

# **ARIZONA SOCIETY FOR PROFESSIONAL HYPNOSIS**

## **BY-LAWS**

### **ARTICLE I**

#### **MEETINGS**

SECTION I. The regular meeting of the Society shall be on the first Tuesday of each month, unless this Tuesday falls on or within close proximity of a federal or religious holiday, thus making it inconvenient for members to attend. The following Tuesday of that month will then be designated as the meeting date for that month only. The hour of the meeting shall be at 7:00 PM or such time as is necessary to convenience the membership or meeting place, and said meeting shall be called to order promptly, providing there is a quorum present. Ten (10) members or 10% of the membership in good standing shall constitute a quorum for the legal transaction of business at either a regular or special meeting.

SECTION II. Special meetings shall be called by the President upon request of the Board of Officers or ten (10) members of the Society; meetings must be announced to the rest of the members of the Society by written notice for the purpose for which it is called at least five (5) days and not more than ten (10) days in advance of the time and date of the scheduled meeting. The written notice shall be by post and/or email, whenever possible, to the members at their addresses of record with the Society.

### **ARTICLE II**

#### **ADMISSION FEE/DUES**

SECTION I. The annual dues of this Society shall be thirty-five dollars (\$35.00) per year and will remain as such until change is called for and said change is affirmed by two-thirds of the membership in good standing. All dues are payable at the beginning of the new year.

SECTION 2. In addition to the annual dues there shall be an initial one-time membership fee of twenty-five dollars (\$25.00) and a one-time certification fee of twenty-five dollars (\$25.00) all of which shall be placed in the General Fund.

SECTION 3. Membership fee and dues shall be paid before the candidate for membership is issued their certificate of membership.

SECTION 4. Guests are permitted two (2) free visits at monthly Society meetings; after the second free visit, admission fee is Five Dollars (\$5.00) per meeting for the rest of the year. The following year, if the guest wishes to continue attending meetings, they will be required to join as a new member.

SECTION 5. The following ASPH members are exempt from paying annual membership dues:

Current Officers  
Immediate Past President  
Emeritus Members  
Statutory Agent  
Parliamentarian

SECTION 6. Members may have the ASPH monthly newsletter posted to them by mail. Annual fee for this service is Twenty dollars (\$20.00).

### ARTICLE III OFFICERS

**President** - shall be the chief officer of the Society, shall sign all official documents that are authorized by the Society, shall preside at all meetings of the members and enforce order and a strict compliance with the Constitution and By-Laws, appoint the chairpersons of all

Boards and Committees not otherwise provided for, be ex-officio member of all Boards and Committees and see that the officers perform their respective duties faithfully and impartially.

However, except for the Committee chairpersons, all appointments of committee members shall be made by the chairperson of said Committee.

While occupying the chair, the President shall take no part in debate.

The President shall also transact such other business as may by custom, pertain to that office. The President shall decide all points of law and order subject to appeal, which shall forthwith be considered by the Society.

The President by virtue of their office shall have no vote except to break a tie or deadlock.

The President shall perform all duties as outlined in the current ASPH Systems Manual for the Office of President.

**Vice President** - shall assist the President in the performance of their duties. In the absence of the President the duties of the office shall be performed by the Vice President and in the absence of the President and Vice President, their duties shall be performed by the Secretary.

The Vice President or Secretary when performing the duties of the President shall have no vote except to break a tie or deadlock.

If all three of these Officers are unable to attend a monthly meeting, the Executive Board shall re-schedule the date of the meeting at a time when one of these three officers can be in attendance.

The Vice President shall perform all duties as outlined in the current ASPH Systems Manual for the Office of Vice President.

**Secretary** - shall keep a correct record of all transactions of each meeting of the Society and Board of Officers' meetings, and record the same in respective books to be known as the Book of Minutes.

The Secretary shall send a monthly newsletter to each member, containing current announcements and schedule of forthcoming Society meetings, Minutes from the previous Society meeting, the current Treasurer's Report, and other information deemed to be of value to members.

The newsletter will be sent electronically (by email) and will be sent by post to those Society members who do not have email addresses. It is the responsibility of each Society member to deliver the most current email and/or postal address to the Secretary, who will send this information to the Treasurer.

