

**BYLAWS
OF
SOCIETY FOR INTEGRATIVE ONCOLOGY, INC.
(A New Jersey Domestic nonprofit corporation)**

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ARTICLE I: OFFICES

The initial principal office of the corporation in the State of New Jersey shall be located in the City of Mount Royal. The corporation may have such other offices, either within or without the State of New Jersey, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of New Jersey a registered office, and a registered agent whose office is identical with such registered office, as required by the New Jersey Domestic Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the State of New Jersey, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II: MEMBERS

Section 1. Classes of Members. The corporation shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

General Membership available to all persons or entities with an interest in research diagnosis and treatment related to the use of integrative therapies related to oncology, as determined by the Board of Trustees and officers of the corporation.

Section 2. Election of Members. Members shall be elected in a manner prescribed by the Board of Trustees and administered by the officers of the corporation.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Trustees, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing as determined in the discretion of the Board of Trustees. The membership of any member who shall be in default in the payment of dues for the period fixed in **Article XI** of these bylaws shall be terminated.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. For a former member whose membership was suspended or who was expelled for cause, upon written request signed by such former member and filed with the Secretary, the Board of Trustees may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III: MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time and place as the Board of Trustees shall set forth in a notice to the Members, for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Trustees, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Trustees may designate any place, either within or without the State of New Jersey, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of New Jersey; but if all of the members shall meet at any time and place, either within or without the State of New Jersey, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, personally or by postal or electronic mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called 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 or her address as it appears on the records of the corporation, with postage thereon prepaid. If sent via electronic mail, the notice of a meeting shall be deemed delivered when transmitted to the electronic mail address maintained by the member in their online profile connected to the membership database.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Action. If a notice of meeting of the members has been duly given pursuant to the provisions of these Bylaws, a majority of the members present in person or by proxy may take any action in accordance with these Bylaws.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

Section 9. Voting. In the case of any election in which members are entitled to vote, including but not limited to the election of Trustees, the Board of Trustees shall have the power to determine the method and manner by which such election shall be held. Regardless of whether the election is held by mail or at a meeting of members, the Board may provide that the candidate or candidates receiving the largest number (or numbers) of votes shall be considered duly elected.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of New Jersey or members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of Trustees shall be not less than one (1) nor more than twenty-five (25). Each Trustee shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Trustees may provide by resolution the time and place, either within or without the State of New Jersey, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or one-third of the number of Trustees in office, but not fewer than two. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of New Jersey, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall be given at least two days previously thereto by written notice delivered personally or sent by postal or electronic mail to each Trustee at his postal or electronic address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid or when transmitted to the electronic mail address maintained by the trustee in their online profile connected to the membership database. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Trustees. Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

Section 11. Nomination and Election of Trustees. Any member may nominate candidates to stand for election as Trustees, provided such nomination(s) are submitted in writing to the Secretary of the corporation prior to the meeting of members at which such Trustees are to be elected, together with the identity of the nominator. Trustees elected by members shall serve staggered terms of three years. Upon recommendation of the Executive Committee, a Trustee elected by the Board of Trustees may be re-elected for one additional three-year term. Nominations and elections by the membership shall be held once per year for the terms up for election. The Trustees shall be elected by the Board of Trustees annually in such manner and pursuant to such procedure as proscribed by the Board of Trustees in a duly adopted resolution, except as provided in **Section 8** hereof. Each Trustee elected shall hold office until such Trustee's successor is elected and qualified or until the Trustee's earlier death, resignation or removal.

Section 12. Attendance via Telephone. Members of the Board of Trustees may participate in a meeting of the board by any communication means via which all participating Trustees can simultaneously interact during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE V: OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, one or more President-Elect, Vice Presidents (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The President may serve a two-year term. The President-Elect shall serve a term, concurrent with the President's term and shall then succeed to the presidency. The other officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Trustees. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. President-Elect. In the absence of the President or in event of his or her inability or refusal to act, the President-Elect 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 President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

Section 7. Vice President Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees. In the absence of the President and President-Elect or in event of their inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) 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.

