagogy, ontology, and praxis of holistic nursing within healthcare.
  - Committed to mentoring holistic nurse scholars.
  - Leaders who advance quality care based in the knowledge, attitudes and skills of holistic health and wellness.
  - Committed to the advancement of social justice through the development of healthcare policy.
  - Current members in good standing of the American Holistic Nurses Association, Active Certificants of the American Holistic Nurses Credentialing Corporation, or others who have made significant contributions in advancing holistic nursing.
- (c) Scholar Rights. All GAHN Scholars have rights as members of the Academy:
- To be designated as Scholars of the Global Academy of Holistic Nursing (SGAHN)
  - To use SGAHN following their names
  - To consult with and advise the Board
  - To vote on motions and resolutions of the Academy
  - To nominate candidates for elected office
  - To serve in elected office
- (c) Scholar Responsibilities. All GAHN Scholars have responsibilities as members of the Academy:
- Commitment to the purpose and goals of the Academy
  - Leadership in actualizing the Academy objectives
  - Meet fiduciary responsibilities to the Academy
  - Maintain good standing in the Academy

**Section 4.03** Honorary Scholars. Honorary Scholars are invited by the Board from among distinguished individuals who have made significant contributions to the specialty of holistic nursing.

- (a) Qualifications. A person invited to join the Academy as an Honorary Scholar shall be selected based on demonstrated achievement, having gained national and/or international recognition by making significant contributions to the specialty of holistic nursing or in any field contributing to the specialty of holistic nursing.

(b) Rights. Honorary Scholars in good standing have the following rights:

- To be inducted into the Academy at a time and location determined by the Board of GAHN
- To be designated as Honorary Scholars of the Global Academy of Holistic Nursing (HSGAHN)
- To use HSGAHN following their names
- To consult with the Board

(c) Responsibilities. Honorary Scholars have responsibilities as members of the Academy to:

- Commit to the purpose and goals of the Academy
- Serve as ambassadors of the Academy to the Global Community
- Promote and support the purposes of the Academy
- Maintain good standing in the Academy

## **Article V.**

### **Board of Directors**

**Section 5.01 Composition.** The Academy Board is comprised of Officers, Directors-at-Large and the Executive Director. The Officers of the Academy shall be the Chair, Secretary, Treasurer, Chair-Elect, and Past-Chair. If required for signature purposes, the Chair may also use the title of President. The number of Directors at Large shall be fixed by the Board, up to five (5) directors, but such number shall generally not be less than three (3), with one member of the public as a Director at Large.

(a) The Executive Director, an ex-officio member with voice and no-vote, shall be appointed by the Board.

(b) Additional ex-officio members with voice and no-vote may be appointed and charged by the Board as needed to carry out the work of the Board.

**Section 5.02 Responsibilities and Duties of Members of Board.** The Academy shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of Directors of a non-profit corporation organized under the laws of Kansas.

Subject to the provisions of law, of the Certificate of Incorporation and of these Bylaws, the Board shall act in a responsible and ethical manner; have control and management of the affairs and operations of the Academy; and exercise all the powers that may be exercised by the Academy. Subject to the provisions of these Bylaws, the Board shall establish policies and procedures governing the business and programs of the Academy; and delegate authority and responsibility to the Executive Committee to manage the ongoing business of the Academy; and to the Executive Director to manage administration of the policies and procedures of the Academy.

(a) Chair. The Chair, as Chief Governing Officer of the Academy shall:

- Preside at all meetings of the Board, Executive Committee, and the Academy
- Oversee the programs of the Academy
- Execute selected contracts or other documents authorized by the Board

- Represent the Academy to professional organizations and the public
- Report the affairs and operations of the Academy to the Board
- Perform additional duties as requested by the Board

(b) Chair-Elect. The Chair-Elect is a preparational role for Chair of the Board. As such, the Chair-Elect shall:

- Assist the Chair in the management of Board, Executive Committee, and Academy meetings
- Assume the Chair's responsibilities with full authority, powers, responsibilities, and restrictions in the absence of the Chair due to inability or refusal to act as Board Chair
- Perform additional duties as requested by the Chair

(c) Secretary. The Secretary shall be the recorder and custodian of the Board and Executive Committee documents. As such the Secretary shall:

- Make or cause to be made proper recordings of the minutes of the Board and Executive Committee
- Maintain an original and ensure that a backup-copy of all recordings and other relevant documents of the Board and Executive Committee are included in the Academy Repository
- Perform additional such duties as requested by the Board

(d) Treasurer. The Treasurer, as the custodian of all funds and securities of the Academy, shall:

