

National Qigong Association

Revised Bylaws

December 15, 2013

NATIONAL QIGONG ASSOCIATION

REVISED BYLAWS

(Revised and Effective December 15, 2013)

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REVISED BYLAWS
of
NATIONAL QIGONG ASSOCIATION
(December 15, 2013)
A Colorado Nonprofit Corporation

Following are the Revised Bylaws of the National Qigong Association hereinafter referred to as the "Corporation" or "NQA", incorporated as a nonprofit Corporation under the laws of the State of Colorado and its Corporation Code, "Colorado Revised Nonprofit Corporation Act", §§ 7-121-101 to 7-137-301.

ARTICLE I. – OBJECTIVES AND PURPOSES

The objectives and purposes for which the Corporation is organized are set forth in the Articles of Incorporation and are as follows:

The Corporation is organized to be operated in affiliation with and under the general supervision and control of its Board of Directors as a non-profit Corporation incorporated under the laws of the State of Colorado and is organized exclusively as a Qigong Association devoted to the following purposes:

- (a) To promote and disseminate the understanding and appreciation of the principles and practice of Qigong development and cultivation in the USA and internationally, without bias or prejudice as to any specific form;
- (b) To work to establish and integrate Qigong into the mainstream of education, medicine, health, healing, sports, recreation, entertainment, mental health, social services, eldercare, industry, commerce, personal development, consciousness training, spirituality, social evolution and the general public awareness;
- (c) To promote a high standard of ethics among its members codified in a Code of Ethics (**Attachment A**), ensuring that the growth of Qigong in the United States of America and internationally will be along moral, ethical and legal lines;
- (d) To create a forum and network for the community of practitioners, teachers and students of Qigong;
- (e) To establish Medical Qigong training, standards and certification guidelines, and to represent, promote and maintain a presence of Medical Qigong in the Health-Care community;

(f) To work on behalf of, and for the greater benefit of, all humankind to help relieve human suffering, restore natural health and promote the pursuit of both personal and communal happiness;

(g) To give people throughout the world a wider access to the Qigong self-healing, self-development and personal transformation arts, and thereby facilitate "health self-reliance" and personal empowerment;

(h) To provide educational and training opportunities for students, practitioners, and affiliated health professionals with regard to Qigong;

(i) To establish Qigong standards, guidelines and basic requirements of training and competence, and the certification of practitioners and teachers;

(j) To unify the classical and contemporary branches, schools and traditions of Qigong, and assure that the understanding of the essence of Qigong is transferred from the "East" to the "West";

(k) To recognize, explore, create and establish the unique forms of Qigong;

(l) To work with other not-for-profit organizations which are qualified under Section 501(c)(3) of the Internal Revenue Code as amended, to further the purposes of this Corporation; and

(m) In general, to carry on any other business connected with or incidental to the foregoing objects and purposes and to have and to exercise all the powers conferred by the laws of the State of Colorado upon Corporations formed under the Colorado Nonprofit Corporation Act.

The Corporation shall have and may exercise all the powers necessary, incidental, or convenient to any of the educational and informative purposes for which it is organized. It is organized for educational 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 corresponding section of any future federal tax code.

To the extent that any of the foregoing objects and purposes fail to qualify as proper purposes for an exempt Corporation under section 501(c)(3) of the Internal Revenue Code, the Board of Directors is authorized to take such actions as is necessary to amend, or remove those objects and purposes from the Articles of Incorporation and these Bylaws.

ARTICLE II. – OFFICES

The principal office of the Corporation shall be located in the State of Colorado and shall be located in the greater Boulder-Denver metropolitan area at such place as

shall be designated by the Board of Directors of the Corporation. The Corporation may have such other offices, either within or without the state of incorporation as the Board of Directors may designate or as the purposes of the Corporation may, from time to time, require. The current registered, principal place of business of the corporation in the State of Colorado, filed with the Colorado Secretary of State's Office, is 8494 West Fork Road, Boulder, Colorado 80302-9321.

ARTICLE III. - MEMBERSHIP

1. CLASSES OF MEMBERSHIP

The Corporation shall have five (5) classes of membership designated as "General Member", "Practitioner Member", "Professional Member", "Honorary Member" and "Organization Member".

2. POWERS AND PRIVILEGES

All Members shall have and enjoy the rights and privileges incident to their class of membership, as set by the Board of Directors. The right to vote for Directors, and such other rights and privileges as are conferred by law or these Bylaws upon the voting Members of the Corporation, shall be in accordance with the rules of membership established by the Board of Directors.

3. OTHER CLASSES OF MEMBERSHIP

The Board of Directors may designate such other classes of membership, as it may deem appropriate from time to time.

