

BY-LAWS OF THE  
HYPNOSIS EDUCATION ASSOCIATION. INC.

ARTICLE I, NAME

1. This organization shall be known as the HYPNOSIS EDUCATION ASSOCIATION, INC.

ARTICLE II, AIMS AND PURPOSES

The aims and purposes of this organization are as follows:

1. To offer knowledge and education of the nature, uses and benefits of hypnosis to professional hypnotists and to the general public.
2. To reduce misconceptions and fears about hypnosis.
3. To establish and promote a hypnosis code of ethics.

ARTICLE III, OWNERSHIP

1. The members shall own the Hypnosis Education Association, Inc., subject to the rules and regulations set forth in these By-Laws. There shall be no stockholders.
2. All rights of ownership cease upon termination of membership. Member's dues must be paid current.

ARTICLE IV, MEMBERSHIP

1. Membership shall be open to adults interested in furthering the aims and purposes of this organization.
2. Membership may be terminated by the Board of Directors if the Board finds inappropriate conduct of a member.
3. Admission procedure: Applicants for membership submit an application form and dues to the Membership Committee online, through the mail, or in person. Yearly dues run from November 1-October 31. New members joining at any time during the year pay the full dues.
4. Members shall be introduced at the earliest meeting after acceptance by the Membership Committee.

ARTICLE V, FINANCE

1. The fiscal year of the organization shall be the calendar year.
2. The treasurer shall be the custodian of the funds of the association and accountable to the Board.
3. All funds shall be collected by the Treasurer and deposited in a checking and/or savings account.
4. Funds may be expended only to meet legitimate needs of the organization and must be approved by the Board or upon authority of an officer; up to \$100 may be expended without prior approval of the Board.
5. The Treasurer shall present a financial report at each regular meeting.
6. The Treasurer shall maintain the *Okka Holthuis Angel Fund* for the purpose of awarding financial assistance to deserving members who need help paying for the costs of an HEA conference or HEA event such as a memorial service, including but not limited to registration fees, hotel, gas, and/or food. Money for this fund will come from but is not limited to donations. A member may request aid for him or herself or may submit the name of a deserving member by contacting the Treasurer or President prior to the upcoming conference or event. The Treasurer and President together will evaluate the request and may contact other Board or organization members for information before making a decision regarding the award. The award may remain confidential from organization members.

## ARTICLE VI, MEETINGS

1. Regular Board meetings shall be held at appropriate times during the regularly scheduled conferences.
2. Special Board meetings may be requested by any of the Board members and called by the President if deemed necessary with ten days notice. These special meetings may be held via email, telephone conference call, and/or Internet technology. The Secretary will include notes about special meetings held between conferences in the minutes from the previous meeting.
3. Election of President and Secretary shall be at the last Board meeting of odd numbered calendar years (2013, 2015, etc.). Election of Vice President and Treasurer shall be at the last Board meeting of even numbered calendar years (2014, 2016, etc.).
4. Nominations for officers shall be made before the Board meeting of election years. Members may be nominated or may nominate themselves for office. At the last Board meeting of the election year, the Board shall take into consideration any and all nominations and then create a Slate of Officers. This Slate shall be presented to the members for their vote of approval at the last day of the conference.
5. Quorum shall be a majority of the members of the Board. Members who fill more than one Board position shall have one vote. A quorum of members must be physically or virtually present to vote on significant agenda items or motions that are binding upon the association.

## ARTICLE VII, ELECTION OR APPOINTMENT OF OFFICERS AND DIRECTORS

1. There shall be four elected officers: President, Vice President, Secretary and Treasurer.
2. The President and Secretary will serve a term of two years from January 1 of even numbered years (2012, 2014, etc.). The Vice President and Treasurer will serve a term of two years from January 1 of odd numbered years (2013, 2015, etc.).
3. The President will appoint Committee Chairpersons who will then be Board members.
4. There shall be the following permanent standing committees:
  - a. Membership
  - b. Hypnosis Education
  - c. Publications and Publicity
  - d. By-Laws
  - e. Ethics and Standards
  - f. Website
  - g. Hospitality
  - h. Social Media
5. Hypnosis Education Association Founders are voting members of the Board in perpetuity.
6. In the event the Vice President, Secretary or Treasurer's position becomes vacant outside the usual election period, the President will appoint a member to fill the vacancy for the remainder of the term. Should the President's position become vacant outside the usual election period, the Vice President shall assume the office of President for the remainder of the term and appoint a member to fill the Vice President's position for the remainder of the term.

## ARTICLE VIII, DUTIES OF OFFICERS

1. **PRESIDENT:** The President shall be the Chief Executive Officer. The President shall preside at all meetings, shall be ex-officio member of all committees and serve as Chairperson of the Board, without a vote except in the event of a tie. The President shall chair the Hypnosis Education Committee and is responsible for the program schedule of presentations for each conference. The committee may present program ideas to the President, who has veto power over any presentations suggested by this Committee.
2. **VICE PRESIDENT:** The Vice President shall be the President's assistant and shall preside at meetings when the President is absent. The Vice President shall be in charge of membership, which includes but is not limited to chairing the Membership Committee; collecting and archiving new and renewal applications; sending out the welcome letter, HEA Code of Ethics, certification, and By-Laws to new members; preparing name tags for meetings; setting up and coordinating the check-in table at conferences; and working with the Treasurer to collect payments at conferences.
3. **SECRETARY:** The Secretary shall keep a permanent record of the minutes of all meetings and report the

minutes to the Board and the members.

4. **TREASURER:** The Treasurer shall be the custodian of the Association funds and comply with ARTICLE V. The Treasurer shall assist in registering participants for each conference in advance and at the conference.

#### ARTICLE IX. BY-LAWS

1. These By-Laws, having been enacted by the Board of Directors at the first directors meeting, are the law of the Hypnosis Education Association Inc.
2. Amendments of provisions of these By-Laws may be presented to the Secretary in the form of a written resolution at any regular meeting. Such resolution shall be referred to the By-Laws Committee who shall edit and put the resolution in proper format conforming to the arrangement of the By-Laws.
3. Once a proposed amendment is approved by the Board, it shall become part of the official By-Laws of the association. The official By-Laws shall then be updated by the By-Laws Committee Chairperson and reflect the date of the change at the top of the updated document. The official By-Laws will not contain a list of all amendments. The updated By-Laws shall be distributed to the Board and published on the HEA website. The President shall notify the membership of the revised By-Laws. A separate document listing all Amendments shall be distributed to the Board members and shall not be attached to the published By-Laws. The President and Committee Chairperson shall keep a written record of all changes to the By-Laws.

#### ARTICLE X, ORDER OF BUSINESS AT MEETINGS

1. Welcome; call to order; introduction of guests
2. Reading of minutes of prior meeting, corrections, acceptance
3. Treasurer's Report
4. Reports of Officers and Standing Committees
5. Reports of Special Committees
6. Old or unfinished business
7. New business
8. Adjournment.