

BYLAWS OF THE AMERICAN ACUPUNCTURE AND
ALTERNATIVE MEDICINE ASSOCIATION



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Article I. Name, Legal Status, and Location

Section 1.1 Name

The name of the Association is the American Acupuncture and Alternative Medicine Association, hereinafter referred to as “the AAAMA” or “the Association”.

Section 1.2 Legal Status

The AAAMA is a nonprofit association chartered under section 501(c)(3) of the Internal Revenue Code and incorporated by the Secretary of State.

Section 1.3 Location

The location of any office of the AAAMA shall be determined by the board of directors.

Article II. Purpose

Section 2.1 Purpose

The purpose of the AAAMA shall include, but not limited to the following:

(a) To protect in every respect without any violation of the law; the philosophy, science, and art of Asian medicine; as a representative organization in such field.

(b) To serve as an official spokesperson for and representative of the Asian medicine profession in the State of California and to extend its capacity furthermore to the nation and worldwide, deemed congruent by the Board of Directors as expressed in these bylaws.

(c) To promote and educate public health and the general purpose of Asian medicine to the community, safety of the practice, impartial statutes, and regulations regarding the nature and scope of Asian medicine.

To establish and maintain quality of education including health research programs, ethics and professional competency, inter-professional relationships, education seminars for the sharing of knowledge in the field of acupuncture; Asian medicine; and related disciplines; presentation of accurate information and supportive network for practitioners and students of acupuncture and Asian medicine.

To offer vision and guidance to students of acupuncture and Asian medicine through mentorship programs, ultimately paving a way for their successful adaptation in the society as professionals of acupuncture and Asian medicine.

To integrate alternative and Asian medicine with long-established values of compassion, empathy, and respect; in order to bring and create positive change within the community by enhancing all three aspects of physical, emotional, and intellectual health.

To educate, train, and support Asian medicine professionals who empower volunteers to meet the healthcare needs and well-being of the community.

Section 3.1 Eligibility

Article III. Membership

Any person who supports the purpose of the AAAMA and meets the qualifications for membership as set forth in these bylaws is eligible to be a member of the AAAMA.

Section 3.2 Application and Dues

Application for membership shall be made in accordance with procedures approved by the board of directors. Each member shall pay an annual membership fee in such amounts and at such times as shall be determined by the board of directors.

In the event of a financial hardship, the AAAMA may waive, in full or in part, membership dues. Consideration of any financial hardship request may require supporting documentation.

Section 3.3 Categories of Membership

There shall be two main categories of membership: Voting and Non-Voting.

Section 3.4 Voting Members

A person shall be eligible to be a Voting Member if he or she is licensed as an Acupuncturist by California Acupuncture Board (CAB).

License must be maintained and activated for continued eligibility as a Voting Member.

A member in good standing who meets the above requirements is entitled to all the rights and privileges of membership, has the right to serve on committee with vote, and has the right to vote.

Voting members shall be determined among those who obtained the one-year association voucher and approved by the Board of Directors. Voting members shall be subject to qualification cancellation and return to regular member status without voting rights and such action shall be executed by the execution committee or the board of directors. Voting members must be someone who joined the association for at least a year and need the approval from the board of directors

Section 3.5 Non-Voting Members

A person shall be eligible to be a Non-Voting Member if he or she meets the requirements of any of the following subcategories:

1. (a) Student: A person shall be eligible to be a Student member if he or she is currently enrolled in a school of Acupuncture and/or Oriental medicine where its curriculum meets the requirements of California, where it is taking place, which meets

the criteria that would allow the person to sit for California Acupuncture Licensing Examination.

2. (b) Associate: A person shall be eligible to be an Associate member if he or she is licensed as an acupuncturist by CAB who is already a regular active member of the AAAMA and other association(s) related to Acupuncture and/or Oriental medicine in California. And an associate member must be someone who is either a licensed acupuncturist or a student in the field of acupuncture and/or oriental medicine, who purchased a year seminar registration voucher. Associate members will be determined based on their participation and the scope of seminar registration, and will be ranked accordingly to the following ranks: Silver, Gold and Mentor (MS). Following ranks will be determined based on the vote of the board of directors.
3. (c) Retired: A person shall be eligible to be a Retired member if he or she has a retired, inactive or disabled license of Acupuncturist by CAB. Retired membership shall endure as long as the Association confirms that the retired member does not engage in the practice of acupuncture and/or oriental medicine; but in the event that a member classified as retired resumes the practice of acupuncture and/or oriental medicine, such resumption shall automatically terminate retired membership and reestablish voting membership.

