

BYLAWS

NEW YORK ELECTROLYSIS ASSOCIATION, INC. A NOT-FOR PROFIT CORPORATION

Revised October 2014

ARTICLE I NAME

The name of this association shall be New York Electrolysis Association, Inc.; hereinafter referred to as the "NYEA." The NYEA is a not-for-profit organization incorporated in 1979 in the State of New York.

ARTICLE II OBJECTIVES

The objectives of the NYEA shall be to:

- Raise and improve the ethical and educational standards of its members;
- Foster, encourage and improve good relations between members of the Electrolysis profession, allied health professions and the general public;
- Serve as a source of information for the consumer;
- Act on behalf of its members and the public as the authority with the State to reasonably try to secure licensure for the electrology profession in New York State.

ARTICLE III SEAL, COLORS AND LOGO

Section 1.

The corporate seal of the NYEA is in form with the words "New York Electrolysis Association, Inc. 1979." This impression seal is for the NYEA use on official documents.

Section 2.

The official color of the NYEA is blue.

Section 3.

The logo of the NYEA is blue and is fashioned in the shape of a water droplet. The center of the design is the hair (middle), the two electrical flashes represent (E) Electrolysis and (T) Thermolysis and where they meet (B) the Blend. There are seven feathers - the first three represent the three main layers of the skin, the other four represent the four layers of the epidermis. When placing the design upside down, it will portray a drop of moisture that must be present for all processes of permanent hair removal.

ARTICLE IV MEMBERS

Section 1.

Member Eligibility - All persons who practice electrology in the State of New York and others as described below may apply for membership in the NYEA.

A. Regular members: Persons who practice or teach the profession of permanent hair removal in New York State, utilizing needle electrode type epilation, which includes electrolysis (direct current/DC), thermolysis (alternating current/AC), or a combination of both (superimposed or sequential blend). Regular members shall have all privileges, benefits and obligations of membership.

B. Affiliated Members: Persons who are members of the American Electrology Association; hereinafter referred to as the "AEA", through another affiliate, or belong to an unaffiliated

State, may join NYEA as a member by paying the NYEA dues directly to the NYEA. Persons who hold affiliated membership in NYEA will thereby have all privileges, benefits and obligations of membership.

C. Honorary Members: Honorary membership may be awarded by a two-thirds vote of the Board to persons who have rendered distinguished service to the NYEA. Honorary members are exempt from NYEA dues and/or assessments. Honorary members are accorded all rights and privileges of membership except those of making motions, voting and holding office.

Section 2.

Dues – The annual fee shall be comprised of NYEA dues and AEA dues. The NYEA Board of Directors shall establish NYEA dues. Each Regular member shall pay their annual dues to the AEA, which will include the NYEA dues. The AEA will, in turn, remit the NYEA affiliate portion to the NYEA Treasurer and notify the Membership Chair of the renewal. The dues are payable upon receipt of the AEA Membership Renewal Data Form.

Section 3.

Member Resignation – A letter of resignation should be submitted to the President and the member is required to return the NYEA Membership Certificate.

Section 4.

Special Assessments – Any special assessments proposed by the Board must be brought before the members and voted on at a regular membership meeting.

ARTICLE V MEETINGS

Section 1.

Annual Meeting – The annual meeting of the NYEA shall be held at the AEA conference and annual meeting.

Section 2.

Regular Meetings – Notice of Regular membership meetings will at all times be announced through special mailings, emails and on our web site. Guests of NYEA members are permitted to attend one meeting at no charge except for any meal fee. Guests have no participation privileges.

Section 3.

Special Meetings – Special membership meetings may be called at any time by two Board members or ten percent of the membership in the following manner. At least ten days prior to a special meeting, a request for the meeting should be presented to the Secretary. This request shall be signed by the requisite number of members or Board members and shall state: a) the time and place of the meeting and b) a general statement of all business proposed to be transacted. Upon such request, the Secretary or an NYEA member designated by the Board shall notify each member by mail of the meeting's time, place and the business to be transacted.

Section 4.

Board Meetings – There shall be at least three meetings of the Board each year, either in person or via conference call.

A. Any member has the right to attend a Board meeting but must submit a written request to the President at least two weeks prior to the meeting. However, the member may not participate in any of the Board business. Voting is restricted to the voting members of the Board.

