

**BYLAWS
OF
AMERICAN SOCIETY OF
THERMALISM AND CLIMATOLOGY,
INC.**

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PREAMBLE

MISSION STATEMENT

The AMERICAN SOCIETY OF THERMALISM AND CLIMATOLOGY, Inc. (the “Society”) is the nationwide, community based, voluntary health organization dedicated to the development of a thermal culture in America among professionals of medicine and consumers. It intends to be a recognized seat for study and research of natural factors (spring mineral water, mud, seaweed, seawater, climate, etc.), and use these factors in different therapeutic in today’s medicine. In addition, we will also be working with mass media, giving complete information on how to achieve virtuous health by preventing disease, saving lives from disease, and diminishing suffering from disease through research, education, advocacy, and service.

ARTICLE I

BOARD OF DIRECTORS

Section 1.1 Role and Composition:

(a) Role: The Board of Directors is responsible for managing the affairs of the Society and may exercise all the powers and authority granted by law.

(b) Composition of the Board of Directors: The Board of Directors shall consist of the following members:

- i. Three(3) Officers, which shall include the Chair of the Board of Directors, the First Vice President, the Second Vice President, , as described in Article III;

Each member of the Board of Directors shall have voting rights. Directors and Directors-at-Large shall be elected to serve two-year terms, which will commence at the beginning of the next fiscal year and expire at the end of the fiscal year in two years unless a lesser term is required to fill a vacancy or to maintain a balance among medical and lay members of the Board of Directors. No individual shall be nominated for membership on the Board of Directors as either a Director or Director-at Large if his or her election will result in service of more than t h r e e two-year terms.

Section 1.2 Directors: The Nominating Committee shall select one nominee from each Division to fill the positions of those Directors whose terms are expiring, drawn from a pool of four nominees forwarded from that Division. At least one of the names submitted in the pool of four from each Division must include an individual from a racially or ethnically diverse background. If a Division submits fewer than four nominees, the Nominating Committee, after discussion with that Division, shall fill out the Division's pool with additional nominees from that Division identified by the Nominating Committee. The remainder of the Director positions shall be elected from the remaining nominees submitted by the Divisions. Except as set forth in the paragraph below, no Division may have more than two (2) of the twenty-four (24) Director positions.

In addition to the Board member position per each Division described in the paragraph above, upon the merger of two or more Divisions, the Nominating Committee may, consistent with maintaining the balance between medical and lay members, re-nominate existing Directors from the merged Divisions for the period that such individuals would have been entitled to serve had the Divisions not merged. The merger of two or more Divisions shall not affect the term of any currently serving Director.

Section 1.3 Directors-at-Large: The Nominating Committee shall nominate individuals demonstrating significant insights, skill or expertise regarding the Thermalism from the medical or lay community to serve as Directors-at-Large to the Board of Directors to fill the positions of those Directors-at-Large whose terms are expiring.

Section 1.4 Honorary Life Members of the Society: A person of eminence who has rendered outstanding service in the Thermalism may, on nomination by the Board of Directors or by the Nominating Committee, be elected as an Honorary Life Member of the Society at any meeting of the Board of Directors.

Section 1.5 Definition of Medical Profession: For the purposes of these Bylaws, the "Medical Profession" shall be defined as spa doctor, doctor of medical hydrology, doctor in medical climatology, doctors of medicine, doctors of dental medicine, doctors of dental surgery, doctors of osteopathic medicine, doctors of philosophy in the biological sciences, and doctors of science. Additionally, nurses, pharmacists, and social workers shall be defined as part of the Medical Profession if they have Master's degrees.

Section 1.6 Compensation. Board members shall be compensated for serving on the Board of Directors, and be reimbursed for reasonable and necessary expenses incurred on behalf of the Society.

Section 1.7 Resignations. Board members may resign from the Board of Directors by giving written notice to the Secretary of the Society. Upon receipt of a resignation of a Director, the Secretary shall promptly give written notice to the Division from which such Director was elected.

Section 1.8 Meetings: The Board shall hold at least three (3) regular in-person meetings each year. Additional meetings shall be held either in-person or via conference telephone at such times and places as the Board shall determine. Special meetings may be called by the Chair of the Board of Directors or any ten (10) members with written notice outlined in Section 1.10.

