

BYLAWS OF THE SOCIETY FOR CLINICAL AND MEDICAL HAIR REMOVAL
A New York Not-For-Profit Corporation

ARTICLE I

Title

The name of this corporation is the Society for Clinical and Medical Hair Removal (“SCMHR”), which may be known hereinafter as the Society or SCMHR.

ARTICLE II

Purpose

The purpose of this corporation is:

- a. To serve as an international registry of clinical and medical hair removal specialists;
- b. To establish the highest standards of ethical conduct for the guidance of its members;
- c. To encourage attainment of the highest degree of excellence in the practice of the health-related science of hair removal technology;
- d. To develop a program for elevated relationships among the hair removal specialists, health-related professions and the general public;
- e. To enhance the public image of hair removal as a science and as a profession, and to bring to public attention the availability and advantages of the services offered by members of the Society;
- f. To maintain a program of progressive and continuing education for members of the hair removal profession;
- g. To provide its members with a forum for the exchange of professional information and ideas; and
- h. To perform any other acts necessary to promote or support the hair removal professions.

ARTICLE III

Membership

Membership in the Society is a privilege, not a right, and shall be encouraged from all interested in hair removal. There shall be no discrimination in membership selection based on race, religion, national origin, gender or physical handicap.

Section 1: Classifications.

Membership in the Society shall be in one of the six classifications of membership as set forth below. The Board of Directors (the “Board”) shall have the authority to create new membership categories as it deems appropriate and as necessary to reflect changes in demographics and/or the industry. Each member must sign the Society’s Code of Ethics.

- a. Individual Member. Any practicing hair removal specialist who meets any one of the following qualifications shall be an Individual Member:
 - i. Is licensed or registered as an aesthetician, electrologist, hair removal technician, nurse, physician, or physician assistant, if licensing or registration is required by the state, province, district or other legal geographical domain in which the individual practices;

- ii. Has successfully passed one or more certification examinations given by the International Commission for Hair Removal Certification;
- iii. Supplies evidence, satisfactory to the Board, of graduation from a bona-fide program of education commensurate with the scope of knowledge required by the state, province, district or other legal geographical domain in which this individual practices.

Individual members shall be entitled to vote and hold office and shall pay dues.

- b. Life Member. An Individual Member may become a Life Member by meeting the dues and other requirements set forth by the Board at the time of application for Life Membership. Life Members may vote and hold office, but shall not be required to pay additional Society membership dues subsequent to paying Life Member dues.
- c. Student Member. A Student Member shall be an individual who is enrolled in an educational program recognized by the Board. A Student Member shall pay reduced dues and fees and shall not be entitled to vote or hold office in the Society. A Student Member may be appointed to a committee where the Student Member may vote or hold office.
- d. Emeritus Member. At the discretion of the Board, Emeritus Membership may be conferred on a retired or inactive Individual Member who is at least 63 years of age, who has been active in the affairs of the Society, and who has demonstrated unusual capacity and interest in dealing with professional issues and contributing to the progress of hair removal technology. Emeritus Members may vote and shall pay reduced dues, but shall not be permitted to hold elective office.
- e. Honorary Member. At the discretion of the Board, Honorary Membership may be conferred upon an individual who is not otherwise qualified as a member of the Society, but who has been active in the affairs of the Society and/or who has demonstrated unusual capacity and interest in dealing with the professional issues of and in contributing to the progress of hair removal technology. An Honorary Member shall not be entitled to vote or hold elective office and shall not pay dues.
- f. Sustaining Member. A Sustaining Member may be an individual, institution, society, association, agency, corporation, group, academic institution, clinical facility, commercial firm, or other entity with an interest in advancing hair removal technology. A Sustaining Member shall pay annual dues, but shall not be entitled to vote or hold office.

Section 2. Election to Membership.

Membership shall be conferred, reclassified or revoked at the discretion of the Board. An application for membership in any category must be submitted in accordance with policies set forth by the Board. Upon acceptance of a membership application, the Board (or an individual or committee acting on behalf of the Board) shall issue to the member a certificate. Membership certificates are nontransferable.

