

**BYLAWS
OF
National Ayurvedic Medical Accreditation Council (NAMAC)**

A California Nonprofit Public Benefit Corporation

**ARTICLE 1
OFFICES**

SECTION 1.1 PRINCIPAL OFFICE

The principal business office and any auxiliary business offices of NAMAC may be located at such place or places as the Board of Directors may specify.

**ARTICLE 2
PURPOSES**

SECTION 2.1 OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Council shall be:

NAMAC shall act as an independent entity with decision-making authority to evaluate and accredit Ayurvedic medical programs/schools in accordance with accreditation standards and policies adopted by the Board of Directors and the US Department of Education. NAMAC shall be governed by these Bylaws and shall not be accountable to any other agency or organization.

NAMAC shall:

- a. Operate according to a set of bylaws approved by the Board of Directors.
- b. Apply accreditation standards and policies adopted by the Board of Directors; and
- c. Adhere to government regulations and professional standards relating to accrediting bodies as may be required by law and the US Department of Education.

**ARTICLE 3
FISCAL YEAR AND ANNUAL REPORTS**

SECTION 3.1 FISCAL YEAR OF THE COUNCIL

The fiscal year of the Council shall begin on the first day of July and end on the last day of June in each year.

SECTION 3.2 ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Council's fiscal year to all directors of the Council, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Council as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Council, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Council, for both general and restricted purposes, during the fiscal year.

ARTICLE 4 BOARD OF DIRECTORS

SECTION 4.1 SIZE AND QUALIFICATIONS

The Council shall have no fewer than five (5) and no more than (7) directors, with the exact number to be fixed within these limits by approval of the Board of Directors in the manner provided in these bylaws, and collectively they shall be known as the Board of Directors. The above numbers may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Directors shall be elected from the following categories as defined below:

- a. A minimum of two and a maximum of four directors shall be Ayurvedic faculty and/or staff, including at least one member whose primary professional activity is teaching.
- b. A minimum of two and a maximum of three directors shall be Ayurvedic medical professionals (faculty or staff who are also Ayurvedic medical professionals are eligible to fill this seat if their practice constitutes a significant part of their livelihood).
- c. A minimum of one and a maximum of three directors shall be appointed as a representative of the general public who has no professional involvement with Ayurvedic medicine.

The Board shall strive for an equal number of seats to be allotted for Ayurvedic educators and Ayurvedic professionals.

The Board may, from time to time, establish by resolution the apportionment of its

members among the three Director categories noted above, provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent.

SECTION 4.2 AUTHORITY

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.3 DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Council, or by these Bylaws.

(b) Appoint and remove, employ, and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties, and fix the compensation, if any, of all officers, agents, and employees of the Council.

(c) Supervise all officers, agents, and employees of the Council to assure that their duties are performed properly.

(d) Meet at such times and places as required by these Bylaws.

(e) Register their addresses with the Secretary of the Council and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.

SECTION 4.4 ELECTION AND TERM OF OFFICE

The Board of Directors shall be self-perpetuating and shall have sole authority for the election of Directors. The Board of Directors may elect a new Director anytime there is an actual or anticipated vacancy due to the completion of a term, resignation, death, removal, or other cause. The term of office of a Director shall be three (3) years, except when a Director is elected to fill an unexpired term. The Board shall establish the time at which each Director term commences, and initial terms may be set at one year, two years or three years to allow for staggered terms. Directors may serve for two consecutive terms. If the Director's initial term is a staggered term of one year or two years, the second consecutive term will be a full three-year term. Directors may be elected to additional three (3) year terms following a one-year period of non-service on the Board.

SECTION 4.5 NOMINATIONS

The Board of Directors shall periodically seek recommendations from Ayurveda stakeholders regarding individuals qualified to serve on the Board of Directors, and such recommendations shall be included in a pool of potential nominees. However, no entity other than the NAMAC Board of Directors shall have authority to elect Directors. The Board shall strive to appoint Directors with diverse educational and professional backgrounds.

SECTION 4.6 COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.3 of this Article.

SECTION 4.7 VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office. Any director may resign effective upon giving written notice to the President of the Board, the Treasurer, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors, then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

SECTION 4.8 NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Council.

SECTION 4.9 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 4.10 INSURANCE FOR COUNCIL AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Council (including a director, officer, employee or other agent of the Council) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Council would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 5
OFFICERS**

SECTION 5.1 OFFICER POSITIONS

The following are officers of the Board: President, Secretary, and Treasurer. The Board may, at its option, elect a Vice President. With the exception of the President and Secretary positions, a director may serve in more than one officer position simultaneously.

SECTION 5.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE

With the exception of the Executive Director, who is appointed by the Board (Section 5.9), the officers of the Board shall be elected annually by and from the Board at the

annual meeting of the Board. Each officer shall assume office at the completion of the annual meeting at which the election was held and shall hold office until the completion of the annual meeting at which the subsequent officer election is held, or until the officer's prior death, resignation, disqualification or removal. Officers may be reelected.

SECTION 5.3 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Council. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Council.

SECTION 5.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Any vacated officer term shall be filled for the unexpired portion of the term by the Board at its first meeting following the occurrence of the vacancy, or sooner by unanimous written consent. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 5.5 DUTIES OF PRESIDENT

The President shall, subject to the control of the Board of Directors, supervise and control the affairs of the Council and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation of, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, by these Bylaws, or by resolution of the Board of Directors, they shall, in the name of the Council, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 5.6 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President, if any, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be

prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 5.7 DUTIES OF SECRETARY

The Secretary of the Council shall: (i) ensure that accurate minutes of the meetings of the Council are kept, (ii) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (iii) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned by the Board of Directors.