Section 1.9 Nationwide Leadership Summit: Each year, the Society shall hold a Nationwide Leadership Summit to ensure linkage throughout the organization from the community through top volunteer and staff leadership. The summit will include the Board of Directors, volunteer leaders selected by each Division Board, and staff members including Staff Officers and Division executives. The agenda for the Nationwide Leadership Summit will include an organizational progress report, engagement on the Society's strategy, recognition of award recipients, and additional topics that enhance the Society's ability to deliver on its Mission.

Section 1.10 Notice of Meetings: The Secretary shall give to each Board member not less than twenty (20) calendar days' written notice of meetings of the Board of Directors by mail, facsimile, e-mail, or other means of electronic transmission. At the request of the Chair of the Board of Directors or any ten (10) members, the Secretary shall immediately call a special meeting of the Board of Directors, which may be held upon not less than seven (7) calendar days' notice, given to each member of the Board personally or by mail, facsimile, telephone, e-mail or other means of electronic transmission. The notice of regular or special meetings shall, in each case, state the time and place of meeting. Notice shall be deemed given on the day it is sent.

Section 1.11 Quorum, Adjournments and Voting: Two-thirds of the serving membership of the Board of Directors, present in person or by telephone as specified in Section 1.17 of this ARTICLE I, shall constitute a quorum for the transaction of business; but in the absence of a quorum the presiding officer may adjourn the meeting until a quorum is present. Where a quorum is present the vote of the majority of the entire serving Board membership shall decide any question brought before the meeting, except as otherwise provided by law and for matters specified in the Charter Agreement.

Section 1.12 Representation by Proxy: Representation by proxy at meetings of the Board of Directors shall not be recognized.

Section 1.13 Presiding Officers: The Chair of the Board, and in his or her absence or disability the Chair-Elect of the Board, and in his or her absence or disability the Vice Chair of the Board, shall preside at every meeting of the Board of Directors. If neither the Chair of the Board, the Chair-Elect of the Board, nor the Vice Chair of the Board is present and willing to serve as chair of the meeting, the Board of Directors shall appoint from among the members present a Chairperson to preside at such meeting.

Section 1.14 Rules and Regulations: The Board of Directors may from time to time make such rules and regulations as it may deem proper for its own governance and for the transaction of its business, except as otherwise provided in these Bylaws.

Section 1.15 Minutes: The Board of Directors shall keep regular minutes of its actions.

Section 1.16 Action without a Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. The action taken in such vote shall be reported at the next meeting of the Board of Directors and the resolution and the written consents shall be filed with the minutes of the proceedings of the Board.

Section 1.17 Participation at Meetings by Conference Telephone: Any member of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting including the counting of any member so participating for purposes of a quorum and for voting on any matter coming before the meeting.

Section 1.18 Filling of Vacancies: In the event that a position of a Director or a Director-at-Large becomes vacant, the Board of Directors shall elect a successor. However, in the event that a position of a Director becomes vacant and leaves a Division without at least one (1) Director on the Board of Directors, the Board of Directors, after consultation with the unrepresented Division, shall select another candidate from the remaining pool of nominees forwarded to the Nominating Committee from that Division to serve the remainder of the term vacated.

Section 1.19 Conduct of Directors: Every member of the Board of Directors shall avoid conflicts between his or her individual interests and the interests of the Society in any and all actions taken by such member on behalf of the Society. Every such member shall conduct himself or herself in accordance with the requirements of law, these bylaws, and such other policies, including the Society's Code of Ethics policy and policies on conflicts of interest, as may from time to time be adopted by the Board of Directors. Each member shall be required to file a conflict of interest statement annually, but not later than December 31st prior to commencement of service and annually thereafter, with the Office of Corporation Counsel. A member not in compliance shall forfeit his or her voting privileges as a member of the Board of Directors and shall not qualify for reimbursable expenses until such time as a conflict of interest statement has been received.

ARTICLE II

COMMITTEES

Section 2.1 General: The Board of Directors may establish standing and special committees of the Board, as well as committees of the corporation, by a resolution adopted by a majority of the entire serving Board membership. For any such committee, the Board may make provisions for membership, establish procedures to govern the committee's activities, and, for standing committees, delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Society. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it or him or her by law.

Section 2.2 Audit Committee:

(a) Composition: There shall be an Audit Committee of the Board whose members shall be the Committee's Chair, and no fewer than four (4) other members of the Board of Directors. The Committee members, including the Chair, shall be appointed by the Chair of the Board, after consultation with the President, and approved by the Board of Directors. In addition, the Chair of the Board may select up to four (4) individuals who are not members of the Board to serve on the Committee in a non-voting advisory capacity. All Committee members and non-voting advisors shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a Committee member or advisor or give the appearance of lack of independence.