Section 3. Payment of Annual Dues and Fees.

- a. Amount. The amount of membership dues and fees shall be determined by the Board. All membership renewal dues are payable to the Society on or before July 1 of each year.
- b. Non-payment. Any member who fails to timely pay dues or any other established fee as set forth by the Board shall no longer be deemed to be a member of the Society and shall be prohibited from using the name of the Society in any manner.
- c. Reinstatement. Any member whose membership has lapsed for any period up to one fiscal year may be reinstated retroactively by paying in full any outstanding membership dues. A member whose membership has lapsed for more than one fiscal year shall reapply as a new applicant.

Section 4. Loss of Membership

Membership shall terminate upon any of the following events: a member's death, resignation, or expulsion by the Board; a member's failure to pay dues; or dissolution and liquidation of the Society pursuant to Articles X and XI of the New York Not-for-Profit Corporation Law.

Section 5. Use of the Society's Name.

No member shall use the Society's name for any purpose other than to state that the member is a member of the Society unless otherwise permitted by the Board.

ARTICLE IV**Operating Standards****Section 1. Governing Authority.**

The management of the affairs of the Society shall be vested in the Board of Directors.

Section 2. Annual Membership Meeting

An Annual Membership Meeting shall be held at least once each year to administer the affairs of the Society, receive reports of the various officers and committees, and/or act upon any other matter placed before the membership. The Board shall set the exact date and place of the Annual Membership Meeting at least three months prior to the meeting.

Section 3. Special Membership Meetings.

- a. Special meetings of the membership may be called by (i) the Board of Directors, or (ii) ten percent of the members of the Society in good standing at the time that the meeting is called. In the event a special meeting is called by members of the Society as set forth in this section, the demand for a special meeting must be made in writing, signed by each member requesting the special meeting, and specifying the purpose of the meeting as well as the date and month of the special meeting, which shall not be less than two or more than three months from the date that the demand is received by the Board.
- b. Notice of a special meeting shall be sent electronically or to the last recorded address of each member at least 14 days prior to the time appointed for the meeting. The notice shall contain the date, time, and place of the meeting, and shall state the purpose of the meeting and by whom the meeting was called.

Section 4. Quorum at a Membership Meeting.

Members entitled to cast one-tenth of the total number of votes entitled to be cast shall constitute a quorum at a meeting of members for the transaction of business.

Section 5: Voting.

On any matter to be voted upon by members, each member with voting rights shall be entitled to one vote. There shall not be voting by proxy or cumulative voting. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the membership of the Society, except where otherwise provided by law or these bylaws, and except that voting for the election of Officers and Directors shall be by mail and/or electronic ballot. In a vote taken electronically or by hard copy ballot outside of a membership meeting, a plurality of the votes cast shall decide.

Section 6. Election of Officers and Directors.

The election of officers and directors shall be conducted by mail or electronic ballot as set forth in *SCMHR's Policy and Procedures Manual*.

The slate of candidates as prepared by the Nominating Committee shall be sent electronically or by mail ballot to all eligible voters at least 60 days prior to the membership meeting. Ballots pertaining to the election of officers and directors must be electronically or physically signed for validation. Each eligible voter is entitled to one vote. The Board shall appoint an objective third-party (who may be an employee of the Society) to receive, open, and tally ballots. A plurality of the votes cast shall elect.

Section 7. Remuneration.

The officers and members of this Society shall serve without any pecuniary remuneration for their time and effort. No fees derived from the Society shall accrue to any one person. However, reimbursement shall be made to officers, directors and members for expenses incurred in connection with the Society's business and authorized by the Board.

Section 8. National Office.

The principal office of the Society shall be located within or without the State of New York, as determined by the Board. The Board shall have the authority to change the principal office from one location to another.

ARTICLE V

Fiscal Affairs**Section 1. Fiscal Year.**

The fiscal year shall be July 1st through June 30th.

Section 2. Currency Standard.

All monies paid to the Society in currency, checks, drafts, or other payments of money shall be in United States currency.

