

**BYLAWS OF THE AMERICAN ASSOCIATION OF
ACUPUNCTURE AND ORIENTAL MEDICINE**

**AMENDED
MARCH 5, 2015**

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AMENDED AND RESTATED
BYLAWS OF THE AMERICAN ASSOCIATION OF
ACUPUNCTURE AND ORIENTAL MEDICINE

Article I. Name, Legal Status, Location, and Restrictions

Section 1.1 Name

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

Section 1.2 Legal Status

The AAAOM is a nonprofit association chartered under the laws of the District of Columbia and under section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Section 1.3 Location

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

Section 1.4 Restrictions

The Association shall conduct all its activities within the restrictions established by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and related regulations as issued by the Department of the Treasury. All policies and activities of the Association shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements under which the Association is organized and operated, and applicable tax-exemption requirements.

Article II. Purpose

Section 2.1 Purpose

The purpose of the AAAOM is to represent Acupuncture and Oriental Medicine (“AOM”) practitioners and students and provide leadership on AOM issues in order to advance the profession of AOM in the United States and enhance public health and well-being. The board of directors may establish specific goals and objectives that are consistent with this purpose.

Article III. Membership

Section 3.1 Eligibility

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

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 AAAOM 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: Individual and Organizational. Individual and Organizational members shall be either voting or non-voting members.

Section 3.4 Individual Voting Members

A person shall be eligible to be an Individual Voting Member if he or she meets either of the following requirements:

- (a) Resides in a jurisdiction that does not provide for the licensing, certification, or registration of acupuncturists and is certified by the National Certification Commission for Acupuncture and Oriental Medicine (NCCAOM) in Acupuncture and/or Oriental Medicine; or
- (b) Is licensed, registered, or certified as an Acupuncture and/or Oriental medicine practitioner by a state agency whose criteria for licensing, registration, or certification is equivalent to or greater than the standards promulgated by the NCCAOM, as determined by the board of directors.

License, certification, or registration must be maintained for continued eligibility as an Individual Voting Member.

An Individual member in good standing who meets the above requirements is entitled to all the rights and privileges of membership and has the right to vote.

Section 3.5 Individual Non-voting Members

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

- (a) Student Member: 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, or an apprenticeship program whose curriculum meets the requirements of the state where it is taking place and which meets criteria which would allow the person to sit for NCCAOM examination.
- (b) Other Health Professionals: A person shall be eligible to be a Health Professional member if he or she is a licensed, certified, or registered health professional and does not qualify for Individual membership with voting rights as set forth in Section 3.4 of these Bylaws.
- (c) Friend of Acupuncture: A person shall be eligible to be a Friend of Acupuncture member if he or she is not eligible for any other type of membership.

Student members, Health Professional members, and Friend of Acupuncture members in good standing are entitled to all the rights and privileges of membership but may not vote.

Section 3.6 Organizational Voting Members

An organization shall be eligible to be an Organizational Member if it meets the requirements of any of the following subcategories:

- (a) State Association Member: A state-based professional association shall be eligible to be a State Association Member if it meets all of the following requirements
 - i. Is a state-based professional association that allows any licensed acupuncturist who resides or practices within its geographical region to be a member;
 - ii. Is an Organizational Member of the AAAOM;
 - iii. Has a minimum of twenty-five (25) AAAOM members and a minimum of ten percent (10%) of the state's licensed acupuncturists;
 - iv. Collects membership dues in compliance with AAAOM guidelines;
 - v. Is a nonprofit association or a component having a bylaws or a charter operating under section 501(c) of the Internal Revenue Code;
 - vi. Has as a primary purpose the advancement of the AOM profession and shall not be in conflict with the AAAOM bylaws, policies or procedures; and
 - vii. Meets all other requirements as may be determined by the AAAOM board of directors; and
 - viii. The association must be established and stable; therefore it must have at least (one) 1 meeting a year, have publicly available bylaws, and have been in existence for at least five years prior to submitting its application.
 - ix. The AAAOM supports the full participation of students in the activities and policy making of the association, and therefore requires each state association to have at least one student representative on its board.
 - x. The voting membership should be made up of primarily licensed acupuncturists.
- (b) Organizational Member: An organization shall be eligible to be an organizational member if it is not eligible for any other type of membership.