The monthly newsletter shall be sent not less than five (5) days or more than twenty-five (25) days prior to the next meeting date.

The Secretary and Statutory Agent have access to the [asph@live.com](mailto:asph@live.com) email address at live.com where organization emails are sent and received. The Secretary shall liaise with Agent to keep the contact list of email addresses current.

The Secretary, Treasurer and Statutory Agent shall keep an accurate database of Society members, containing name, address, phone numbers, fax number, email address and URL address.

The Secretary is the contact person for all notices and announcements.

At the expiration of the Secretary's term of office, the Secretary shall give a correct report of the business of the office to the Society and deliver to the successor in said office all books and other property belonging to the Society in retiring Secretary's possession.

The Secretary shall perform all duties as outlined in the current ASPH Systems Manual for the Office of Secretary.

**Treasurer** - The Treasurer shall liaise with the Statutory Agent to solicit and invoice all members for their annual dues, keep an accurate account of all the monies received and expended, and liaise with the Secretary & Statutory Agent to keep the Membership Roster current.

The Treasurer shall secure the meeting place for monthly meetings as well as the December Holiday Party and liaise with the Statutory Agent for arranging monthly payments to the rental facility manager.

The Treasurer shall liaise with the Statutory Agent and Secretary to keep a database of paid members. This database will contain current member information concerning name, address, phone numbers, fax numbers, email address and URL address.

The Secretary, Treasurer and Statutory Agent shall confer and update this database on a monthly basis.

At the regular meeting held in December of each year, the Treasurer and/or Statutory Agent shall give to all other officers a correct account of all monies in the organization's checking account, together with the books, papers and receipts belonging to that office. At any time when ordered by the Society, the Treasurer and/or Statutory Agent shall deliver all monies, books and receipts.

The Treasurer & Statutory Agent shall deliver to the successor in office all the books and other properties in said Treasurer's possession belonging to the Society. All disbursements made by the Treasurer from any monies held by Treasurer belonging to the Society shall be paid by check or the ASPH bank debit card. The Treasurer is not authorized at any time on behalf of the Society to make payments by cash. All expenditures that exceed one hundred dollars (\$100.00) must be approved by the Board of Officers.

The Treasurer shall perform all duties as outlined in the current ASPH Systems Manual for the Office of Treasurer.

The **Statutory Agent** is a member of the Executive Board.

The Statutory Agent shall maintain all corporate records in good standing with the Arizona Corporation Commission, and banking records with the Society's bank of choice.

The Statutory Agent shall be the signer on the organization's bank checking account, which is a personal checking account recorded in the Statutory Agent's name.

The Statutory Agent's physical address is the mailing address for all organizational business and activities.

The Statutory Agent shall liaise with the Secretary and Treasurer in order to maintain monthly roster updates, membership dues updates and all matters pertaining to the membership database.

The Statutory Agent shall be responsible for an archive of the current most comprehensive membership database.

Both the Statutory Agent and Secretary have access to the [asph@live.com](mailto:asph@live.com) email address at live.com where organization emails are sent and received. The Statutory Agent shall liaise with the Secretary and Treasurer to keep the contact list of email addresses current.

The Statutory Agent shall create, print out and mail Membership Certificates to each of the paid members for that year. The Statutory Agent shall keep the archive of the template of this Membership Certificate Form. If the Statutory Agent is unable to perform this duty, they will contract this service to another organization member or to a professional printing and copy establishment.

Carol Adler is the appointed Statutory Agent for the Arizona Society for Professional Hypnosis until or unless Ms. Adler resigns.

All official ASPH corporate business will be sent to Ms. Adler's address at 1960 West Keating Avenue – Ste. 236, Mesa, Arizona 85202.

Resignation requires 30 days notice in writing.

Upon resignation, the current Executive Board by majority vote will appoint a new Statutory Agent. Ms. Adler will transfer all records to the new Statutory Agent and notify the Arizona Corporation Commission of this change of title and contact information. The organization will also open a new bank personal checking account bearing the name and address of the Statutory Agent.

The Statutory Agent will perform all duties as outlined in the current ASPH Systems Manual for the Office of Statutory Agent.