Section 3. Authority to Expend

All checks, drafts and other orders for the payment of money, notes or other evidence of indebtedness in the name of the Society shall be signed by the Treasurer or an agent authorized by the Board. In the absence of the Treasurer or authorized agent, the President shall sign in the name of the Society.

Section 4. Budget.

In a timely manner each year, the Treasurer shall prepare and submit a proposed budget to the Board showing the anticipated income and source thereof and all anticipated expenditures. The Board shall, after making any changes it deems necessary, adopt the budget for the following fiscal year.

ARTICLE VI

Officers

Section 1. Titles.

The elected officers of the Society shall be a President, Executive Vice President, Secretary, Treasurer, and no fewer than three, but no more than six Vice Presidents as determined by the Board.

Section 2. Terms of Office.

The term of office for all officers shall commence at the adjournment of the meeting at which the previous term expired. The term for office for officers shall be two years. No member shall serve in the same office for more than three consecutive terms, or a total of six years. Any person serving more than one year to fill a vacancy in an office shall be deemed to have served a full term.

Section 3. Transfer of Records.

At the expiration of an officer's service, that officer shall, within 30 days, return to the Society all books, papers, records and other property of the Society which were acquired during the term of office in connection with the performance of the duties of that office.

ARTICLE VII

Duties of Officers

Section 1. The President.

The President shall be the Chief Executive Officer of the Society and shall exercise general supervision and control over all activities of the Society. The President:

- a. Shall preside at all meetings of members and directors;
- b. May sign, with the Treasurer or other officer or agent duly authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution of such instruments has been expressly delegated by the Board to some other officer(s) or agent(s) of the Society; and
- c. Shall perform all other duties generally incident to the office of President and such other duties as may be prescribed by the Board of Directors.

At the end of the President's term or upon stepping down from that office, he or she shall become the Immediate Past President.

Section 2: The Executive Vice President.

In the event of the President's inability or refusal to act, the Executive Vice President shall perform, until such time as the President is again able or willing to act or the expiration of the President's term, whichever event occurs first, 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 Executive Vice President shall perform such additional duties as may, from time to time, be assigned to him or her by the President or by the Board. The Executive Vice President may become President for the following term only if duly nominated and elected to be President.

Section 3. The Vice Presidents.

The Vice Presidents shall perform the duties of the officers of Programs, Membership, Professional Education and any other offices to be created by the Board.

Section 4: The Secretary.

The Secretary shall:

- a. Keep minutes of meetings of members and Board of Directors;
- b. See that all notices are duly given in accordance with these bylaws or as required by law;
- c. Perform all duties generally incidental to the office of Secretary and such duties as may, from time to time, be assigned to the Secretary by the President or the Board.

Section 5: The Treasurer.

The Treasurer shall:

- a. Provide the Board with an accurate account of the financial condition of the Society at each meeting of the Board;
- b. Provide a summary financial report for the Annual Membership Meeting;
- c. Submit proposed budget to the Board in a timely manner;
- c. Perform all duties generally incidental to the office of Treasurer and such duties as may, from time to time, be assigned to the Secretary by the President or the Board.

ARTICLE VIII**Executive Committee**

The Executive Committee shall be comprised of the President, Secretary, Treasurer, and Immediate Past President.

ARTICLE IX**Board of Directors****Section 1. Organizational Structure and Number of Directors.**

The elected officers and the Immediate Past President shall constitute the Board. Each member of the Board, with the exception of the President, is entitled to one vote. The President is not entitled to a vote unless a vote by the members of the Board results in a tie, in which case the President may cast the deciding vote.

Section 2. Duties.