(d) Probationary: Except as otherwise provided in the Association bylaws, to be eligible for probationary membership in the AAAMA, a member must remain eligible for voting membership, except that the member's license of Acupuncture and/or Oriental medicine is subject to conditions of probation imposed by CAB.

Student, Associate, Retired, and Probationary members in good standing are entitled to all the rights and privileges of membership, have the right to serve on committee with vote, but shall not otherwise have the right to vote.

Section 3.6 Good Standing

A member in good standing shall meet each of the following requirements:

1. (a) The member has paid current and applicable dues, as established by the Association. A member whose dues have not been received by the date specified in a membership fee notification shall have their membership automatically suspended thirty (30) days after the date of expiration. Membership shall be automatically reinstated upon payment but shall not be retroactive.
2. (b) The member has not been found by the Association to be in violation of membership conditions and requirements established by the Association.
3. (c) For members with voting rights, the member is not under current suspension or revocation of a license or certificate to practice acupuncture in any jurisdiction.

Section 3.7 Disciplinary Action and Reinstatement

A member may be reprimanded, suspended, or expelled by a vote of two-thirds (2/3) of the board of directors for serious actions that violate the purpose and principles of the Association or standards of conduct or equivalent promulgated by the Association.

Disciplinary actions shall be conducted in accordance with due process. Suspension or termination shall not entitle the member to any refunds of paid dues.

A member who has been expelled shall have the right to reapply for membership upon proof that the previous action that resulted in expulsion has been resolved to the satisfaction of the board.

Article IV. Voting

Section 4.1 General

Voting Members in good standing shall have the right to vote on the following:

1. (a) Election of the board directors in a competitive election;
2. (b) Amendments to the bylaws; and
3. (c) Resolutions offered by any member in accordance with the bylaws.

Section 4.2 Voting Rights

A Voting Member in good standing shall be eligible to cast one (1) vote on any matter presented to the AAAMA membership for a vote.

Section 4.3 Voting Process

All voting shall take place in person and/or electronically. In the case of a non-competitive election, a formal vote is not required.

All voting shall take place in accordance with policies and procedures approved by the board of directors and in accordance with these bylaws.

A quorum of five percent (5%) of the voting membership (calculated as the total sum of the votes eligible to be cast by Voting Members) shall be required to elect a board director, to amend the bylaw, or to pass a resolution.

Section 4.4 Board Directors

The election of board directors shall take place prior to the annual meeting of the members. Election of board directors shall not commence more than sixty (60) days prior to the seating of elected directors.

Reasonable advanced notice and information shall be provided to the membership on the number of board seats available, the requirements for candidacy, the process and timeframe for becoming a candidate, and the process and timeframe for voting. Ballots shall be cast in secret.

The candidate(s) with the most votes shall be elected to fill the available positions, and the new board shall be seated at the first regular meeting of the board of directors not less than 14 days following the completion of the election.

In the event of a tie between two candidates for voting one director position, the Board may seat both candidates if the result is not more than twelve (12) board directors, or the board may utilize reasonable methods to determine which candidate will be seated as a voting director.

Section 4.5 Bylaw Amendments

Bylaw amendments may be proposed by any Voting Member in good standing in accordance with procedures established by the board of directors.

Reasonable advanced notice on proposed bylaw amendments shall be provided to all Voting Members and may include the following information:

1. (a) section of the bylaws proposed for revision;
2. (b) proposed revision; and
3. (c) any other relevant information.

Section 4.6 Resolutions

Resolutions may be proposed by any Voting Member in good standing in accordance with procedures established by the board of directors.

Reasonable advanced notice on resolutions shall be provided to Voting Members and include the following information:

1. (a) the resolution;
2. (b) background information and justification where appropriate; and
3. (c) any other relevant information.