- Maintain, adequate and accurate documentation of accounts, properties and business transactions of the Academy and other matters customarily included in financial statements
- Ensure and verify the deposit and disbursement of funds and other valuables as may be designated by the Board of Directors
- Work collaboratively with the Executive Director to develop a three-year projected budget proposal for the Board's discussion and approval
- Annually and in collaboration with the Executive Director, review and analyze the current year's budget, the potential effect on the next two years, and project for the third year to come
- Provide the Board with quarterly reports that account for the Academy's financial transactions and consistency with the proposed budget
- Upon request, render to the Chair of the Board and Directors, an updated accounting of financial records
- Perform additional duties as requested by the Board

(e) Past-Chair. The Past-Chair serves in an advisory/mentoring role in support of the Chair. The Past-Chair shall perform additional duties as requested by the Chair of the Board.

(f) Directors-at-Large. The Directors-at-Large serve as members of the Board with fiduciary responsibilities to the scholars and public. As such, they shall be familiar with the mission, purpose, and goals of the Academy, and stay abreast of the related programs and program activities. Directors At Large shall:



- Provide advisory services to the Officers
- Participate in decision making of the Board
- Serve on committees as requested
- Provide reports of such activities and committees to the Board and membership
- Perform additional duties as requested by the Chair of the Board

(g) Executive Director. The scope of the role and responsibilities of the Executive Director are articulated by the Board, the Bylaws, the Contract Agreement, and the policies of the Academy. The Executive Director is responsible to:

- Oversee the daily management and functions of the Academy
- Execute contracts or other documents, general or specific, as authorized by the Board in the name of the Academy
- Prepare and disseminate biennial reports to the membership regarding Board actions and decisions
- Perform other duties as requested by the Board

**Section 5.03 Terms of Office.** A term of office will be two years. Term rotations will occur as described in 5.05.

- (a) A regular term of office will start following the annual induction of Scholars and new Board members.
- (b) No person shall serve more than two (2) consecutive terms in an elected role.
- (c) In the event of extenuating circumstances, a Board member who has served two consecutive terms may be reappointed for a term of 1-2 years by a majority of the Board.
- (d) No person shall serve more than 8 consecutive years on the Board.
- (e) After serving the maximum number of consecutive years on the Board, a period of a two-year lapse must occur before the member may be eligible for nomination as a Board member.

**Section 5.04 Nomination of Board Members.** A Nominating Committee established by the Board will identify and present qualifications for nominees for position of Officers and Directors at large.

- Nominations for Officers and Directors of the Board shall be submitted to the board for by a date set by the Board.

**Section 5.05 Election.** New Board members shall be elected from among nominees by simple majority of sitting Board members during the designated quarterly Board Meeting. The Chair-Elect, Treasurer, and two Directors at Large shall be elected in even-numbered years. The Secretary and two Directors at Large shall be elected in odd numbered years.

**Section 5.06 Delegation.** In case of the absence of any Officer of the Academy, or for any other reason that the Board may deem sufficient, the Board may at any time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

**Section 5.07 Vacancies.** Any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the members of the Board. An Officer or Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

**Section 5.08 Resignation.** Any Officer or Director may resign his or her office at any time by delivering a resignation in writing to the Board of Directors. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

**Section 5.09 Removal.** Any Officer or Director at Large may be removed by a 2/3 vote of the whole Board.

## **Article VI.**

### **Committees of the Academy**

**Section 6.01 Executive Committee.** The Officers of the Board and the Executive Director comprise the Executive Committee and are responsible for the administrative functions of the Academy.

**Section 6.02 Standing Committees.** Standing committees of the Academy shall consist of two types: those designed to oversee the infrastructure and management of the Academy and those designed to carry out the activities and programs to achieve the purpose and objectives of the Academy. The first group consists of the Finance; Nominating; Selection; and Equity, Diversity, and Inclusion Committees. The second group includes the Education; Practice; Research/Discovery; and Advocacy Committees.

**Section 6.03 Additional Committees.** The Board of Directors may create additional standing, ad hoc or advisory committees or task forces as needed to conduct the business of the Academy. A committee may be authorized for a specific period of time to perform a specific task.

### **Section 6.04 Committee Membership.**

- (a) The Board of Directors, by a majority vote, shall designate members of each committee annually.
- (b) The Finance Committee, appointed by the Board, shall include the Treasurer and Executive Director and one or more Directors.
- (c) All committees designed to address the programs of the Academy shall consist of members and at least one (1) Director as determined by the Board.