4. CODE OF BEHAVIOR OF MEMBERS

The Board of Directors reserves the right to issue censures, warnings, and to effect suspension or exclusion from membership (of an applicant or a member reapplying), or expulsion of any Member who comes under a charge or allegation and an investigation for violation(s) of the NQA Code of Ethics and Integrity (which includes its Code of Conduct) or for a breach of the rules and regulations of the Corporation, and is determined by the Board to be acting, or have acted, in a manner which is, or has been, detrimental to the Corporation; or which contradicts or contravenes the purposes and principles of the Corporation or which is not in accord with the "Code of Ethics and Integrity" of the NQA. For good cause shown and upon support of substantial, creditable evidence, the Board shall be allowed to suspend the membership or exclude from membership, any person applying for NQA membership or reinstatement in the NQA charged with a violation or breach as above set forth, until a final determination of the charge or allegation of violation or breach has been determined by the Board.

In making its decisions in this regard, the Board will reference and be guided by the "Code of Due Process" (**Attachment B**) and the "Code of Ethics and Integrity", which are available on the website of the NQA, or by way of a Member's application to the main office of the Corporation. The "Code of Due Process" and the "Code of Ethics and Integrity" of the NQA are integrated into and made a part of these Bylaws by this reference (See **Attachment A** and **Attachment B**, respectively). In regard to investigations and determinations to be made in this area, the Board may consult with and

seek the advice and counsel of the Peer Review/Ethics Standing Committee. The procedure and method of termination, exclusion and suspension from the NQA shall be fair and reasonable and carried out in good faith. It shall be governed in all respects, in conformity with C.R.S. § 7-126-302.

5. TERMINATION OF EXCLUSION

The Board, at its discretion, may or may not set a time for the cessation of an exclusion of a person from membership, after which time the person can reapply for membership, which may be granted by the Board. Following acceptance of a person as a Member, the Board may impose a probationary period of time during which the accepted person/Member will not be able to hold office or serve as a member of the Corporation's staff. After satisfactory completion of such probationary period, a full and unrestricted membership shall ensue for the person/Member involved.

ARTICLE IV. - CLASSES OF MEMBERSHIP AND MEETINGS, AND QUALIFICATIONS AND MEETINGS

1. QUALIFICATIONS

Any person who pays the required annual dues set by the Board of Directors shall be a Member of the Association in his or her appropriate class for the period of time covered by such dues, unless otherwise extended by the Board. Additionally, there shall be the following requirements or credentials for Members. Members may transition to another class of membership by application to the Membership Committee. The Membership Committee shall determine the eligibility of, and approve applications to, the different classes of Membership.

A. General Member Class

Requirements:

- A general interest in, and support of, Qigong.
- Annual Dues paid as set by the Board of Directors.
- Must meet current applicable guidelines as set by the NQA and approved by the Board.

Rights:

- May nominate candidates for election to the Board of Directors.
- May vote for candidates nominated for election to the Board of Directors.

Limitations:

- May not stand for election to the Board of Directors.

B. Practitioner Member Class

Requirements:

- Annual Dues paid as set by the Board of Directors.
- Is seriously studying and practicing Qigong.
- Must meet current applicable guidelines as set by the NQA and approved by the Board.

Rights:

- May nominate candidates for election to the Board of Directors.
- May be nominated as a candidate to stand for election to the Board of Directors.
- May vote for candidates nominated for election to the Board of Directors.

C. Professional Member Class

Requirements:

- Annual Dues paid as set by the Board of Directors.
- Must meet current applicable guidelines as set by the NQA and approved by the Board.
- Must meet one (1) of the following requirements:
 1. Have written a book(s), or substantial number of articles in the scholarly/professional press on Qigong
 - or -
 2. Run a school or teach substantial training programs or classes on Qigong or full or part-time teaching (evidenced by printed brochures, information sheets or personal endorsements).
 - or -
 3. Practices Qigong professionally for the purpose of healing (evidenced by printed brochures, information sheets or personal endorsements).

Rights:

- May nominate candidates for election to the Board of Directors.
- May be nominated as a candidate to stand for election to the Board of Directors.
- May vote for candidates nominated for election to the Board of Directors.

D. Honorary Member Class

Requirements:

- Must have performed Extraordinary Service to the field of Qigong - as determined and agreed by the Board of Directors.
- Must meet current applicable guidelines as set by the NQA and approved by the Board.

Benefits:

- No annual dues.
- Has all benefits and limitations of Professional Members.

E. Organization Member Class

Requirements:

- Annual Dues paid as set by the Board of Directors.
- Any public or private group, association, school, corporation or other institution which desires to support the growth of Qigong in the USA, and meets the approval of the Membership Committee.
- Must meet current applicable guidelines as set by the NQA and approved by the Board.