B. The Board has the option to have a closed meeting for grievances or to ask any members to leave during any discussion that is deemed by the Board to be confidential in nature.

C. Special meetings of the Board can be called at the discretion of the Board.

Section 5.

Regular Membership Meetings – A quorum for the conduct of a membership meeting shall consist of the members in attendance including at least one (1) Board member.

Board Meetings – A quorum for Board meetings shall be at least three elected or appointed officers.

ARTICLE VI OFFICERS, COMMITTEES AND THEIR DUTIES

Section 1.

Officers – Officers shall be President, one to three Vice Presidents, Treasurer and Secretary. An Officer shall not currently be an officer, director, chairman or member of the board of directors of any organization in the field of electrology, other than the AEA.

Section 2.

Election of Officers - Officers elected shall hereinafter be referred to as the Executive Committee of the NYEA. A majority of members present shall vote to determine the results.

Officers shall serve for three years. Three years is one term. Officers may not hold the same office for more than two consecutive terms. Officers may hold the same office after a lapse of one term. If there is no successor to replace an Officer position, the individual may resume the position until a successor is found.

Section 3.

Duties of the Officers and Committees

President – The President shall preside at all meetings of the Association and the Board; be the representative of the Association at all AEA meetings; appoint the Chairpersons of all committees, who may in turn appoint members of their respective committees with the approval of the President, may appoint a Parliamentarian; approve all payment orders and checks drawn by the Treasurer, be an ex-officio member of all committees except the Nominating Committee, shall have custody of all NYEA legal documents and one copy of the corporate seal and perform such additional duties as may be prescribed by the Board

Past President – The Past President shall act in an advisory capacity to the President and will be considered a member of the NYEA Board of Directors and shall hold this office for a period of one year after the new President is elected.

First Vice President – The First Vice President shall preside in the absence or incapacity of the President; become President if a vacancy occurs in that office; represent the President when necessary on occasions requiring NYEA representation; be an ex-officio member of all committees; and perform such additional duties as may be prescribed by the President and/or the Board. Any and all Vice Presidents shall be competent to perform the duties of the President and of each of the other Vice Presidents, in the event that vacancies occur requiring an officer to take on other responsibilities.

Second Vice President – The Second Vice President shall perform the duties of the First Vice President in the absence or incapacity of that officer and may serve on any committee at the discretion of the President.

Third Vice President - The Third Vice President shall perform the duties of the 2nd vice president in the absence or incapacity of that officer and may serve on any committee at the discretion of the President.

The Secretary shall keep a written record of all proceedings and meetings of the Association and the Board; keep on file all reports as presented by the Board; have custody of all secretarial records; record and preserve all amendments to the Bylaws in a separate book and perform such duties as may be

prescribed by the Board. The Secretary or the President shall hold and maintain the corporate kit and hold a copy of the corporate seal.

Treasurer – who may be bonded or insured at the expense of the Association, shall perform all services incidental to the fiscal management of the NYEA including, but not limited to, deposit all monies received, under the name of the NYEA in an insured depository, pay all approved bills and is required to get authorization by the Board if that amount is over \$500, keep such records and accounts as are necessary to reflect the financial condition of the Association; hold one copy of the corporate seal; have all tax reports prepared and filed; give account status reports at Regular membership and Board meetings. The Treasurer shall prepare financial statements and provide them to an independent accountant for review at the end of each calendar year. An independent accountant shall be hired to review the financial statements and propose changes to the NYEA Board as needed.

Chairpersons – Committee Chairpersons duties may include Programming, Education, Newsletter Editor, Advertising, Publicity, Web Site Liaison, Regional Liaisons to the NYEA and any other committee that may be deemed necessary. The President may appoint one of the elected Officers as Chairperson of the Programming, Education and Membership Committees. The Membership Committee Chairperson shall have custody of one copy of the corporate seal. Committee Chairpersons shall attend meetings of the Board of Directors/Officers and have full voting privileges.

Parliamentarian – A Parliamentarian may be appointed by the President to assist in keeping the meetings in an orderly manner according to the current edition of *Robert's Rules of Order*. The rules contained in the current edition of *Robert's Rules of Order* shall govern the NYEA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the NYEA may adopt.

Section 4.

Removal -- Officers may be removed from office for cause by a two-thirds vote of the Board. An officer failing to attend three or more Regular or Board meetings within a two-year period, without an acceptable excuse to the Board for their absence, will automatically be removed from office.