An Organizational Member in good standing who meets the above requirements is entitled to all the rights and privileges of membership, and has the right to vote in accordance with these bylaws.

Section 3.7 Organizational Non-voting Members

Any organization shall be eligible to be an organizational member without voting rights if it is not eligible for any other type of membership.

Section 3.8 Good Standing

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

- (a) The member has paid current and applicable dues, as established by the board. 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.
- (b) The member has not been found by the Association to be in violation of membership conditions and requirements established by the Association.
- (c) For individual 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 3.9 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

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

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

Section 4.2 Voting Rights

An Individual and Organizational Voting Member in good standing shall be eligible to cast one (1) vote on any matter presented to the AAAOM membership for a vote.

Section 4.3 Organizational Voting Member Delegates

The Chief Elected Officer of an Organizational Voting Member shall automatically be a delegate. Each Organizational Voting Member shall notify the AAAOM, in writing, a minimum

of fifteen (15) days before commencement of voting if the Organizational Voting Member wishes to designate another person as a Delegate.

In addition to any vote cast on behalf of an Organizational Voting Member, each Delegate shall also be entitled to cast his or her vote as an Individual Voting Member.

Section 4.4 Voting Process

All voting shall take place 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 Individual and Organizational Voting Members) shall be required to elect a board director, make a bylaw amendment, or pass a resolution.

Section 4.5 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 one voting director position, the Board may seat both candidates if the result is not more than fifteen (15) board directors, or the board may utilize reasonable methods to determine which candidate will be seated as a voting director.

Section 4.6 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:

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

Section 4.7 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 Individual Voting Members and include the following information:

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

Article V. Board of Directors

Section 5.1 General

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:

- (a) Governing the association by establishing policies and objectives;
- (b) Selecting, appointing, supporting, and reviewing the performance of the chief executive officer or equivalent;
- (c) Ensuring the availability of adequate financial resources and the appropriate oversight of any investments;
- (d) Approving the annual budget and making it available to the membership as appropriate; and
- (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 AAAOM 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 AAAOM 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 nine (9) or more than fifteen (15).

The board shall be comprised of persons who are elected as voting directors by the AAAOM 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:

- (a) **Immediate Past President (IPP).** The IPP shall be a voting director of the Association and shall serve in this position for a period not to exceed two years. There shall not be

more than one IPP serving concurrently. If the IPP is unwilling or unable to serve, this position shall remain vacant, and the Board may appoint a director as a Special Advisor for a period not to exceed the term that the IPP would have served.

- (b) **AAAOM Student Organization (SO) President.** The SO President shall be a voting director of the Association, during the time such that the SO meets all of the following requirements:
 - (i) Has bylaws or a charter that is approved by the AAAOM board of directors;
 - (ii) Has clear and stated voting policies and procedures; and
 - (iii) Meets other guidelines as determined by the AAAOM board of directors.
- (c) **AAAOM Council of State Associations (CSA) President.** The CSA President shall be a voting director of the Association, during the time such that the CSA meets all of the following requirements:
 - (i) Has bylaws or a charter that is approved by the AAAOM board of directors;
 - (ii) Has clear and stated voting policies and procedures; and
 - (iii) Meets other guidelines as determined by the AAAOM board of directors.
- (d) **Public Director(s).** There shall be at least one (1) and no more than three (3) persons appointed as voting directors to serve as public director who do not meet the qualifications for individual voting member or student member as defined in these bylaws.
- (e) **Directors.** The remainder of the directors shall be persons who meet the requirements for serving as a director, as stated 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.

Section 5.4 Restrictions

No more than three elected, voting directors may have the same state (including the District of Columbia) as their primary residence except when

- (a) A director is appointed to fulfill a vacancy on the board, or
- (b) An elected voting director moves to another state during his/her term.

An employee of the association may not serve as a board director, except for the Executive Director who serves on the board as an ex-officio director.