**Parliamentarian** – The Parliamentarian shall serve as the resource agent for rules and regulations governing ASPH as stated in the Constitution, By-Laws and Code of Ethics.

The Parliamentarian shall update ASPH documents and present these changes to the Executive Board for approval before the membership votes on acceptance.

The Parliamentarian is a member of the ASPH Executive Board.

Carol Adler is the appointed Parliamentarian for the Arizona Society for Professional Hypnosis until or unless Ms. Adler resigns.

If the Statutory Agent and Parliamentarian positions are served by the same person, that person has only one vote at Executive Board meetings.

Upon resignation, the current Executive Board will appoint by majority vote a new Parliamentarian, who will serve until that person resigns.

#### ARTICLE IV. PROCEDURES PERTAINING TO OFFICERS

SECTION 1. INSTALLATION OF OFFICERS. The newly elected officers shall be installed at the regular meeting in January of each year by the presiding President or other Officers appointed by the presiding President. If one or more of the newly elected are absent, they shall be installed at the next regular meeting, and if absent at the third successive meeting, the office shall be declared vacant and a successor elected in the manner provided for the election of officers.

SECTION 2. VACANCIES. Vacancies among the Board of Officers may be filled by affirmative vote of the majority of the Board of Officers then in office, regardless of their number. A member elected or appointed to fill a vacancy shall hold office until the next regular meeting at which the election of the Board of Officers is in the regular order of business, and until a successor is elected or appointed and qualified.

## ARTICLE V.

SECTION 1. All officers except the Secretary and Treasurer shall have the privilege of resigning at any time provided no charges whatever exist against them. The Secretary and Treasurer shall present their resignations in writing one meeting previous to it being acted upon, and the resignations shall be accepted, provided no charges whatever exist against them.

SECTION 2. Any elected office holder may be impeached for violation of the provisions of the Constitution and/or By-Laws. It shall require a two-thirds vote of all members present to order the trial of an office on charges preferred.

SECTION 3. When needed, the Board of Ethics and Standards shall be appointed by the President. This Board shall consist of a minimum of three (3) members and a maximum of five (5) members.

SECTION 4. Any member of the Society who may have charges against him, shall appear upon notified to do so by the Board of Ethics and Standards. The accused member shall be allowed a fair and impartial hearing on charges preferred against the said member. All charges shall be made in writing, and proper notice given to the accused.

SECTION 5. The verdict shall stand unless appealed to, and reversed by an affirmative vote of four-fifths of the Board of Officers. Any member preferring charges against another member for the purpose of maliciously or otherwise injuring such member, shall be liable to suspension or expulsion from the Society by the same above procedure.

## ARTICLE VI

### GENERAL FUND

SECTION 1. All monies collected for membership fees and dues, special assessments, donations and benefits shall be placed in the General Fund and all expenses shall be paid from this fund.

SECTION 2. EXPENDITURES. All money collected for dues shall be kept in the General Fund and all expenditures shall be paid from this fund. Any charitable donations given by the individual members of the Society shall be at their own discretion and not through or by the Society.

## ARTICLE VII

### BOARD OF OFFICERS

SECTION 1. The Board of Officers (Executive Board) shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, Emeritus Members, Statutory Agent and Parliamentarian. The Board shall be the governing body and shall have the authority to perform all duties and transact the business to accomplish the aims and objectives of the Society in accordance with the Constitution and By-Laws. If the Statutory Agent and Parliamentarian is the same individual, that person shall have only one vote at Executive Board meetings. If these two positions are filled by two individuals, each individual will have one vote at Executive Board meetings.

SECTION 2. Emeritus Members. Emeritus members are permanent members of the Board of Officers and shall have one vote at Executive Board meetings. The following members have been given Emeritus status in ASPH:

Lindsay Brady, CHt.

Leo Gagnon, CHt.

Robert J. O'Connor, CHt.

SECTION 3. Meetings. An Executive Board Meeting will take place immediately after the December meeting preceding the January meeting. Subsequent meetings thereafter during that year will be scheduled at the discretion of the President and one additional member of the Executive Board. The President will notify Executive Board members at least ten (10) days in advance of the date and location of each additional Executive Board meeting. At least three officers must be present at an Executive Board meeting.