Limitations:

- May not be nominated as a candidate to stand for election to the Board of Directors.
- May not vote for candidates nominated for election to the Board of Directors.

2. MEETINGS OF MEMBERS

An Annual General Meeting of the Members may be held by the Corporation for the purpose of electing Directors and two (2) alternate Directors of the Corporation and for the transaction of any other business as may properly come before the Meeting. These Revised Bylaws shall be the only notice required for the Annual General Member's Meeting. The specific meeting place, date, time and purpose(s) for the Annual General Member's Meeting shall be announced by the Board of Directors at least sixty (60) days prior to each Annual General Member's Meeting. Other Regular Member's Meetings may be called from time to time in accordance with these Revised Bylaws. Any additional alternate Directors required shall be at the discretion of the Board. However, other than the election of Directors and action taken on Amendments to the Bylaws as designated, actions and resolutions of the Members shall only be advisory to the Board of Directors.

3. OTHER MEETINGS

A majority of the Board of Directors may, by written request to the Secretary, call a Meeting of the Members, which must be scheduled within ten (10) to fifty (50) days of the delivery of notice of such call. A notice of such Meeting shall be announced and delivered to Members no earlier than 10 days from the date designated for the Meeting, and no later than 50 days from the date designated for the Meeting.

4. PLACE OF MEETINGS

All Member Meetings shall be held at such locations as the Board of Directors shall find to be convenient and shall designate from time to time.

5. NOTICE OF ANNUAL AND OTHER MEETINGS

Notice of the place, date, time and purpose(s) of Member Meetings shall be given to the Members at least ten (10) business days prior and no earlier than fifty (50) days prior to the Meeting and shall be deemed delivered when delivered either personally to a Member, by confirmed facsimile or by mail, by or at the direction of the President, the Secretary or other authorized NQA officer or person(s) calling the Meeting, to each Member entitled to vote at such Meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at the address therefore as it appears on the records of the Corporation (or to such other address as a Member shall have requested in writing of the Secretary to have notices mailed), with prepaid postage affixed thereon. If faxed, such notice shall be deemed to be delivered when faxed by electronic means, addressed to the Member, to the facsimile number of the Member as it appears on the records of the Corporation (or to such other facsimile number as a Member shall have requested in writing or by fax of the Secretary to have notices faxed) with the faxed notice being confirmed as received by the recipient. Notices sent by internet email must be confirmed by the recipient Member as received in order to be deemed proper notice.

6. QUORUM

Seventy-five (75) Members or twenty-five percent (25%) of the voting Membership of the Corporation present at any properly noticed and called Member's Meeting shall constitute a quorum at any such Member's Meeting.

7. PROXIES PROHIBITED

At any Meeting of Members, a Member entitled to vote may not vote by proxy.

8. VOTING – NO CUMULATIVE VOTING

Each Member shall have one vote on any measure which shall be presented to the Membership for vote. Cumulative voting by Members shall not be allowed. Voting is allowed by mail, with the requirement that mailed ballots be received by the Membership at least thirty (30) days prior to a vote or election for which mailed ballots are allowed. The notice shall be deemed to be delivered when deposited in the United States Mail, with proper postage paid.

Action may be taken by the Membership without a meeting pursuant to C.R.S. § 7-127-109 by written ballot which ballot may be sent and received by the Corporation via the US Mail or confirmed facsimile or confirmed email. Voting shall be allowed by mail, by confirmed email with secure electronic signature balloting over the Internet or by signed Adobe pdf or comparable file format attachments to email or by confirmed facsimile bearing an authentic signature of the Member voting pursuant to C.R.S. 7-127-107, Action Without a Meeting, with the requirement that all ballot forms be received by the Membership at least 30 (thirty) days prior to a vote or election for which the ballots are to be used.

9. MEETINGS BY TELECOMMUNICATION

Pursuant to C.R.S. § 7-127-108, any or all of the Members may participate in an annual, regular or special meeting of the Members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting. Voting shall be allowed by mail, by confirmed email with secure electronic signature balloting over the Internet or by signed Adobe pdf or comparable file format attachments to email or by confirmed facsimile bearing an authentic signature of the member voting pursuant to C.R.S. 7-127-107, Action Without a Meeting, with the requirement that all ballot forms be received by the Membership at least 30 (thirty) days prior to a vote or election for which the ballots are to be used.