Section 8. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such

moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions in **Article VII** of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

Section 9. Secretary. The Secretary shall be responsible for the recording and preservation of minutes of meetings of the members and of the Board of Trustees in; ensure all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; maintain contact records for each member as supplied by such member; 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 or her by the President or by the Board of Trustees.

Section 10. Assistant Treasurers and Assistant Secretaries. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Trustees.

ARTICLE VI: COMMITTEES AND SPECIAL INTEREST GROUPS

Section 1. Committees of Trustees. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of two or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation, except that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Trustee or office of the corporation; amending the articles of incorporation, restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law.

Section 2. Standing Committees. The standing committees of the Association shall be the Executive Committee, the Nominating Committee, the Finance Committee and such other standing committees as may be created, from time to time, either by resolution of the Board of Trustees. Such resolutions shall define the respective powers and duties of such committees.

Section 3. Executive Committee. The Executive Committee of the Association shall consist of: President of the Association; President-Elect of the Association; Treasurer of the Association; Immediate Past President of the Association, Secretary, Treasurer-Elect, and Vice President of Advancement. Between meetings of the Board of Trustees, the Executive Committee shall manage the business, affairs and activities of the Association; and it shall study and report to the Board of Trustees on all matters referred to it. The Committee shall report to the Board of Trustees at each meeting thereof on the actions taken by it since the previous meeting of the Board of Trustees.

Section 4. Nominating Committee. The Nominating Committee shall consist of the Immediate Past President, current President and President-Elect. This Committee shall be responsible for receiving and reviewing nominations and preparing a slate of nominees pursuant to such procedures as proscribed by the Board of Trustees.

Section 5. Finance Committee. The Finance Committee shall consist of the Treasurer, who shall serve as Committee Chair, the Treasurer-Elect, the current President, and President-Elect. This Committee shall be responsible for the continuing supervision of all of the financial affairs of the Association and for the development of an annual operating budget, to be approved by the Board of Trustees.

Section 6. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Trustees present at a meeting. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 7. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 8. Co-Chairs. Two members of each committee shall be appointed co-chair by the person or persons authorized to appoint the members thereof.

Section 9. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10. Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 11. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

Section 12. Special interest groups. The Board of Trustees may establish and dissolve special interest groups in such manner as proscribed by provisions of the Standard Operating Procedures adopted by the Board.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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.

Section 2. Checks, Drafts, etc. All checks, drafts or 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 resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII: CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Trustees may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, if requested by the member, a certificate of membership may be issued in his or her name and delivered to him or her by the Secretary or his or her designee, if the Board of Trustees shall have provided for the issuance of certificates of membership under the provisions of **Section 1** of this **Article VIII**.

ARTICLE IX: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, in print or electronic form, and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time upon provision of reasonable notice.

ARTICLE X: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI: DUES

Section 1. Annual Dues. The Board of Trustees may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues. Dues shall be payable at such time as the Board of Trustees shall determine in writing.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Trustees in the manner provided in **Article III** of these bylaws.

ARTICLE XII: SEAL

The Board of Trustees may provide a corporate seal, which shall be in the form and substance as the Board of Trustees shall determine.

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Jersey Domestic Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Electronic signature and delivery is allowed by New Jersey law; mode of delivery is not specific herein.

ARTICLE XIV: DISTRIBUTION OF ASSETS ON DISSOLUTION

Although the period of duration of the Corporation is perpetual, if, for any reason, the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds thereof shall be distributed to, or inure to the benefit of, any of the Trustees or officers of the Corporation. Subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the New Jersey Domestic Nonprofit Corporation Act, such property shall be distributed as directed by the Board of Trustees exclusively for the purposes of the Corporation, among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding future provisions of the Federal tax law. Any of such assets not so disposed of shall be disposed of by a court having jurisdiction over the Corporation, exclusively for such purposes, or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.