(b) Responsibilities: The Audit Committee shall assist the Board in its fiduciary responsibilities, provide oversight of the Society's accounting and auditing practices and internal control procedures in accordance with appropriate regulatory requirements and generally accepted accounting principles and auditing standards, and report its recommendations and findings to the Board of Directors. In addition, the Committee shall review and approve the plans, charter, and activities of Internal Audit Services.

In carrying out its responsibilities, the Audit Committee shall operate under a charter, which shall be approved by the Board of Directors, and shall review the charter annually for adequacy and recommend any necessary changes to the Board of Directors.

Section 2.3 Nominating Committee:

(a) Composition: There shall be a Nominating Committee of the corporation composed as follows:

- i. the Immediate Past Chair of the Board of Directors and the Immediate Past President;

- ii. one (1) representative, either a current or former member of the Board of Directors, from each Division, half of whom shall be from the Medical Profession and half from the laity, appointed by the Chair of the Board, in consultation with the President, and approved by the Board of Directors;
- iii. at the discretion of the Chair of the Board and President, up to four (4) additional members, who are either current or former members of the Board of Directors, half of whom shall be from the Medical Profession and half from the laity, appointed by the Chair of the Board, in consultation with the President, and approved by the Board of Directors; and
- iv. The President and Chair of the Board as non-voting members.

Members of the Nominating Committee shall serve one-year terms, each commencing no later than November 15th of each year and ending when his or her successor is chosen and qualified. No member of the Nominating Committee shall serve more than three one-year terms as a voting member. The chairship of the Nominating Committee shall alternate annually between the Immediate Past President and the Immediate Past Chair of the Board.

(b) Responsibilities: The Nominating Committee shall prepare a slate of nominees for election as President, President-Elect, First Vice President, Second Vice President, Chair of the Board of Directors, Chair-elect of the Board of Directors, Vice Chair of the Board of Directors, Treasurer, and Secretary, as well as Directors and Directors-at-Large to fill the positions of those Directors and Directors-at-Large whose terms are expiring at the end of the fiscal year. This slate shall be comprised so that the composition of the Board of Directors following the election shall be as stated in ARTICLE I, Section 1.1(b). In selecting nominees, the Nominating Committee shall consider such factors as it deems appropriate and in the best interests of the Society, including diversity. In carrying out its responsibilities, the Nominating Committee shall operate under a charter, which shall be approved by the Board of Directors, and shall review the charter annually for adequacy and recommend any necessary changes to the Board of Directors.

(c) Prohibition against Self-Nomination: No voting member of the Nominating Committee shall be nominated as an Officer; however, a member of the Nominating Committee is eligible to be nominated as a Director or Director-at-Large.

Section 2.4 Term of Committee Membership and Appointment to Fill Vacancies: Unless otherwise provided, each committee member shall serve from election or appointment until the end of the fiscal year or until his or her successor is elected or appointed and has accepted the office, whichever occurs later. In the event that any committee member ceases to be qualified for committee membership or to serve on such committee, the Chair of the Board, after consultation with the President, shall promptly appoint a successor.

Section 2.5 Quorum and Manner of Acting for Committees. A majority of the voting members of any committee shall constitute a quorum for the transaction of business at any

meeting, and, if a quorum is present, the vote of a majority of the voting members of such committee present at any meeting shall be the act of such committee.

Section 2.6 Participation at Meetings by Conference Telephone: Any committee member may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting including the counting of any member so participating for purposes of a quorum and for voting on any matter coming before the meeting.

Section 2.7 Compensation. Committee members shall not be compensated for serving on committees, but may be reimbursed for reasonable and necessary expenses incurred on behalf of the Society.

ARTICLE III

OFFICERS

Section 3.1 List of Volunteer Officers: The volunteer officers of the Society shall be a Chair of the Board of Directors, a Chair-elect of the Board of Directors, a Vice Chair of the Board of Directors, an Immediate Past Chair of the Board of Directors, a President, a President-elect, a First Vice President, a Second Vice President, an Immediate Past President, a Treasurer, and a Secretary, and such other officers as the Board may from time to time determine. None of these officers shall receive any monetary consideration for services. Except for the Immediate Past Chair of the Board and Immediate Past President, Volunteer officers shall be elected to serve one-year terms, commencing at the beginning of the next fiscal year and serving until the election and qualification of their respective successors, and shall hold office at the pleasure of the Board of Directors. The Immediate Past Chair of the Board and Immediate Past President shall assume to those positions automatically upon completion of their term as Chair of the Board and President, respectively, and shall serve one-year terms. Any volunteer officer may resign by notice in writing to the President or the Secretary.