ARTICLE V. - BOARD OF DIRECTORS

1. GENERAL POWERS

The business and affairs of the Corporation shall be conducted and managed by its Board of Directors. The Directors shall, in all cases, act as a Board and they may adopt such rules and regulations for the conduct of their Meetings and the management of the Corporation as they may deem proper, not inconsistent with the Articles of Incorporation, these Revised Bylaws and the laws of the State of Colorado.

2. CHAIRPERSON

The Chairperson shall be a current Member of the Board and shall be elected by the Board of Directors. The Chairperson shall be elected every other year immediately following the seating of the newly elected Directors of the Corporation at the Spring Meeting of the Board. He/She shall serve no more than two consecutive 2-year terms. He/She shall chair the Meetings of the Board of Directors and shall be the spokesperson for the Board of Directors and the Association. He/She shall be responsible for informing the Board of any relevant issues and for communicating Meeting agendas to the Board of Directors. He/she shall act to coordinate the activities and affairs of the Board and shall be empowered to gather agenda items and information from committees. He/She shall have the power to call Special Meetings of the Board of Directors pursuant to the further requirements of notice and agenda set forth in these Bylaws. In the event of the resignation, death, unavailability, incapacity or other cause of vacancy of the position of Chairperson, the authority and powers of the Chairperson shall be vested in a Deputy Chairperson selected and appointed as such by the Board of Directors. In the event of any tie vote of the Board as to a matter properly brought before the Board or an election conducted by the Board, the vote of the Chairperson on the matter or the election to be decided shall be weighted to provide the deciding vote on such matter or election.

The Deputy Chairperson shall be elected by the Board of Directors from among its Members immediately after a Chairperson is elected. If the Deputy Chairperson is unwilling or unable to serve as acting Deputy Chairperson, then the Board of Directors shall meet in special emergency session to elect a successor Chairperson to take the place of the resigning or vacating Chairperson and to elect another Deputy Chairperson. As conveniently as possible after a vacancy of the position of Chairperson has occurred, the Board shall meet and elect a new Chairperson to serve out the remainder of the term of the Chairperson leaving or vacating the position.

3. NUMBER, TENURE, QUALIFICATIONS AND CONDUCT

Any qualified Practitioner, Professional or Honorary Member of the NQA may be elected a Director by the Members. Directors shall be elected pursuant to the provisions of this Article V. and must receive either a minimum of 25 votes from the Membership or twenty percent (20%) of the total number of votes cast by the Membership for the election of Directors in order to be elected. As the Board shall determine, in its absolute discretion, it shall consist of a minimum of nine (9) qualified persons to a maximum of twelve (12) qualified persons with such persons to be nominated from the Practitioner, Professional and Honorary Classes of Membership. The membership and /or the Board of Directors can nominate up to two (2) directors that do not have the qualifications of being a Practitioner, Professional or Honorary member of the NQA if a specific expertise is needed by the Board.

Each Director shall hold office for a term of three (3) years and until his/her successor shall have been elected and qualified. One-third (1/3) of the Members of the Board shall be newly elected each year. Any qualified and properly elected Member of the Board may serve two, three (3) year terms and these terms may be served successively. Should any Director serve on the Board for two successive full terms (6 years), such Director shall only be able to stand for election to the Board for subsequent terms as set forth in this Section, after a hiatus from Board membership of two (2) years. An appointment to serve a partial term due to a vacancy on the Board shall not be considered an elected term of service on the Board.

Pursuant to C.R.S. § 7-128-401, General Standards of Conduct for Directors and officers, Directors and officers of the NQA shall discharge their duties as Directors and officers, including their duties as members of any standing committees or Board created temporary committees:

- (a) in good faith; and
- (b) with the care an ordinarily prudent person in a like position would exercise in the same or similar circumstances; and
- (c) in a manner the Director or officer reasonably believes to be in the best interests of the nonprofit corporation.

4. ANNUAL MEETING

Annual and Regular Meetings of the Board and Annual Meetings of the Membership of the Association, as authorized by a majority of the Board, if any, shall be held during the year at such date, time and place as the Board may from time to time determine, in accordance with the policies and procedures adopted by the Board. The Board of Directors shall meet in person bi-annually, unless a majority of the Board votes against having such a Meeting.

5. OTHER MEETINGS

The Chairperson or the Directors, by majority vote and resolution therefore, may provide the time, date, place and purpose(s) for the holding of Regular Meetings of the Board. Notice of the time, date, place and purpose(s) of such Regular Meetings shall be determined at prior meetings of the Directors. Notice of the scheduled Regular Meetings, if made by mail, shall be placed in the US Mail, postage prepaid, at least fifteen (15) business days prior to a Regular Meeting, or, should notice be given by confirmed email or confirmed fax, it must be given at least five (5) business days prior to the Meeting and if notice is to be given by telephone, notice must be given at least three (3) business days before the Regular Meeting to each Director.