Section 5.1 General

Article V. Board of Directors

The board of directors is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association on behalf of the membership. Duties of the directors include but are not limited to:

1. (a) Governing the association by establishing policies and objectives;
2. (b) Selecting, appointing, supporting, and reviewing the performance of the chief executive officer or equivalent;
3. (c) Ensuring the availability of adequate financial resources and the appropriate oversight of any investments;
4. (d) Approving the annual budget and making it available to the membership as appropriate; and
5. (e) Accounting to the membership for the Association's performance.

Directors shall follow the principles and practices set forth in these bylaws and in official policies approved by the board of directors.

The term “elected director” shall refer to any person who is elected as a voting director by the AAAMA Voting Membership in the annual election or in a special election held in conformity with these bylaws.

The term “appointed director” shall refer to any person who is not elected as a director by the AAAMA Voting Membership in the annual election or in a special election held in conformity with these bylaws but is instead appointed to the board as a director in conformity with these bylaws.

Section 5.2 Number and Composition

The total number of voting directors may be established and changed by a board resolution but at no time shall be less than ten (10) or more than twelve (12).

The board shall be comprised of persons who are elected as voting directors by the AAAMA Voting Membership during the annual election or in a special election held in conformance with these bylaws, and persons who are appointed by the board in conformance with these bylaws. Board Directors shall include the following:

1. (a) Directors. The directors shall be persons who meet the requirements for serving as a director, as stated in these bylaws.
2. (b) Public Directors. There shall be three (3) people appointed by the board of directors to serve as public directors who do not meet the qualifications for voting member or non-voting member as defined in these bylaws.

Section 5.3 Qualifications

Except for public directors, each elected director must be a member in good standing on the date he or she takes office. He or she has to be dedicated to work for the Association voluntarily.

Section 5.4 Restrictions

A person who has been removed as a director at any time for cause in accordance with these bylaws shall not serve as a director.

Section 5.5 Terms of Office

Elected directors serve a term of two (2) years, until such time as their successors have been seated, or until removed.

Appointed public directors serve a term of two (2) year, until such time as their successors have been seated, or until removed.

The tenure of the board of director is not set or limited and can be extended in 2 years term by the votes of current board of directors or by the request of the current president of this association (AAAMA).

Section 5.6 Removal

Any director who is required to be a member as a condition of appointment or election, shall be automatically removed as a director if that director no longer qualifies as a member in good standing, as defined in these bylaws.

An elected or appointed public director who has unexcused absences for three (3) consecutive regular meetings of the board of directors, as defined in Article IX of these bylaws, shall be automatically removed as a director. Such board director may submit a request in writing to the President or Secretary within fourteen (14) days of the removal to request reinstatement. The board shall vote within thirty (30) days of receipt of the request to accept or decline the request for reinstatement.

An elected or appointed public director may be removed by a vote of two-thirds (2/3) of the board if the director violates a board-approved code of ethical conduct, is subject to public sanction by a health care licensing entity or certifying board, or is no longer able to serve for any reason.

Section 5.7 Board Vacancies

The board may appoint voting directors in the event of a vacancy. An appointment should be made within thirty (30) days of the date on which the number of directors falls below the minimum required in these bylaws. A director appointed to the board to fill a vacancy when director resigns or is removed shall serve the unexpired term of the departing director.

The Association shall hold a special election to fill current vacancies if all of the following occur:

1. (a) The total number of directors is more than two below the minimum required; and
2. (b) There are no available appointments; and
3. (c) There are more than one-hundred-and-twenty (120) calendar days before the next election.

If a special election is required, usual election procedures shall be followed. When a special election is required, commencement of the special election should occur within thirty (30) days of the date on which the number of directors falls below the minimum required in these bylaws. A director elected in a special election shall serve a term ending two (2) years from the date on which directors elected in the preceding annual election were seated.

Section 5.8 Resignation

A director may resign at any time by giving written notice to the board President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect immediately, and the acceptance of the resignation shall not be necessary to make it effective.

Article VI. Elected Officers

Section 6.1 Officers

The elected officers of the Association shall be a Chairman, a President, a President-Elect, a Treasurer, and a Secretary.

Nominations and elections of elected officers shall be conducted in an open session of the first regular meeting of the board of directors following the annual election of board directors.

The board may authorize any elected officer to sign documents and contracts on behalf of the Association.