Section 3.2 Chair of the Board of Directors: The Chair of the Board of Directors, who shall be from the laity and shall have the necessary background and leadership qualifications as judged by criteria established by the Nominating Committee, shall preside at all meetings of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 3.3 Chair-elect of the Board of Directors: The Chair-elect of the Board of Directors, who shall be from the laity and shall have the necessary background and leadership qualifications as judged by criteria established by the Nominating Committee, shall have, in the absence or disability of the Chair of the Board of Directors, all the powers and perform all the duties of the Chair of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 3.4 Vice Chair of the Board of Directors: The Vice Chair of the Board of Directors, who shall be from the laity and shall have the necessary background and leadership qualifications as judged by criteria established by the Nominating Committee, shall preside in the absence of the Chair and Chair-elect at any meeting of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 3.5 Immediate Past Chair of the Board of Directors: The Immediate Past Chair of the Board of Directors shall be the most recent preceding Chair of the Board of Directors remaining eligible and available to serve and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 3.6 President: The President shall be a member of the Medical Profession and shall have the necessary background and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. The President shall perform such duties as are provided for in these Bylaws or as may be required by the Society's Certificate of Incorporation or as may from time to time be assigned by the Board of Directors.

Section 3.7 President-elect: The President-elect shall be a member of the Medical Profession and shall have the necessary background and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President, the President-elect shall have all the powers and perform all the duties of the President and shall perform any other such duties as may from time to time be assigned by the Board of Directors.

Section 3.8 First Vice President: The First Vice President shall be a member of the Medical Profession and shall have the necessary background and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President and President-elect, the First Vice President shall have all of the powers and duties of the President and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 3.9 Second Vice President: The Second Vice President shall be a member of the Medical Profession and shall have the necessary background and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President, President-elect, and First Vice President, the Second Vice President shall have all of the powers and duties of the President and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 3.10 Immediate Past President: The Immediate Past President shall be the most recent preceding President remaining eligible and available to serve and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 3.11 Treasurer: The Treasurer, who shall be from the laity, shall assist the Board of Directors in fulfilling its oversight responsibilities over the Society's financial

reporting, internal controls, internal-external audit process, and compliance with appropriate financial laws and regulations. The Treasurer shall ensure that the Board of Directors receives regular financial statements and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 3.12 Secretary: The Secretary, who shall be from the laity, shall monitor the keeping of the minutes of all meetings of the Board of Directors and all standing committees, and shall, when required by law or these Bylaws, give notice of meetings of the Board of Directors and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 3.13 Chief Executive Officer: The Board of Directors shall appoint, for such periods of time as the Board may determine, a Chief Executive Officer, who shall be the Chief Staff Officer of the Society, with responsibility for the administration of all affairs of the Society, reporting to and serving under the policy guidance of the Board of Directors.

Section 3.14 Additional Staff Officers: The Chief Executive Officer may appoint additional Staff Officers to carry out the administrative and program operations of the Society and for the performance of such staff functions as may be required.

Section 3.15 Compensation of Staff Officers: Staff Officers may receive monetary consideration for their services.

Section 3.16 Provisions Concerning Holding More Than One Office: The Board of Directors may, by resolution not inconsistent with these Bylaws, add to and define the duties of any Officer. Any offices may be combined and held by the same person except that the offices of President and President-elect shall not be held by the same person, the offices of Chair, Chair-elect and Vice Chair shall not be held by the same person and the offices of President and Secretary shall not be held by the same person.

Section 3.17 Filling Officer Vacancies: A vacancy in any volunteer office shall be filled by the Board of Directors at its next meeting.

ARTICLE IV

DIVISIONS

Section 4.1 Divisions and Charter Agreements: The Board of Directors shall be solely responsible for establishing incorporated and/or unincorporated Divisions, throughout the United States and its territories, to carry out the Society's charitable purposes under the Society's general direction. To facilitate achievement of the common charitable goals of the Society and the Divisions, the Board of Directors shall enter into Charter Agreements with incorporated Divisions and Charters with unincorporated Divisions. Each Division shall operate in accordance with its Charter or Charter Agreement.