6. SPECIAL MEETINGS

Special Meetings of the Directors may be called by or at the request of the Chairperson, or any five (5) Directors. The person or persons authorized to call Special Meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

7. NOTICE

Notice of any Special Meeting, if made by mail, shall be placed in the U.S. Mail, postage prepaid, at least fifteen (15) business days prior to a Special Meeting. Should notice be given by confirmed email or confirmed fax, it must be given at least five (5) business days prior to the Special Meeting and if notice is to be given by telephone, notice must be given at least three (3) business days before the Special Meeting to each Director.

8. PARTICIPATION BY ELECTRONIC MEANS

Pursuant to C.R.S. § 7-128-201 (2), as amended from time to time, any Member of the Board of Directors or any Committee thereof may participate in a Meeting of the Board or such Committee by means of a telephone conference or similar method of communication by which all persons participating in the Meeting can hear all of the others in the Meeting at the same time. A Director participating in a Meeting by this means shall be deemed to be present in person at the Meeting.

9. WAIVER OF NOTICE

The attendance of a Director at a Meeting shall constitute a waiver of notice of such Meeting, except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10. QUORUM

At any Annual or Regular Meeting of the Directors a majority of the currently serving Directors shall constitute a quorum for the transaction of business. At any Special Meeting of the Board of Directors a majority of such Directors shall constitute a quorum for the transaction of business. If less than a quorum is present at any Meeting, a majority of the Directors present thereat may adjourn the Meeting to another date and time without further notice and no additional notice of the adjourned meeting need be given.

11. MANNER OF ACTING

The act of the majority of the Directors present at any Meeting at which a quorum is present shall be the act of the Directors.

12. ACTION BY DIRECTORS WITHOUT A MEETING

In accordance with C.R.S. § 7-128-202, as amended from time to time, any action required or permitted to be taken at any Meeting of the Board or by a Committee thereof, may be taken without a Meeting if all Members of the Board or such Committee, as the case may be, consent thereto in writing, setting forth the action so taken, and such writing is filed with the Minutes of the proceedings of the Board or such Committee. Any action so taken shall be effective when all directors or committee members, as the case may be, have signed their consent, unless otherwise specified therein.

13. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of Directors or due to vacancies occurring on the Board for any reason shall be filled in the following manner: the first alternate (the person with the next highest votes) shall fill the first vacancy to the Board of Directors for the duration of that unexpired term. The second alternate shall fill the unexpired term of any additional vacancy that occurs, or serve in the event that the first alternate is unable or unwilling to do so. Any alternate who fills an unexpired term shall be allowed to stand for election to the Board of Directors immediately following that term, for a full three (3) year term if so elected. The decision of the election, should a problem arise, would be determined by the Board, based on the recommendations of the Nominations Committee.

14. REMOVAL OF DIRECTORS

Any or all of the Directors may be removed for cause by action of the Board. Directors may not be removed without cause. Directors may be removed for cause due to non-attendance at three (3) consecutive Board Meetings, including telephone conference Meetings.

Suspension for charged violation(s) of the Code of Ethics and Integrity or removal for cause of Directors of the Corporation shall be governed by and effected pursuant to C.R.S. § 7-128-108. Any suspension or removal of a Director or an officer shall be made under the requirements, guidelines and rights afforded by the NQA Code of Due Process.

15. RESIGNATION

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

16. COMPENSATION

No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each annual, regular or special meeting of the Board may be authorized.

17. PRESUMPTION OF ASSENT

A Director of the Corporation who is present at a Meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the Minutes of the Meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

18. COMMITTEES

The Board may designate from among its membership and from the membership of the NQA, Standing Committees, each consisting of members of the NQA and such officers of the Corporation as the Board shall designate therefore. The number and function of the any Standing Committee shall be created by a majority vote of the Board.

The Board shall have final approval of the membership of any Standing Committee or any temporary or Special Committee formed pursuant to its powers and under its auspices.

The Chairperson of each Standing Committee shall be appointed by the Board. All Standing Committees, by majority vote of the Committee, shall have the right to propose to the Board that new members be added to their respective Committees. Such proposals shall be reported to the Board by the Chairperson of the Committee making the proposal or his or her designee. The addition of new Member(s) of a Committee shall be subject to final approval of the Board. The Standing Committee Chairpersons shall report Committee decisions and the results of Committee work to the Chairperson of the Board or the President of the Corporation or to the Board of Directors, as the Board may direct. At a Board Meeting, any Board Member who wishes to serve on a Standing Committee or any other committee, but is not appointed to that Committee, may nominate himself/herself to be so appointed, and the Board, upon obtaining a second to the "self-nomination", shall vote to accept or reject this nomination. Except as stated herein, the Committees formed by the Board and as well as their formation shall be governed by C.R.S. § 7-128-206 and restricted thereby.