Section 6.2 Term

Officers serve a term of two (2) years, until such time as their successors have been seated, their term as a director has concluded, or until removed. Officers shall be elected during the meeting of the board of directors at which newly elected directors are seated.

A director shall not be elected to the position of Chairman, President, or President-elect for more than two (2) consecutive terms.

Section 6.3 Qualifications

The Chairman and President shall be an elected director in good standing.

Section 6.4 Restrictions

A director shall not hold more than one officer position concurrently.

Section 6.5 Resignation and Removal

An officer may resign the position of officer at any time. The resigned officer may remain on the board as a regular director or resign from the board in accordance with these bylaws.

An officer may be removed from the position of officer by a vote of no confidence by two-thirds (2/3) of the board.

Section 6.6 Officer Vacancies

The President-Elect shall assume the title and office of President until the next election and seating of officers if the current President resigns, is removed, or is otherwise unable to complete his/her term as President.

If the President-Elect assumes the title and office of the President, or if a vacancy occurs in the position of Treasurer or of Secretary, the board shall appoint eligible replacements to fill the unexpired portion of their term to serve until the next regularly scheduled election of officers.

Section 6.7 Chairman

The Chairman is the Honorary Elected Officer of the Board of Directors or immediate Past President and shall:

(a) Provide leadership to assure that the board of directors fulfills its responsibilities;

(b) Call regular and special meetings of the board of directors in accordance with these bylaws and develop meeting agendas in conjunction with the Board and Executive Director;

(c) Assure that all orders and resolutions of the Board are carried into effect;

(d) Serve as an ex-officio member of all committees, except those committees addressing ethics, elections, or nominations; and

(e) Perform other duties as required or as agreed to by the board of directors or as required by law.

(f) There are no provisions that set or limit the Chairman's tenure.

Section 6.8 President

The President is the Chief Elected Officer of the Association and shall:

(a) Keep track of the work of each board committee, plan meeting agenda, and leads assessments of the board and Chief Executive Officer;

(b) Call regular and special meetings of the board of directors in accordance with these bylaws and develop meeting agendas in conjunction with the Board and Executive Director;

(c) Assure that all orders and resolutions of the Board are carried into effect;

(d) Preside or delegate another director to preside at meetings of the Directors, Executive Committee, and General Membership;

(e) Prepare and present to the membership at least annually a comprehensive report of the activities of the Association during the previous year;

(f) Serve as an ex-officio member of all committees, except those committees addressing ethics, elections, or nominations; and

(g) Perform other duties as required or as agreed to by the board of directors or as required by law.

(h) The President's tenure is set for 2 years and can be extended after the re-election for the second term. After the expiration of tenure, if there are no other candidates up for presidential election, the previous President may extend the tenure in 2 years interval, based on the request of the Chairman of this association.

Section 6.9 President-Elect

The President-Elect shall:

1. (a) Assume the duties of the President if the President is absent or incapacitated or otherwise unable to serve as President;

2. (b) Assume the duties of the President at the request of the President; and
3. (c) Assist the President as requested.
4. (d) The President-Elect's tenure is set for 2 years and can be extended by another 2 years term. Upon the expiration of the extended tenure, the President-Elect may extend the tenure in 2 years interval based on the request of the President of this association.

Section 6.10 Treasurer

The Treasurer shall:

- (a) Serve as Chair of the Finance Committee;
- (b) Prepare and distribute to the directors a written annual report within 120 days after the end of the fiscal year on the financial conditions of the association including (i) assets and liabilities at the end of the fiscal year, (ii) principal changes in assets and liabilities during the fiscal year; (iii) revenue or receipts of the corporation for the fiscal year; and (iv) expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (c) Assure that appropriate financial reports are made available to the board of directors;
- (d) Continuously report to the board on key financial events, trends, concerns, and assessment of fiscal health;
- (e) Assure that preparation and filing of tax returns is conducted in a timely and appropriate manner; and
- (f) Serve as Acting Secretary in the absence of the Secretary for the purpose of attesting the signature of other officers when required.
- (G) The tenure of the treasurer is set for 2 years term and can be re-elected once for an additional term. After the expiration of the tenure, the treasurer's tenure may be extended in 2 years interval based on the request of the President or the Chairman.