Section 4.2 Non-Renewal or Termination of Charter Agreements: Charter Agreements with incorporated Divisions are subject to termination by the Board of Directors in accordance with its terms. Upon the non-renewal or termination of a Charter Agreement, the Division shall (i) discontinue and permanently refrain from the use of any name or symbol indicating that the Division is affiliated with the Society; and (ii) attempt to consummate, at the direction of the Board of Directors, a merger into another incorporated Division which consents to the merger. If a merger with another incorporated Division does not occur because there is no willing merger partner, then at the option of the Board of Directors, the Division shall either (i) terminate its affairs, distribute its net assets to the Society, dissolve and take such other actions as are provided in the Charter Agreement and in accordance with state law; or (ii) merge into the Society.

Section 4.3 Division Volunteer Leadership: Each Division shall have a board of directors of volunteer leaders that will: (a) facilitate the effective delivery of the Mission; (b) determine Thermalism control needs and help establish implementation strategies to address those needs in the communities it serves; (c) facilitate Division volunteer leadership development to help the Society achieve its Mission; (d) support fundraising activities at the Division and community levels; and (e) elect its successors.

ARTICLE V

FISCAL PROVISIONS

Section 5.1 Fiscal Year: The fiscal year of the Society shall be fixed from time to time by resolution of the Board of Directors.

Section 5.2 Authority to Withdraw Funds: Funds of the Society on deposit with any bank or trust company or other financial institution shall be subject to withdrawal on the signature of such person or persons as may be determined from time to time by resolution of the Board of Directors.

Section 5.3 Authority to Withdraw Securities: Securities of the Society deposited in any safe deposit box or held by a custodian shall be subject to withdrawal by such person or persons as may be determined from time to time by resolution of the Board of Directors.

Section 5.4 Investments: The Board of Directors shall have power to make investments of the funds of the Society and to change the same and may from time to time sell any part of the securities of the Society or any rights or privileges that may accrue thereon. The Board of Directors may delegate such powers to one or more executive officers of the Society and may from time to time authorize such person or persons as the Board may designate to execute and deliver, on behalf of the Society, proxies on stock owned by the Society, appointing persons to represent and vote such stock at any meetings of the stockholders, with full power of substitution, and to alter and rescind such appointments.

Section 5.5 Delegation of Authority Regarding Transfer of Securities: Any person or persons designated by the Board of Directors shall have authority to execute, under seal, such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Society.

Section 5.6 Audit: The books of account of the Society shall be audited annually by independent auditors who shall be appointed by the Board of Directors. A copy of the report of said audit shall be delivered to the Society for review annually by its Board of Directors.

Section 5.7 Annual Budget: The financial operation of the Society shall be prepared in accordance with the budgetary guidelines as formulated by the Board of Directors.

Section 5.8 Division of Funds: The Board of Directors shall set the policy on the division of funds received in the annual fund-raising programs and from other sources.

Section 5.9 Indemnification.

(a) Liability: Except as otherwise provided by law, no director or officer of the Society serving without compensation shall be liable to any person other than the Society based solely on such director's or officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

(b) Indemnification and Advancement Generally: Except as provided in Section 5.9(c) of this ARTICLE V, any person made, or threatened to be made, a party to any action, or proceeding, or investigation whether civil, or criminal, or administrative, by reason of the fact that such person, or such person's testator or intestate, is or was serving in a "Covered Capacity" (as defined in Section 5.9(i) of this ARTICLE V) shall be indemnified by the Society to the fullest extent permitted by applicable law in effect from time to time. The Society shall advance any such person's related and reasonable expenses, including without limitation attorneys' fees, experts' fees and consultants' fees, upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

(c) Limitations on Indemnification and Advancement: The Society shall not indemnify any person serving in a Covered Capacity if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which they were not legally entitled. No provision of this Section 5.9 shall permit or require indemnification or advancement of expenses insofar as such indemnification or advancement would constitute an "excess benefit transaction" within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended, (the "Code") or private inurement or an impermissible degree of private benefit for purposes of Section 501(c) (3) of the Code.