The President, with the advice and consent/approval of the Board of Directors, may appoint Temporary Committees with specific functions to carry out and fulfill executive functions, made up of either Directors and/or other Members and/or non-members, and invest such Temporary Committees with such powers as they shall require, subject to review and approval of the Board. The membership or constituency of such Temporary Committees shall be subject to the power of the Board to remove or dismiss any Temporary Committee member for cause or for no cause, as the Board shall, in its absolute discretion, determine.

All Standing Committees shall be required to keep minutes of their transactions, deliberations and work results, and shall send a report, at least quarterly, to the Board for appropriate consideration and/or action of the Board at each next Meeting of the Board.

ARTICLE VI. – OFFICERS

1. NUMBER AND QUALIFICATION.

The Officers of the Corporation shall be a President, one or more Vice-President(s), a Secretary and a Treasurer, each of whom shall be elected or appointed by the Directors. Such other Officers and Assistant Officers as may be deemed necessary by the Board to properly carry on the affairs of the Corporation may be elected or appointed by the Directors. The same individual may simultaneously hold more than one office in the Corporation.

2. QUALIFICATIONS, ELECTION AND TERM OF OFFICE.

Any Director may be elected an Officer. Any Officer established and required by these Bylaws need not be a Director or a Member of the Corporation. The Officers of the Corporation are to be appointed or elected by the Directors for a two (2) year term with the Chairman of the Board and the President to be appointed or elected on alternating years at the Spring Board Meeting. There shall be no term limits for any officer other than the Chairperson of the Board. All officers, other than the Chairperson, shall serve at the discretion of the Board. Removal of any officer, other than the Chairperson of the

Board, may be removed by the Board with or without cause pursuant to C.R.S. §7-128-303. Removal of an officer shall be effected by a fifty-one percent (51%) or higher majority vote of the Board acting with a quorum present.

3. VACANCIES.

A vacancy in an office due to a death, resignation, removal, disqualification, total disability, total incapacity or otherwise, may be filled by the Directors for the unexpired portion of the term.

4. PRESIDENT.

The President shall be the principal Executive Officer of the Corporation and, as directed by the Board of Directors, shall, in general, supervise all of the business and affairs of the Corporation. He/she shall, when present, preside at all Meetings of the Members, and shall be available to the Chairperson to act as a spokesperson for the Corporation when called upon to do so. He/She may sign, with the Secretary or any other designated Officer of the Corporation duly authorized by the Directors, any contract or other instrument which the Directors have authorized to be executed for the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Directors from time to time.

5. VICE-PRESIDENT.

In the absence of the President or in event of his/her death, total disability, total incapacity or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Directors. If more than one Vice-President is elected, then their order of succession to the presidency shall be designated at the time of their election.

6. SECRETARY.

The Secretary shall keep the minutes of the Member's and the Director's Meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required, be custodian of the Corporation's records and of the seal of the Corporation, if any, and keep a register of the mailing address and email address of each Member and each Officer and each Director which shall be furnished to the Secretary by such persons, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Directors.

7. TREASURER.

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Directors. A second signature may be required on checks, drafts and loan documents as determined by the Board.

8. STAFF.

The Board of Directors may select and appoint an Administrative/Executive Director or such other staff as it deems appropriate which shall have such duties as shall be determined by the Board of Directors. The Administrative/Executive Director and other staff shall receive such remuneration and reimbursement of expenses, as the Board of Directors shall determine.

ARTICLE VII. - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

4. DEPOSITS.

All funds of the Corporation not otherwise employed for Corporation purposes shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.

ARTICLE VIII. - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the 31st day of December.

ARTICLE IX. - NOMINATIONS AND ELECTIONS

1. Elections

Directors and officers of the Corporation shall be elected by the appropriate electorate (the voting membership or the Board of Directors) annually from among persons nominated in accordance with this Article.

2. Nominations Committee

The Nominations Committee shall be a Standing Committee that consists of at least two (2) Board Members. The President may be a voting member of the Nominations Committee. At least one Member who is not also a Director shall be a member of the Nominations Committee. Persons nominated for office by the Committee and who consent to such nominations shall be placed before the proper electorate group, as set forth in these Bylaws, to stand for election. Members of the NQA may submit names for nomination to the Nominations Committee.

A nominations notice, which states the date by which nominations must be received by the Nominations Committee, shall be sent out to all Voting Members of the NQA no less than sixty (60) days prior to an election. Such notice may be sent by mail or confirmed fax or confirmed email. Nomination returns from Members may be submitted by mail or confirmed fax or confirmed email. The notice shall be deemed delivered when deposited in the United States Mail, with proper postage paid or sent by confirmed fax or email.