Section 6.11 Secretary

The Secretary shall ensure that the records of the Association are properly maintained including:

- (a) Official list of board directors and Officers with names, addresses, contact information, and dates of beginning and end of term;
- (b) Articles of Incorporation, bylaws, and any other legal or binding documents or certificates;
- (c) Official minutes of regular and special meetings of the board of directors, the Executive Committee, and committees of the association;
- (d) Record of proceedings of all general membership meetings; and

(e) Other records of the association.

(f) The Secretary shall ensure the timely notice to members of all regular and special Board of Director meetings, board vacancies, member resolutions, and other information as required by these bylaws.

(G) The tenure of the Secretary is set for 2 years term and can be re-elected once for an additional term. After the expiration of the tenure, the treasurer's tenure may be extended in 2 years interval based on the request of the President or the Chairman.

Section 6.12 Honored Officer

Honored Officer by definition is someone who has served a role as an Executive Director (President, Chairman, Treasurer, Secretary, President-Elect) for 3 or more years. Honored Officer shall participate in the association's administrative decision-making process without the voting rights, if he/she does not take the role as an active board of director. Also, Honored Officer will receive the same benefits as the Executive Directors.

Article VII. Executive Director Section 7.1 Employment or Contractual Agreement

The AAAMA shall employ or contract with an individual or entity (such as a management firm) to provide administrative and other services, or to serve as the Chief Executive Officer (CEO) of the Association at the pleasure of the Board and in accordance with any board-approved contract or agreement.

Any contract or employment agreement shall specify duties, remuneration, and terms of service and shall be approved by the directors.

Section 7.2 Authority and Responsibility

The Chief Executive Officer shall:

(a) Serve as an ex-officio member of the board of directors and the Executive Committee, without voting rights;

(b) Manage and direct all activities of the association in accordance with the association's policies and board directives;

(c) Ensure that all Federal and State legal and financial requirements are met; Prepare the association's budget;

(d) Within the budget approved by the board of directors, employ and may terminate as necessary staff to accomplish the work of the Association; and define duties, establish titles, set compensation, and supervise performance of staff;

(e) Sign contracts on behalf of the association as authorized by the board of directors; Provide reports to the board as directed; and
Conduct other duties as specified in the employment agreement or contract.

Section 8.1 General

Article VIII. Committees

Committees, task forces, and workgroups may be established to provide policy advice and expertise on issues facing the association, or to provide guidance and develop recommendations to the board of directors and conduct other activities as directed.

Any member in good standing shall be eligible to serve on any committee except where the composition of a committee is restricted by these Bylaws. At least one committee member shall be a member in good standing of the AAAMA.

Committee chairpersons may select and limit the number of members, but in no case shall there be less than three (3) persons on a committee, including the chairperson. All committees shall include at least one director.

No committee, task force, or workgroup shall have the power or authority to:

- (a) Amend the articles of incorporation or bylaws;
- (b) Adopt or approve an agreement of merger, consolidation, reorganization; dissolution, or disposition of all or substantially all of the Association's property and assets;
- (c) Revise policies or rules governing the authority of the Executive Committee; Set the number of directors as established within these bylaws;
Elect or remove directors or fill vacancies on the board of directors;
- (d) Create any other committees, task forces, or workgroups; Appoint chairpersons of committees, task forces, or workgroups; Amend or repeal any resolution of the board of directors; or
- (e) Fix compensation of directors for serving on the Board or any Board Committees. 10

Section 8.2 Standing Committees

Standing Committees are permanent committees which are necessary for the continuing effective operation of the Association, and which are charged with responsibilities for organizational, structural, and/or administrative affairs of the Association. Standing Committees are established in the bylaws.

The following committees shall be standing committees of the AAAMA: Executive, Finance, Governance, and Membership.

Section 8.3 Executive Committee

The Executive Committee shall be composed of the Chairman, President, President-elect, Treasurer, and Secretary. The President shall serve as Chairperson. The Executive Committee shall act on behalf of the board of directors as appropriate in any case where immediate action is required and the matter is such that a special meeting of the full Board is not deemed necessary or possible, and except when prohibited by these bylaws or by the laws of the governing jurisdiction.