## **Article VII.**

### **Meetings**

**Section 7.01 Meetings of the Board.** Meetings of the Board shall be held to transact the business of the Board at places, on dates and at times determined by the Board. Meetings shall occur at least annually and may be quarterly or more frequent as called by the board. Meetings may be in-person, or if held virtually; each member of the Board present at a meeting must be able to hear and be heard by the other members of the Board.

- (a) Quarterly Board meetings shall be held at locations, in person or virtually, on dates and at times as determined by the Board to transact the business brought before the Board.
  - Notice of Board Meetings. Board members shall be notified of the location or electronic platform, date, and time of quarterly meetings at least one week in advance.
  - The agenda for quarterly meetings shall be submitted to Board members at least two (2) business days prior to the date of the meeting.
- (b) Special Board meetings may be called at any time by the Chair or by a majority of the Directors.
  - Notice of a special meeting of the Board shall be given in person, by email, text, or delivered to each Director's address as it appears upon the books of the Academy, at least forty-eight (48) hours before the date and time designated.
  - The notice shall specify the location or electronic platform, date, time, and agenda of the meeting.
- (c) Quorum. A quorum equals a majority of the Board.
- (d) Voting. Directors shall have one vote and may not delegate a vote to another Director.
- (e) Action Without a Meeting. Actions required to be taken in the name of the Academy may be taken without a formal meeting if all members of the Board authorize it in writing.
  - The consent to vote without a meeting shall be filed with the minutes of the proceedings of the Board.

**Section 7.02 Meetings of the Executive Committee.** Meetings of the Executive Committee shall be determined by the Board Chair.

- The Executive Committee shall follow the same rule of procedure as the Board as described in Section 6.01.a.

**Section 7.03. Meetings of Academy Membership.** An annual meeting of the Academy members for the purpose of managing and reporting on Academy business shall be held in person or virtually. Members shall be notified of the agenda, date, time, location, and mode of delivery and invited to submit items for the agenda at least one month in advance.

- (a) Additional Meetings of the Academy. Additional Academy meetings may be called by the Chair, a majority of the Board of Directors, or twenty-five percent (25%) of the Scholars for the purpose of conducting Academy business or a specific concern of the Chair, Board or Scholars.
  - Members shall be notified of the agenda, date, time, location, and mode of delivery and invited to submit items for the agenda at least one week in advance.
- (b) Quorum. For the purpose of conducting business of the Academy, the quorum is constituted by a majority of the Scholars present.

- (c) Voting. At all meetings of the Academy, Scholars present and in good standing are eligible to vote on the business of the Academy. Voting rights may not be delegated to another.

**Section 7.04 Committee Meetings.** Committee meetings shall be held at a date, time, place, in person or virtually as determined by Committee Chair in collaboration with committee members.

- (a) Quorum. A quorum consists of a majority of the committee members present.
- (b) Voting. A simple majority of the quorum shall be required to pass a motion.
- (c) Action Without a Meeting. Any action required or permitted to be taken by a committee may be taken without a meeting if all members of a committee consent verbally or in writing to authorize such a vote. The consent to vote without a meeting by the members of a committee shall be filed with the minutes of the proceedings of the committee.

**Section 7.05 Participation by Telephone or Digital Platforms.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute attendance at a meeting.

## Article VIII.

### Records Retention

**Section 8.01 Record Retention.** All records shall be stored digitally in the Academy Repository with copies as back-ups for a minimum of 10 years. Historical documents shall be digitally archived indefinitely.

**Section 8.02 Minutes.** Minutes of Academy, Board and Committee meetings shall be recorded and maintained in electronic format in accordance with retention policies established by the Board.

- Minutes of the Academy Membership Meetings are available to members.

## Article IX.

### Finances

**Section 9.01 Fiscal year.** The fiscal year shall run from January 1 to December 31 of each year.

**Section 9.02 Organizational Dues.** Application, Induction, renewal, and other fees related to the business of the Academy shall be set by the Board and displayed for the public. A 30-day advance notice of changes shall be provided for the candidates for membership, Scholars, and the public.

**Section 9.03 Contributions.** Contributions made shall be recorded and reported in compliance with 501(c)3 laws. All contributions shall be used for the business of the Academy.

**Section 9.04 Bank Accounts, Checks and Notes.** The Board is authorized to select the banks or depositories it deems proper for the funds of the Academy. The Board shall designate that the Chair, Treasurer, and Executive Director are authorized on the Academy's behalf to sign checks, drafts, or other invoices for the payment of money, notes or other evidences of indebtedness, in accordance with Academy Policies and Procedures.