(d) Determination of Indemnification and Advancement: Any indemnification or advancement of expenses under this Section 5.9, unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that such indemnification or advancement is consistent with applicable law and these Bylaws. The determination shall be made by the Board by a majority vote of a quorum consisting of directors who were not parties to the matter giving rise to the claim for indemnification or advancement of expenses, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Enforcement of Indemnification and Advancement: If the Society refuses to indemnify any person who may be entitled to be indemnified or to an advancement of expenses under this Section 5.9, such person shall have the right to maintain an action in any court of competent jurisdiction against the Society to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by the Society for all fees and expenses (including without limitation attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement, or appeal of such action).

(f) Non-Exclusivity of Rights: The right to indemnification and the advancement of expenses conferred in this Section 5.9 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, provision of these Bylaws, agreement, vote of disinterested directors, or otherwise.

(g) Contract Rights: The rights to indemnification and to the advancement of expenses conferred in this Section 5.9 shall be contract rights, representing a bargained-for, contractual condition of an individual's service in a Covered Capacity. Such rights shall continue as to an indemnitee who has ceased to serve in a Covered Capacity and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Although this Section 5.9 may be amended or repealed, no such amendment or repeal shall release, terminate, or adversely affect the rights of a person to indemnification or advance of expenses under this Section 5.9 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit, or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(h) Insurance: The Society shall purchase and maintain insurance to indemnify the Society and its directors, officers, employees, volunteers and agents to the fullest extent permitted by applicable law in effect from time to time.

(i) "Covered Capacity": A person shall be deemed to serve in a "Covered Capacity" insofar as he or she serves as director, officer, employee, volunteer or agent of the Society or insofar as he or she serves any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Society. Unless the Board shall determine otherwise, any director or officer of the Society who shall serve as a director, trustee, partner, member, officer, employee, or agent of a corporation, partnership, joint venture,

trust, employee benefit plan or other enterprise of which the Society, directly or indirectly, is a member, shareholder, or creditor, or in which the Society is in any way interested, shall be presumed to be serving as such at the request of the Society. In the absence of this presumption, the Board shall determine whether a person is or was serving at the request of the Society, and it shall not be necessary to show any actual or prior request for such service. The Board's determination shall be final and binding on the Society and the person seeking indemnification or advancement of expenses.

(j) Severability: If any provision of this Section 5.9 or the application of any such provision to any person or circumstance is held invalid, illegal, or unenforceable for any reason whatsoever, the remaining provisions of this Section 5.9 and the application of such provision to other persons or circumstances shall not be affected thereby, and to the fullest extent possible the court finding such provision invalid, illegal, or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons entitled to indemnification and advancement of expenses under this Section 5.9, within the bounds of validity, legality, and enforceability.

Without limiting the generality of the foregoing, if any person who is or was serving in a Covered Capacity is entitled under the provisions of this Section 5.9 to indemnification for a portion but less than all of the liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, excise taxes or penalties, fines, and other expenses actually and reasonably incurred by him or her in connection with a threatened, pending, or completed action, suit, or proceeding (including without limitation the investigation, defense, settlement, or appeal of such action, suit, or proceeding), whether civil, criminal, administrative, investigative, or appellate, the Society shall nevertheless indemnify such person for the portion thereof to which he or she is entitled.

ARTICLE VI

MEMBERS

This corporation shall have members. All rights which would otherwise vest in members under the New Jersey Not-For-Profit Corporation Law shall vest in the Board of Directors.

ARTICLE VII

CORPORATE SEAL

The Corporate Seal of the Society shall be circular in form with the words "AMERICAN SOCIETY OF THERMALISM AND CLIMATOLOGY, Inc." on the circumference, and the word "Seal" in the center.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the entire Board of Directors at a meeting at which a quorum is present.

ARTICLE IX

BOARD MEETING PROCEDURES

The conduct of Board of Directors meetings will be governed by rules adopted by the Board of Directors. In case of a conflict between such rules and these Bylaws, these Bylaws will govern.

ARTICLE X

SUPPORTED ORGANIZATION

American Society of Thermalism and Climatology support these organization describe below:

A. - Gaviota Clinic with EIN 260471353. Gaviota clinic is a clinical research center funded and supported by American Society of Thermalism and Climatology. The government of both organizations are shared.

Gaviota Clinics a full-service, international Clinical Research Organization (CRO) serving the pharmaceutical, biotechnology, medical device and consumer healthcare industries. Gaviota provide comprehensive clinical trial management services for Phase 1-4 clinical research studies, including an inpatient Phase 1 facility and outpatient specialized research clinics.