A quorum of three (3) voting members of the Executive Committee is required for Executive

Committee meetings. Notification of an Executive Committee meeting and agenda shall be provided to the board of directors prior to such meeting, and minutes shall be provided to the board of directors at the next meeting of the full board or within seven (7) days, whichever is sooner.

The Executive Committee may enter into contracts in accordance with established board policy and shall oversee the annual performance review of the Chief Executive Director or equivalent.

Section 8.4 Finance Committee

The Finance Committee shall advise the board of directors on matters pertaining to the Association's financial needs, growth, and stability based on periodic reviews of income, expenditures, and investments. The committee shall oversee preparation of the annual budget and the performance of the association in meeting its budget, and present that information to the full board. The committee shall oversee the preparation and filing of tax returns.

Section 8.5 Governance Committee

The Governance Committee shall assess governance practices and make recommendations to the board of directors on the following:

- (a) Organization and structure of the board of directors and its committees and any taskforces or workgroups;
- (b) Bylaws and procedures;
- (c) Oversee the nominations and elections process for board directors and the process for voting on bylaw amendments and member resolutions
- (d) Performance and self-evaluation of board directors;
- (e) Orientation of new directors, development of director's leadership skills; and Other aspects of association governance, as appropriate.

Section 8.6 Membership Committee

The Membership Committee shall accept and review the applications to be an AAAMA member and organize approved members into membership categories. The committee shall oversee payment of the membership dues and validate dates of the membership. The committee shall report any member who is against good standing to the board of directors as defined in Section 3.6 and 3.7 of these bylaws.

Section 8.7 Other Committees, Task Forces, and Workgroups

The board of directors may establish other committees, task forces, and workgroups as needed to fulfill the purposes of the association.

Other committees may be established as needed for an unspecified period of time to address ongoing and broad subject areas or activities. The formation, purpose, and dissolution of any such committee shall be by majority vote of the board of directors.

Task forces and workgroups may be established by the board of directors as needed for a specified period of time to address a specified project or issue. The specified project and timeframe shall be approved by majority vote of the board of directors upon establishment. Task forces and workgroups are automatically dissolved at the end of their specified timeframe or upon completion of the specified project, whichever occurs first, and may be extended by a majority vote of the board of directors.

The board of directors may establish other groups for any purpose consistent with the AAAMA's mission.

Section 8.8 Chairpersons

Except for the Executive and Finance Committees, a chairperson for each committee, task force, or workgroup shall be appointed by the board of directors.

Committee chairpersons serve a term of one year, until such time as their successors have been appointed, or until removed, and shall not be reappointed to serve more than four (4) consecutive years.

Except for the Executive and Finance Committees, a chairperson may be removed with or without cause by a majority vote of the board. If a chairperson resigns, is removed, or is otherwise unable to complete his/her term, the board shall appoint an eligible replacement to serve the unexpired portion of the term.

All committee chairpersons shall attend at least one regular meeting per year and submit a report to the board at least annually in accordance with criteria established by the Association.

No person shall chair more than two groups (committee, task forces, or work group) concurrently.

Section 8.9 Appointees

The board of directors may appoint individuals to represent the AAAMA on external groups to fulfill the purposes of the association. Appointments shall be by majority vote of the board of directors.

Article IX. Meetings of the Board of Directors Section 9.1 Regular Meetings

Regular meetings of the board of directors are those that are scheduled at regular and recurring times of the year, or that are scheduled by resolution of the board.

Section 9.2 Special Meetings

Special meetings of the board of directors may be called by the Chairman, President, or at the request of a majority of the entire board of directors.

Section 9.3 Meeting Cancellation

The Chairman, President, the Executive Committee, or a majority of the entire board of directors may cancel a regular or special meeting in advance of the scheduled meeting.

Section 9.4 Notification of Meetings

Notification of the date, time, location, and agenda of a regular meeting of the board of directors shall be provided to each director no less than ten (10) days prior to each meeting of the board of directors.

Section 9.5 Quorum

A majority of the entire board of directors, including those participating telephonically, shall constitute a quorum. A quorum is required at all regular and special meetings of the board of directors, and any action taken at such meeting shall be considered an act of the board of directors. Business shall not be transacted in the absence of a quorum except for procedural actions related to adjournment, recess, and measures to obtain a quorum.