3. Consent to Nomination

The Nominations Committee shall contact each person nominated for a position as a Director, and/or Officer and obtain their credentials for, and their specific consent to, the nomination and to serve if elected. In the event that any nominee for a position as Director or for an Office declines to consent, then the Nominations Committee shall make an alternative nomination.

ARTICLE X. – FUNDS

No funds received by donation, bequest or other similar means shall be diverted from the use to which they were assigned by the donor, attester or other benefactor, unless such use is contrary to or in conflict with the purposes of the Corporation.

ARTICLE XI. - EXEMPT ACTIVITY

Notwithstanding any other provision of these Bylaws, no Member, Director, officer, agent or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by a Corporation, contributions to which are deductible under the applicable provisions of the Internal Revenue Code and regulations as they now exist or as they may hereinafter be amended.

ARTICLE XII. – AMENDMENTS

Only the Practitioner and Professional Members of the Corporation shall have the power to make, amend and repeal the Articles of Incorporation and the Bylaws of the Corporation by an affirmative vote of a majority of Members present at an Annual General Meeting, a Regular Member Meeting or a Special Member Meeting at which a quorum is present and for which proper notice of the purpose of the Meeting was distributed by the Board or Members calling the meeting. Voting for the same shall be by returns of a mailed ballots or by confirmed fax or email ballot vote, provided that no action may be taken which would materially change the purposes for which the Corporation was formed or which would affect adversely the standing of the Corporation as a tax exempt Corporation and a nonprofit Corporation organized under the laws of Colorado.

The recommended amendments and a description of the issue(s) of such amendment vote shall be deemed delivered by sending of mail or confirmed electronic means, which include confirmed fax or confirmed email with fifteen (15) business days notice prior to a vote on the suggested or recommended amendment. This Article XII. and Article 130 of the Colorado Revised Nonprofit Corporation Act, to the extent that the Act is lawfully altered or supplemented by these Bylaws, shall apply to all issues and actions of the Corporation in regard to amendments to the Articles of Incorporation and these Bylaws.

ARTICLE XIII. - WAIVER OF NOTICE

Whenever, under the laws of the State of Colorado, or by the provision of these Bylaws, a waiver in writing is signed by persons entitled to such notice, whether before or after the time stated herein, it shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. – INDEMNIFICATION

Every person who is or shall be or shall have been a Director or officer or employee or agent of the Corporation and his/her personal representative shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director, officer, employee or agent of the Corporation or an affiliate thereof, except in relation to such matters as to which he/she shall be finally adjudicated in such action, suit or proceeding to have acted unlawfully or in bad faith and to have been liable by reason of willful misconduct in the performance of his/her duty as such Director, Officer or employee or agent. "Cost and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlements. Acts of fraud, felony crime, discrimination by gender, religion, nationality or race, or malfeasance in office, shall not be indemnified. Article 129 of the Colorado Revised Nonprofit Corporation Act shall apply to all issues and actions of the Corporation in regard to indemnification.

ARTICLE XV. - ADVISORY COUNCIL

The Board of Directors shall be empowered to appoint an Advisory Council, which shall act in an advisory capacity to the Board and the Corporation in matters of policy and business affairs of the Corporation. The Advisory Council may be composed of any experts, consultants, advisors, professionals or any people which the Board determines will meet and operate to further the business and purposes of the Corporation and advise it accordingly. The times, dates and places of the Meeting of the Advisory Council shall be subject to the direction and approval of the Board and the Board shall be responsible for all costs and expenses associated with the Meetings and work of the Advisory Council. The Board shall also have the power and responsibility to appoint a Chairperson or Co-Chairpersons to Chair the Meetings of the Advisory Council and coordinate its work and development.

KNOW ALL PEOPLE BY THESE PRESENTS, that the undersigned Board of Directors Members of the National Qigong Association, do hereby certify that these Revised Bylaws, as revised and recommended by the Board, were duly voted upon and adopted by the Membership of the National Qigong Association on the 15th day of December 2013, and that they now constitute the Revised Bylaws of the National Qigong Association.

CERTIFICATION: Board Members

Chairperson, Annie Roberts - Director

President, Mark R. Reinhart - Director

Deputy Chair, Vicki Dello Joio - Director

Vice-President, Chris Bouguyon - Director

Linda Close – Director

Maryann DiEdwardo – Director

Lori Furbush - Director

Gary Giamboi – Director

Alan Graham – Director

Kimberly Ivy – Director

Karen Kellow – Director

Lamont Thomas – Director

ATTEST:

Secretary, Karen Kellow - Director

Date: _____

ATTACHMENT A

National Qigong Association Code of Ethics and Integrity

The guiding PRINCIPLE of this Code is to hold honor and respect for the life, dignity, and freedom of all persons regardless of gender, race, religion, sexual orientation, age, physical limitations or national origin.