The Board of Directors shall:

- a. Manage and conduct the affairs of the Society;
- b. Have the authority to delegate the performance of any duties or the exercise of any powers to such officers and/or agents as the Board may, from time to time, by resolution, designate;
- c. Formulate and adopt policies and procedures relating to the operation of the Society;
- d. Report to the Society at each Annual Membership Meeting the business transacted by the Board during the preceding year;
- e. Establish the location of and provide funds for the operation of the Society's principal office;
- f. Select a place for the deposit of funds, provide for an annual audit of all financial records, and authorize distribution of Society funds;
- g. Confirm appointments made by the President to fill any vacancy in the chairmanship of a committee;
- h. Fill any vacancy on the Board;

- i. Determine the exact date and place of the Annual Membership Meeting;
- j. Approve, reclassify or revoke memberships;
- k. Determine the amount of dues applicable to each category of membership;
- l. Establish, maintain, and revise as it deems necessary a manual for the Society, called *SCMHR's Policy and Procedures Manual*.
- m. Contract with operations management;
- n. Undertake additional activities as necessary in support of Society operations;
- o. Board members may be appointed to serve as committee chairs.

Section 3. Meetings.

Regular meetings of the Board shall be fixed by the Board so as to be held at least once each calendar year.

Section 4. Quorum.

The quorum of the Board shall be a majority of the members of the Board who are eligible to vote.

Section 5. Voting.

Voting on any action may take place at an in-person meeting of the Board, by telephone conference, or by e-mail.

Section 6. Failure to Attend Meetings.

Should any officer or other member of the Board be absent from two consecutive meetings of the Board without sending a communication to the President or Secretary stating the reason for the absence, or if the excuse for such absence should not be acceptable to the members of the Board, that office may be declared vacant by a majority vote of the Board.

Section 7. Vacancies.

When a vacancy occurs on the Board by death, resignation, or otherwise, other than a vacancy in the office of Immediate Past President, the office shall be filled by an appointment by the President and approval by the Board. In the event of the temporary absence or disability of any officer, the President, in consultation with the Board, shall have the power to designate another elected officer to perform the duties of that office until the officer is able to resume the office.

Section 8. Gifts.

The Board may accept, on behalf of the Society, contributions, gifts, bequests, or devices for the general purposes of the Society or for any special purpose.

ARTICLE X

Committees

Section 1. Duties of and Term of Office for Standing, Functional and Ad Hoc Committees.

In addition to the committees set forth in this Article X, the Board shall have the authority to create additional committees it deems necessary or appropriate. Committee chairs shall appoint the remaining members of their committee, subject to confirmation by the Board. The term of the committee chairs shall be determined by the Board.

Section 2. The International Commission for Hair Removal Certification (ICHRC). ICHRC, as a special committee of SCMHR, shall be the certification arm of the Society. The Board shall determine the number of members to serve ICHRC. ICHRC is responsible to the Board, which has the authority to approve or reject, at its own discretion, any ICHRC action. All policies and procedures, including any modifications, additions or deletions thereto, developed by ICHRC for ICHRC's use, shall not become effective unless first approved by the Board.

- a. ICHRC shall provide and be responsible for the development, implementation and administration of certification examinations;
- b. ICHRC members shall have no part, either directly or indirectly, in the development and/or presentation of examination preparation guides, classes, manuals, or aids;
- c. ICHRC members shall not disclose to anyone specific content, including without limitation, exam questions, of any ICHRC certification examination. ICHRC may, at its discretion, publish general information such as broad topics that may be included in the certification examinations, (i.e., Sterilization & Sanitation, Patient History, etc.).

Section 3. The Education Committee.

The Education Committee shall undertake the development of appropriate educational resources and opportunities as defined by the Board. Specific duties and responsibilities are defined in SCMHR's Policy and Procedures Manual.

Section 4. The Nominations Committee.

At the Annual Membership Meeting held in each even-numbered year, the President shall appoint a Nominations Committee consisting of one Board member and two members not on the Board who have been Society members for at least one year. The Nominations Committee will develop a slate of candidates to run in the next election, present the slate to the Board for their approval, and perform such other duties as specified by the Board.

ARTICLE XI

Parliamentary Authority

The latest edition of *Roberts Manual of Parliamentary Law and Procedure* shall be the parliamentary authority for the Society, except where superseded by these bylaws or by law.

ARTICLE XII

Amendments

These bylaws may be amended by a majority of votes cast by the membership, which vote may be taken electronically and/or by mail ballot.

ARTICLE XIII

Dissolution

Voluntary dissolution may be affected pursuant to Article 10 of the New York Not-for-Profit Law.