Section 9.6 Conduct of Meetings

The President shall serve as chair at all meetings of the board, except that, in the President's absence, the President-elect shall serve as chair, and except that, in the absence of both the President and President-elect, any other director chosen by a majority of the directors present shall serve as chair.

Meetings shall be open to all directors and such persons as may be invited by the board of directors as necessary or helpful to the conduct of business at meetings.

Meetings of the board of directors shall be conducted in accordance with established board policies.

Meetings of the board of directors may be conducted either in person or by electronic means by which all participants can hear one another.

All votes shall require a simple majority unless otherwise specified in these bylaws.

Only directors present at a meeting of the board of directors may vote. Voting by proxy shall not be permitted.

Any vote that may occur at a meeting of the board of directors may be taken without a meeting if all directors eligible to vote on the matter cast a written (paper or electronic) affirmative vote. No resolution shall pass without a meeting unless all directors have provided written documentation that they have voted in favor of the resolution.

Section 9.7 Executive Session

An executive session of the board of directors is a session within a regular or special board meeting at which a quorum is present that is open only to directors, except that the board of directors may invite, as required, any persons whose knowledge is needed for the purpose of consultation.

An executive session of the board may be held for purposes of staff review or upon approval of a motion by a director that indicates the subject of the proposed session and any invited non-director invitees. An executive session may be held to discuss:

- (a) Litigation in which the Association is or may become a party;
- (b) Matters relating to the formation of contracts with third parties or potentially involving conflicts of interest;
- (c) Discipline of any director, officer, staff or member;
- (d) Matters relating to the formation of contracts with third parties or potentially involving conflicts of interest;
- (e) Personnel matters; or
- (f) Any matter which the majority of the directors determine should be discussed in executive session for the good of the Association.
- (g) Meeting minutes shall note that an executive session was held; its participants; the date, time, location and duration of the session; and the general topic discussed without disclosing the particulars discussed or decided.

Section 9.8 Attendance

All board members are expected to attend regular and special meetings. Excused and unexcused absences shall be determined in accordance with policies approved by the board of directors.

Article X. Meeting of the Membership

There shall be a meeting of the members each calendar year, at a date and location determined by the board of directors.

Article XI. Liability, Indemnification, and Insurance Section 11.1 Liability

In the absence of fraud, gross negligence, or intentional wrongful actions, directors shall not be held personally liable for any debts, obligations, or liabilities of the Association.

Section 11.2 Indemnification

The Association shall indemnify and hold harmless any current or former director, employee, or volunteer against any claim or liability arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf.

Section 11.3 Insurance

The Association shall purchase and maintain insurance against any liability asserted against or incurred by any current or former director, employee, or volunteer.

Article XII. Amendment of Bylaws Section 12.1 Amendment of Bylaws

These bylaws may be amended according to the provisions in Section 4.5 of these bylaws.

Article XIII. General Section 13.1 Non-Discrimination and Antitrust Policy

Membership shall not be denied or abridged against anyone on the basis of age, sex, race, ethnicity, sexual orientation, gender identity, disability, national origin, political or religious opinion or affiliation.

The board of directors shall adopt an antitrust policy that shall be in conformity with all applicable antitrust laws and regulations.

Section 13.2 Right of Inspection

Directors shall have the right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this association.

Section 13.3 Fiscal Year

The fiscal year of the Association shall be the calendar year unless changed by the board of directors.

Section 13.4 Compensation

Directors of the Association shall not receive compensation; however, directors may be reimbursed for any reasonable expenses incurred in the execution of official and approved duties, including travel expenses. Directors may receive remuneration for services to the Association for services not related to director duties outlined in these bylaws.

Section 13.5 Audits

The board of directors may require an annual audit of the books and accounting records of the Association.

Section 13.6 Loans

No loan of funds shall be made to any director.

Section 13.7 Dissolution

In the event of dissolution of the Association, the assets remaining after paying any debts or obligations shall be distributed to one or more nonprofit organizations with a purpose that is consistent with those of the Association.

Certificate

This is to certify that the foregoing is a true and correct copy of the Bylaws of the American Acupuncture and Alternative Medicine Association and that such Bylaws were duly adopted by the board of directors of the Association on the date set forth below.

Accepted, this th day of Month, 2018

By: _____