ARTICLE VII BOARD OF DIRECTORS AND THEIR DUTIES

Section 1.

Board of Directors –The Board shall consist of the Executive Committee of the NYEA as listed in Article VI, Section 1. The immediate Past President and Committee Chairpersons shall be members of the Board of Directors.

Section 2.

Board of Directors shall:

Appoint officers from Regular members to fill existing vacancies. If the Board is unable to agree, it shall report that fact at the next Regular meeting of the membership and the membership shall, by a majority vote, elect an officer to fill the existing vacancy.

Be authorized to expend any amount not to exceed \$1,500 for any one item, when necessary. The Treasurer at the next meeting of the membership shall report the expenditure.

The duties of the Board are further subject to any limitations set forth in the Not-for-Profit Corporation Law of the State of New York.

ARTICLE VIII NOMINATING COMMITTEE/ELECTIONS

Section 1.

A Nominating Committee of three members to be appointed in June of the election year shall consist of a Board member appointed by the President as the Chairperson of the Committee, one member

recruited from the general membership body and one member from the general membership body appointed by the President.

Section 2.

The Nominating Committee shall present one or more candidates for each elective office.

Section 3.

Candidates – The Nominating Committee shall publish the slate of Officer Candidates and will present the Slate of Officers prior to elections. Nominations may also be taken from the floor at that meeting. Candidates for office must be present at the time of nomination or must have submitted written consent of willingness to serve if elected. Candidates must be members in good standing of the organization for two consecutive years, without lapse in membership before consideration.

Section 4.

Elections – The Nominating Committee will conduct the election at this last meeting of the present term year. Installation of Officers/Board will take place after election has been conducted at the same meeting.

ARTICLE IX DUES AND FINANCES

NYEA renewal dues are payable to the AEA on the AEA Membership Renewal Data Form each year as prescribed in Article IV, Section 2. Affiliate members' dues will be made in accordance with Article IV, Section 1B.

The NYEA expense/revenue reporting system operates on a calendar year basis commencing January 1 through December 31 each year as prescribed in Article VI, Section 3G.

All major proposed expenditures and associated purposes for expenditures, other than as provided for in Article VI, Section 3 and Article VII, Section 2, shall be presented and approved by a majority vote of the members present and voting at a Regular meeting of the membership.

ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by resolution of the Board and the vote of a majority of the members present at a meeting of the membership. The date of this meeting must be published on the NYEA web site. To accomplish any amendment, a Certificate of Amendment must be signed, notarized, and delivered to the Department of the State of New York in accordance with Section 803 of the Not-for-Profit Corporation Law of the State of New York.

ARTICLE XI AMENDMENT OF BYLAWS

The NYEA bylaws may be amended at any membership meeting provided that written notice of the proposed amendment(s) is (are) sent to the members at least thirty days prior to said meeting. Approval must carry a two-thirds vote of members present.

ARTICLE XII INSIGNIA

Section 1.

Certificates – Each new Regular member shall receive a copy of the NYEA Bylaws, a certificate of membership in the NYEA, and a certificate of membership in the AEA. These certificates are the

property of the organizations and shall be returned when membership is terminated. Each member shall also have the privilege of using the emblems or insignias of the NYEA and AEA in their advertising.

Section 2.

Advertising -- Each member advertising as a member of NYEA and/or AEA shall provide the surname by which they are registered as a member. This also applies to the use of the logos and insignias of the NYEA and AEA. When an electrolysis business or group advertises, they shall not permit their advertising to imply that all persons in that group are members of the NYEA/AEA if that is not the case. When members of the NYEA Board advertise, they shall not use their board positions within any advertisement to enhance their personal businesses.

ARTICLE XIII GRIEVANCE

A grievance shall be a complaint or dispute made by any person(s) or member(s) against a regular or affiliated member(s) or member(s) of the Board, which involves a breach or violation of the Code of Ethics, Bylaws, rules, regulations, policies or procedures promulgated by the Board pursuant to the Bylaws. The Board does not have the authority to enter into labor disputes between business associates, employer/employee, or persons not a member of the NYEA.

The Board shall receive grievances submitted against any Regular or Affiliated member(s) or committee and process all grievances in accordance with AEA's current policies and procedures.

Resolution of grievances will follow the AEA's policies and procedures.



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