**Section 9.05 Contracts.** The Board may authorize an Officer or Officers, or the Executive Director, to enter into a specific contract or execute and deliver an instrument for a specific purpose in the name of and on behalf of the Academy. Unless so authorized by the Board, no Officer or employee shall have the power or authority to bind the Academy by any contract or to pledge its credit or render it liable for any purpose or to any amount.

**Section 9.06 Investments.** The funds of the Academy may be retained in whole or in part, in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

## **Article X.**

### **Indemnification**

**Section 10.01 Indemnity Under Law.** The Academy shall, to the fullest extent permitted by Kansas Law, indemnify any present or former Board Member, officer or employee of the Academy or the personal representatives thereof, made or threatened to be made a part in any civil or criminal action or proceeding by reason of the fact that such Board Member, officer or employee, or his or her testator or intestate, is or was a Board Member, officer, or employee of the Academy or, at the request of the Academy, served any other organization, entity or enterprise in any capacity, if (i) the Board Member, officer or employee acted in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Academy, and (ii) with respect to any criminal proceeding, the Board Member, officer or employee had no reasonable cause to believe the conduct was unlawful.

All such indemnified costs and expenses incurred shall be advanced by the Academy pending the final disposition of such action or proceeding if authorized by the Board. However, no indemnification shall be made if a judgment or other final adjudication adverse to the Board Member, officer or employee establishes that his acts or omissions (i) were in breach of his duty of loyalty to the Academy or its members, (ii) were not in good faith or involved a knowing violation of law, or (iii) resulted in receipt by the Board Member, officer, or employee of an improper personal benefit.

The above rights of indemnification shall not be deemed exclusive of any other rights to which such Board Member, officer or employee may be entitled apart from this Article.

The Academy shall purchase and maintain insurance to protect and indemnify the Academy, its members, Board members, officers, employees, and other persons otherwise entitled to indemnification to the full extent and as permitted by law, when, as, and if the Board shall so direct.

**Section 10.02 Limitation.** No amendment, modification or rescission of this Article X shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

## Article XI.

### Conflicts of Interest

**Section 11.1 Prohibition against Conflicts of Interest.** Officers and Directors shall declare their potential or actual conflict of interest, as defined in the Academy's conflict of interest policies and procedures. No Officer or Director shall participate in the selection, award, or administration of any contract or other transaction by the Academy if such Officer or Director has a real or potential conflict of interest relating to such contract or transaction.

**Section 11.2 Establishment of Conflict-of-Interest Policy.** The Board shall establish, adopt, and periodically update a written policy that establishes procedures for disclosing and addressing conflicts of interest. All Officers and Directors shall comply with the Academy's conflict of interest policy and procedures. This Section and the Conflict-of-Interest Policy shall be interpreted to be consistent with Kansas Law and the Internal Revenue Service as respects tax-exempt organizations.

## Article XII.

### Dissolution

**Section 12.01 Dissolution.** The Academy may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

**Section 12.02** Upon the dissolution of the Academy, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Academy is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article XIII.

### Amendments

**Section 13.01 Amendments.** The board shall establish processes for the review and revision of Academy Bylaws.

- Prior to the induction of the first cohort of Scholars, these By-Laws may be amended, added, or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Officers and Directors in office.
- Amendments to these By-laws may be proposed not less than thirty (30) days before a lawfully held annual or special meeting of the Academy by a majority vote of the Board members present at a lawfully held meeting of the Board or by a petition signed by twenty-five percent of the membership of the Academy and reviewed by the Board. Proposed amendments shall be set forth not less than fifteen (15) (30) days before a lawfully held

annual or special meeting of the Academy membership in the notice of the annual or special membership meeting and may be adopted by a majority of the members present.

**Article XIV.**

**Construction**

**Section 14.01** In the case of any conflict between the Certificate of Incorporation of the Academy and these By-Laws, the Certificate of Incorporation of the Academy shall control.

These Bylaws were adopted at a meeting of the Board of Directors of the Global Academy of Holistic Nursing, Assoc. on March 26, 2021.

Chair Mary Anne Hanley Date March 26, 2021.

Chair-Elect. Mary Enzman-Hines Date March 26, 2021.

Secretary Mary Elaine Southard Date March 26, 2021.

Treasurer. M. Kay Sandor Date March 26, 2021.

Director at Large 1 Deborah Shields Date March 26, 2021.

Director at Large 2 Margaret Erickson Date March 26, 2021.

Executive Director Helen Erickson Date March 26, 2021.