It is the INTENT of this Code to encourage all members to treat all persons with respect, to represent the Qigong Community in an honest manner, to strive to improve their knowledge and skill, and to promote public understanding of Qigong.

NQA Code of Conduct

1. Do no harm.
2. Use my knowledge and professional associations for the benefit of the people I serve.
3. Represent my Qigong practices, education and background with honesty and integrity.
4. Make only factual statements about my abilities.
5. Be truthful in advertising.
6. Establish clear boundaries in all relationships with students, and/or clients and avoid inappropriate relationships at all times.
7. Will not engage in harassment, abuse, or exploitation of students, clients and/or patients.
8. Where there is a right, privilege or expectation of privacy an NQA Member will maintain confidentiality of any communication subject to these restrictions.
9. Explain financial matters in a clear and understandable manner.
10. Provide referrals based on the best interest of the student, client, and/or patient.
11. Assist students, clients, and /or patients in exploring other treatment options as appropriate.
12. Provide notification and referral, as may be appropriate, in the event that I need to terminate services with students, clients and/or patients.

All Members of NQA shall subscribe to this NQA Code of Ethics and Integrity and its Code of Conduct as a condition of membership in the NQA.

(This Attachment is incorporated into and integrated with these Revised Bylaws.)

Attachment B

National Qigong Association Code of Due Process

Introduction

The National Qigong Association (NQA) has adopted this Code of Due Process in order that it be of support to its Members and to ensure the highest quality of Qigong practice, teaching, and healing through the proper and effective use of Qigong, in any form, by its Membership. All Members of the NQA, as a condition of membership, shall subscribe to the NQA Code of Ethics & Integrity, which makes up the criteria upon which NQA Due Process deliberations are based. *Robert's Rules of Order* is adopted and followed.

Application of Due Process

1. Any person, whether or not a Member of the NQA, may initiate a charge of ethical violation against a Member of the NQA.
2. Any charge/allegation of ethical violation must be submitted in writing to the Ethics and Integrity Committee, must specify the time and place of the alleged violation and must be signed by the complainant.
3. The Due Process Team (a sub-committee of the Ethics and Integrity Committee made up of the Chair, Vice-Chair, and one additional Ethics and Integrity Committee Member elected by their membership) shall inform the accused Member, through a private, informal communication, of the violation charges and solicit the Member's response to the charges. The Due Process Team will then informally communicate this response to the complainant. If the complainant drops the charge(s), the matter is deemed to have been resolved and no further action is to be taken.
4. If, upon hearing the response of the accused Member, the complainant does not drop the charges, and the Due Process Team determines that there is a factual basis for the charge(s) and that cause for further inquiry exists, the Due Process Team shall set a time and place for a hearing and shall notify the Member and the complainant, by certified mail, of the time and place of such hearing.
5. The purpose of the Due Process Team hearing shall be to gather all the facts related to the alleged violation. The charged Member may appear in person or by a representative, or may submit a written defense to the Due Process Team at least

forty-eight (48) hours prior to the time of the hearing. At the hearing, the charged Member shall have the right to cross examine the complainant and any witnesses who may appear against the Member. He or she shall have the right to know and confront any and all other evidence supporting the charge. The charged Member shall also have the right to present witnesses or documents in his or her defense. The complainant shall be able to direct questions to the charged Member only through a Due Process Team member. The hearing shall be recorded and a transcript of the proceedings, if any, shall be available at cost.

6. No later than thirty (30) days following the hearing, the Due Process Team shall submit a report of the findings to the Board of Directors and recommend either:
 - a) dismissal of the charges;
 - b) censure or warning;
 - c) suspension;
 - d) exclusion from Membership; or
 - e) expulsion.

The Due Process Team shall send, by certified mail, a copy of the report and recommendation to the charged Member.

7. If the Due Process Committee recommends censure, warning, suspension, exclusion from membership or expulsion, the Member shall have thirty (30) days from the receipt of the Due Process Team report and recommendation to submit to the Board written objections to the findings and/or recommendations of the Due Process Team.
8. The Board shall review the findings and recommendation of the Due Process Team and any written objections submitted by the Member and shall reach a final decision. The Board shall notify the Member, in writing, by certified mail, of its decision.

(This Attachment is incorporated into and integrated with these Revised Bylaws.)