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 three (3) years, until such time as their successors have been seated, or until removed.

Appointed directors serve a term of one (1) year, until such time as their successors have been seated, or until removed.

There shall be no limits to the number of terms an individual may serve.

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 director who has unexcused absences for two (2) consecutive regular meetings of the board of directors, as defined in Article 10 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 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:

- (a) The total number of directors is more than two below the minimum required; and
- (b) There are no available appointments; and
- (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 three (3) 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 President, a Vice-President, 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 President or Vice President for more than three (3) consecutive terms.

Section 6.3 Qualifications

The 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 Vice-President 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 Vice President 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 President

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

- (a) Preside or delegate another director to preside at meetings of the Directors, Executive Committee, and General Membership;
- (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) Provide leadership to assure that the board of directors fulfills its responsibilities;
- (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.

Section 6.8 Vice-President

The Vice-President shall:

- (a) Assume the duties of the President if the President is absent or incapacitated or otherwise unable to serve as President;
- (b) Assume the duties of the President at the request of the President; and
- (c) Assist the President as requested.

Section 6.9 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.

Section 6.10 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.

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.

Article VII. Executive Director

Section 7.1 Employment or Contractual Agreement

The AAAOM 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 Executive Director and Chief Executive Officer 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 Executive Director or equivalent 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;
- (d) Prepare the association's budget;
- (e) 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;
- (f) Sign contracts on behalf of the association as authorized by the board of directors;
- (g) Provide reports to the board as directed; and
- (h) Conduct other duties as specified in the employment agreement or contract.

Article VIII. Committees

Section 8.1 General

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 AAAOM.

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;
- (d) Set the number of directors as established within these bylaws;
- (e) Elect or remove directors or fill vacancies on the board of directors;
- (f) Create any other committees, task forces, or workgroups;
- (g) Appoint chairpersons of committees, task forces, or workgroups;
- (h) Amend or repeal any resolution of the board of directors; or
- (i) Fix compensation of directors for serving on the Board or any Board Committees.

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 AAAOM: Executive, Finance, and Governance.

Section 8.3 Executive Committee

The Executive Committee shall be composed of the President, Vice-President, Treasurer, Secretary, and Immediate Past President. The Executive Director shall be an ex-officio, non-voting member, and 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 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
- (f) Other aspects of association governance, as appropriate.

Section 8.6 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 AAAOM's mission.

Section 8.7 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 six (6) 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 8.8 Appointees

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

Article IX. Components

Section 9.1 Components

The Board may recognize components, also known as “chapters,” on such terms and conditions as it deems appropriate, which shall be included in a written agreement between the AAAOM and the component addressing all significant aspects of the relationship.

Article X. Meetings of the Board of Directors

Section 10.1 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 10.2 Special Meetings

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

Section 10.3 Meeting Cancellation

The 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 10.4 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 forty-eight (48) hours prior to each meeting of the board of directors.

Section 10.5 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 10.6 Conduct of Meetings

The President shall serve as chair at all meetings of the board, except that, in the President's absence, the Vice-President shall serve as chair, and except that, in the absence of both the President and Vice-President, 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 10.7 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.

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 10.8 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 XI. 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 XII. Liability, Indemnification, Insurance

Section 12.1 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 12.2 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 12.3 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 XIII. Amendment of Bylaws

Section 13.1 Amendment of Bylaws

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

Article XIV. General

Section 14.1 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 14.2 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 14.3 Fiscal Year

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

Section 14.4 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 14.5 Audits

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

Section 14.6 Loans

No loan of funds shall be made to any director.

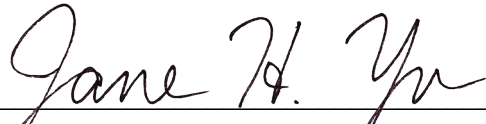
Section 14.7 Dissolution

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 Association of Acupuncture and Oriental Medicine and that such Bylaws were duly adopted by the board of directors of the Association on the date set forth below.

Accepted, this 5th day of March, 2015

By: 

Jane Yu, Secretary of the Board