As the clinical research organization that drives and accelerates enrollment, our commitment to you through every phase of research:

- Unique patient recruitment paradigm to shorten timelines
- Deep therapeutic expertise to ensure quality research
- Study continuity through limited study-personnel turnover
- Budget ownership to minimize change orders

Meanwhile, our new and enhanced Phase I clinic permits us to keep up with the demand for small, well-controlled studies with an emphasis on safety and quality control. Our expanded subject pool in combination with our unique and highly successful patient recruitment model, allows for accelerated enrollment as we continue to enroll and complete Phase I drug-dosing studies as well as a variety of Phase II studies.

The Gaviota Clinic government will appointment the Board of Directors of the American Society of Thermalism. The president of the American Society of Thermalism will be the principal Investigator and Director of Gaviota Clinic.

B. - American **Research University of Thermalism and Thalassotherapy (ARUTT)** with **EIN: 46-4950028**. University for the training of professionals in the field of Medical Hydrology and Climatology, Biometeorology, Spa techniques and other hydro-climatologic disciplines. The ARUTT aka Hippocrates University of New York is a center funded and supported by American Society of Thermalism and Climatology. The government of both organizations are shared.

ARUTT committed to promote, spread globally and advance the science of Thermal systems of medicines and its various branches like Thermalism, Medical Climatology, Biometeorology, Thalassotherapy, Spa clinics, and other branches of Thermal medicine and make people aware of this form of treatment of ailments, thereby raising the status of Thermal Medicine all over the world.

We are committed to advance and enhance the system of Thermal medicine by promoting scientific research and professional practice in this field. We aim to do this by promoting it, encouraging the practice, research and development in this field, and also setting very high benchmark of professional ethics, high standards of competence, unimpeachable conduct, in depth education, so that our degrees and certifications are valued among the practitioners' thereby promoting excellence of knowledge and practice of Thermal medicines. We aim to do this vide our thorough training, our well designed educational courses, our refresher courses and by way of frequently held seminars, lectures, meetings by conducting workshops, publishing reports & papers. Also hold regular discussions, debates, camps, exhibitions, to promote the cause of Thermal medicine. We frequently take out publications to foster interest in the field of Thermal medicine at in its practice.

Our Aim and Objective is to uphold the honor and dignity of the practitioners of Thermal medicine and to safeguard the interest of Thermal Medicine, its practice and its development. Our aim is to certify, supervise and compile a data base of practitioners who possess certificates, diplomas, degrees or etc. of the Institute/ council and also those that have qualified from other colleges or institutes that are affiliated to "**Hippocrates University of New York**" or any other genuine and quality institute, and also practitioners those who have vast practicing-experience in any of the branches of complementary and Thermal medicines. These shall be awarded by Registration Certificate and shall be considered as **Registered Medical Practitioner of Thermal Medicine [R.M.P. (T.M.)]**.

Our aim is to bestow rights of practicing to those **R.M.P. (TM)** s enrolled by "**Hippocrates University of New York**" as qualified practitioners and entitling them to practice, issue medical certificates that shall be legally accepted with regard to illness or fitness without any restriction. Our aim is also to enable the Faculty to be able to conduct examinations, teaching, and to establish educational institutes or colleges etc. that can award degrees [including Ph.D. (AM), M.D. (AM), Master, Bachelor etc.], diplomas, certificates etc.

Our aim is to benefit humanity and make prominent improvement in public health by applying various therapies as per the principles and philosophy of complementary and Thermal medicines. We aim to

publish papers and research relating to complementary and Thermal medicines. We aim to establish and set up dispensaries, hospitals, health care and research institutes that practice healing as per Thermal medicine. We aim to involve ourselves and undertake various kind of social-service activities like proper sanitation, eye clinic, public health, epidemic awareness camp, family and social welfare, provide relief to the affected people in times of natural calamity and war.

C. - American Journal of Thermalism and Climatology aka Springlife Magazine with EIN 47-3456910. The official journal of ASTC is Springlife Magazine.

Springlife Magazine is an open access journal publishing original peer-reviewed research articles in interventions and resources that complement or replace conventional therapies, with a specific emphasis on research that explores the Thermalism and Climatology mechanisms of action, as well as their efficacy, safety, costs, patterns of use and/or implementation. ASTC Membership includes a 25% reduced rate on the processing fee for submissions to Springlife Magazine. The government of both organizations are shared.