SECTION 5.8 DUTIES OF TREASURER

The Treasurer shall serve as a resource for the Council to ensure that the Council's finances are appropriately managed and that appropriate financial controls are in place, have authority to sign checks issued by the Council and, in general, perform all duties incident to the office of Treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Treasurer by the Board of Directors.

SECTION 5.9 DUTIES OF THE EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director who shall serve as the Council's chief executive officer and as an ex officio, non-voting officer of the Council, and be responsible for the overall management and administration of the Council. The Executive Director shall report to the Board of Directors, work in partnership with the President and Council committees, and be responsible for carrying out such projects, tasks and responsibilities as the Board as a whole shall require. The salary of the Executive Director shall be fixed from time to time by resolution of the Board of Directors.

ARTICLE 6 MEETINGS

SECTION 6.1 PLACE AND TIME OF MEETINGS

Annual, regular, and special meetings of the Board of Directors shall be held at such place and time as the President, in consultation with the Executive Director and the other Directors—or a majority of the Board—shall decide.

SECTION 6.2 ANNUAL MEETING

The annual meeting of the Council shall be held during the first quarter of each fiscal year, as may be specified more particularly in the notice, or call for the meeting, or at

such other time as the Board of Directors may direct.

SECTION 6.3 NOTICE

Written notice stating the place, date, and time of any annual, regular, or special meetings of the Board of Directors shall be delivered—either personally, by mail, by fax, or by email—to each Director, not less than seven (7) days before the date of such meeting; notice shall be given by or at the direction of the President, Executive Director, or Secretary. If required by law or these Bylaws, the purpose, or purposes for which the meeting is held shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Council, with postage thereon prepaid.

SECTION 6.4 WAIVER OF NOTICE

Any Director may waive notice of any annual, regular, or special meeting. A signed waiver—or the attendance of a Director at any annual, regular, or special meeting—shall constitute a waiver of notice, except where a Director attends for the specific purpose of objecting to the transaction of business because the meeting was not called or convened in accordance with law or these Bylaws.

SECTION 6.5 CONSENT ACTIONS

To the extent allowed by law, any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting by written consent setting forth the action to be taken, signed by all of the Directors before such action is taken. Written consent may be provided by a director utilizing email or other electronic means that provide a record of the communication.

SECTION 6.6 PARTICIPATION IN MEETINGS THROUGH ELECTRONIC MEANS

Unless otherwise provided by law, the Board may authorize Directors to participate in a meeting of the Board by means of conference telephone or similar communication equipment, provided that all persons participating in the meeting can hear each other. Participation in a meeting through electronic means shall constitute presence in person at the meeting.

SECTION 6.7 OPEN OR CLOSED SESSIONS

The Board has the discretion to conduct its meetings in open or closed session, and to invite individuals or groups to observe or participate in any portion of any meeting.

SECTION 6.8 QUORUM

A majority of the Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Unless otherwise specified by law, the Articles of Organization or these Bylaws, a vote of a majority of Directors in attendance at a meeting at which a quorum is present shall be sufficient to adopt any resolution. Each Director shall be entitled to one vote upon all items of business transacted at a meeting of the Council; voting may not be done by proxy.

SECTION 6.9 MINUTES AND RECORDS

The Board shall ensure that the Council maintains: (i) complete and accurate records of account and accurate written minutes of meetings of the Board and committees in such form and at such location as to allow for ready access by Directors, and (ii) a record at its principal office of the current Directors, including names, addresses and email addresses.

SECTION 6.10 PARLIAMENTARY RULES

Roberts Rules of Order shall serve as the procedural rules for conducting Board meetings unless the Board adopts another set of rules.

ARTICLE 7 COMMITTEES OF THE BOARD

SECTION 7.1 ESTABLISHMENT OF COMMITTEES

The Board may delegate authority to committees, Directors, employees, and others as it deems necessary, in order to carry out the Council's purposes, provided that such delegation is in accordance with law and other provisions of these Bylaws.

The Board may establish committees and taskforces as it deems appropriate to assist the Council in accomplishing its work. The duties and responsibilities of committees and taskforces shall be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board, however, a director must serve as the chair. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Additionally, the Board will appoint an Accreditation Committee that reviews all application materials, Self-study Report, Site Visit Report, and other pertinent information to make accreditation decisions for a school or program.

ARTICLE 8
FEES, CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 8.1 FEES

The Board may establish all dues and fees for accredited programs and may determine such penalties as it deems appropriate for non-payment.

SECTION 8.2 CONTRACTS

The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Council, and any such authorization may be general or confined to specific instances. In the absence of any other designation, all such contracts and instruments shall be executed in the name of the Council by the President or Executive Director.

SECTION 8.3 LOANS

No indebtedness shall be contracted on behalf of the Council, and no evidence of any such indebtedness shall be issued in its name, unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

SECTION 8.4 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent, or agents, of the Council and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

SECTION 8.5 DEPOSITS

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 8.6 GIFTS

The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 9

AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

SECTION 9.1 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

SECTION 9.2 AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

ARTICLE 10 CALIFORNIA AND FEDERAL LAW

SECTION 10.1 LAW CONTROLS

In the event that any provisions contained in these Bylaws are inconsistent with the laws and regulations of the State of California, or that these Bylaws do not address a specific operational or procedural issue, the laws and regulations of the State of California shall control.

SECTION 10.2 REQUIRED REPORTS AND FILINGS

Required Reports and Filings. The Board shall ensure that all corporate reports and other filings required under the laws and regulations of the State of California and the U.S. Federal Government are accurate and submitted in a timely manner.

Adopted: June 28, 2021

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Council named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Council on the date set forth above.

James Ventresca, Secretary