SECTION 4. Nomination and election of the Board of Officers. No members shall be eligible as a candidate for office unless the candidate is in good standing, has been a member at least one year, and has attended at least three regular meetings during the past calendar year.

Nomination of officers shall be at the regular association meeting in November of each year.

A member must be present at the November meeting wherein said member's name is placed in nomination unless said member is verifiably with a client or patient, or is absent on account of sickness. In either case, the said verification must be shown or presented to the Secretary prior to the meeting in which the nomination is made; otherwise the member's name will not be printed on the ballot.

SECTION 5. The election of officers shall be held prior to the third week of December of each year. All candidates are to be elected by ballot and those receiving the highest number of votes shall be declared elected at the regular December meeting.

SECTION 6. The method of balloting shall be decided each year as directed by the Board of Officers.

SECTION 7. Quorum. Except as provided otherwise in the case of the Board of Officers, a majority of any committee shall constitute a quorum for the transaction of business.

## ARTICLE VIII

### WEBSITE

SECTION 1. Web Domain. ASPH's web domain names are [hypnosisaz.com](http://hypnosisaz.com) and [hypnosisaz.org](http://hypnosisaz.org).

SECTION 2. Web Domain Registration and Passwords. The appointed webmaster and web host for the ASPH website shall be in charge of domain registration company and address. The appointed webmaster and web host, current Secretary and Statutory Agent shall retain user name, passwords, File Transfer Protocol (ftp) user name and password, and all other proprietary information pertaining to the ASPH website.

SECTION 3. All invoices for the website as pre-approved by the membership, shall be sent to the ASPH Statutory Agent and Treasurer, who are responsible for paying these invoices in a timely manner.

SECTION 4. The appointed webmaster and web host will work integrally with the current ASPH Secretary and Statutory Agent to post and maintain the most current data and content for the organization and its membership. The ASPH Secretary shall be the contact person for all matters pertaining to the website and web hosting.

SECTION 5. At the first Board Meeting of the year, the Executive Board shall review all aspects of the website, including but not limited to administration, hosting, budget, structure and content, and appoint a committee if necessary for developing recommendations for revision. The website committee will present this list of recommendations to the Executive Board for their approval. The list will then be presented to the membership for a vote at the next monthly meeting.

ARTICLE IX  
NON-MEMBER MONTHLY PRESENTERS

First time non-ASPH member presenters who give a monthly presentation are entitled to free membership for the rest of that fiscal year.

Non-ASPH members who gave a presentation in the past will be treated as “guests” during the following fiscal year(s). They are entitled to two (2) free guest visits and then, if they wish to attend subsequent meetings that fiscal year, they will be required to join as a first-time member and pay the first-time fees as well as the regular ASPH annual membership dues.

Non-ASPH member presenters who become returning presenters during another fiscal year are entitled to free membership for the rest of that fiscal year. At any time thereafter, if they would like to join ASPH, the one-time fees are waived and they will be required to pay only annual membership dues.

ARTICLE IX  
OFFICIAL ORDER OF BUSINESS

1. Call meeting to order promptly.
2. Officers introduce themselves.
3. Welcome ASPH members and visiting guests.

4. Have everyone introduce themselves by name and identify themselves as members or guests with brief comment as to reason for attending.
5. Accept new applications for memberships.
6. Have members share information on upcoming classes or events related to Hypnosis and mind-body topics.
7. Conduct and discuss necessary ASPH business matters (old and new).
8. Have a short (less than 5 minutes) guided visualization for centering and focus.
9. Introduce the presenter of the monthly topic conveying National Guild of Hypnotists credit hours available for meeting and following class.
10. Present the evening's topic with follow-up questions and answer period.
11. Ask for discussion, questions and sharing of positive hypnosis-related experiences; share challenging client situations with creative suggestions from the group.
12. Thank everyone present for attending and for their contribution to the evening's discussion.
13. Announce next month's presentation topic and facilitator.
14. Call for a motion to adjourn.

ARTICLE X  
AMENDMENTS

SECTION I. These By-Laws shall be amended in the manner as specified in Article IX of the Constitution.