

# North Carolina Society of Acupuncture and Asian Medicine, Inc.

## BYLAWS

### ARTICLE I

#### Name

The name by which the corporation shall be known is the “North Carolina Society of Acupuncture and Asian Medicine” (hereinafter referred to as the “Association” or “NCSAAM”).

### ARTICLE II

#### Registered Agent

The Association shall maintain a registered agent at a location specified within the boundaries of North Carolina and listed with the North Carolina Secretary of State. Such registered agent is not required to be an individual or a member or officer of the Corporation.

### Article III

#### Purpose

The Association is a not-for-profit, 501(c)(6), professional organization of Licensed Acupuncturists, East Asian Medicine Practitioners, related students, and other interested parties throughout the State of North Carolina. The mission of the Association is to promote the highest standards of professional practice for Acupuncture and East Asian Medicine in North Carolina. The Association provides its members, the public, and policymakers, resources for ensuring the preservation and advancement of the art, science, and practice of East Asian Medicine.

### Article IV

#### Membership

##### Section One: Membership Classification

Membership in the Association is a privilege. Members must comply with membership requirements in these bylaws and in applicable policies as may be established by the Board of Directors from time to time. The Board of Directors shall have ultimate discretion in interpreting membership qualifications and proper membership category placements.

**PROFESSIONAL MEMBER** shall be open to individuals who are licensed to practice acupuncture in North Carolina by the North Carolina Acupuncture Licensing Board (NCALB) or a successor body.

**NEW GRADUATE MEMBER** shall be open to individuals (and valid for only one year) who are licensed to practice acupuncture in the state of North Carolina by NCALB or a successor body and have graduated from an Acupuncture and East Asian Medicine school less than one year prior to applying for New Graduate Member status in the Association.

**EMERITUS OR HONORARY MEMBER** is a distinction that may be conferred by the unanimous vote of the Board of Directors on any individual who has proven exceptional service to the art of Acupuncture and/or East Asian Medicine and/or the Association. Emeritus members shall have privileges as voting members of the Association with no dues obligations. An emeritus member may be elected to the Board of Directors with full voting privileges and may serve in any capacity in the Association with privileges equal to a Professional Member. The privileges conferred to each Honorary Member shall be determined by a majority vote of the Board of Directors.

**STUDENT MEMBER** shall be open to any individual currently enrolled and engaged in a complete course of study in a school of acupuncture and/or East Asian medicine, or who has completed their course of study and is not yet licensed by a state to practice. Student members do not have voting privileges, may not serve on the Board of Directors, and may not receive free continuing education units (CEUs). They may serve in any other capacity within the Association. Additional privileges of membership may be decided by the Board of Directors.

**ASSOCIATE MEMBER** shall be open to individuals wishing to support the Association; including but not limited to acupuncturists licensed by states other than North Carolina and other health professionals who have legal authority to practice acupuncture in their state. Associate members shall not have voting privileges. Associate members may receive all other benefits of membership. Associate members may serve in other capacities within the Association. Other privileges of Associate membership may be decided by the Board of Directors.

**SCHOOL MEMBERSHIP** shall be open to any school of acupuncture and East Asian medicine within the borders of North Carolina. All students at the school may join the Association for a reduced rate as set by the Board of Directors.

**Non Discrimination.** All membership categories shall be open to any individual or group regardless of race, creed, color, religion, gender identity, sexual orientation or national origin. Membership is not open to anyone who has been found guilty of an act of unethical or unprofessional conduct.

#### Section Two: Dues

Dues for each calendar year shall be determined by the Board of Directors and all dues shall be remitted according to Board policy. Emeritus and Honorary Members shall be exempt from dues. The Board of Directors may require that members be current in all dues payment in order for membership to be renewed.

#### Section Three: Termination of Membership

Membership may be terminated by:

1. Resignation: any member in good standing may resign by written notice to the Board of Directors
2. Lapsing: a membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on the stated due date

3. Expulsion: Any member may be expelled by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the entire Board of Directors then in office whenever, in the Board's judgment, the best interests of the Association would be served thereby. The member for whom termination is being considered shall be given notice of the meeting at which a decision for termination is to be considered, and shall be given an opportunity to be heard prior to the Board's final decision. The Board of Directors may provide for subsequent reinstatement of members terminated in this manner.

## **Article V**

### Board of Directors

#### Section One: Management

The Board of Directors shall serve as the governing body of the Association and shall establish association policy for conducting the business and management functions of the Association. They may select and employ an executive director; shall oversee committee activities; shall authorize the official acts of the elected officials and committees; approve the slate of candidates for the ballot.

#### Section Two: Composition

The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary, Director of Government Affairs, and one representative from each of the five local chapters (Beach, Charlotte, Mountain, Triad, Triangle). The Board may also include two members-at-large. The minimum number of Directors is ten and the maximum number is twelve.

#### Section Three: Selection, Appointment, or Election of Directors

The Chapter Representatives shall present a list of candidates to the Board. The Chapter Representatives shall solicit candidates via communication with the membership asking people to self-nominate, and by directly approaching members they feel would be qualified for the position. All candidates must be professional members of the Association and have accepted the nomination. The Board shall announce to the membership the slate of candidates one month prior to the Annual Meeting. Until that time, any professional members who seek to be on the Board may request that their names be placed on the slate.

Candidates must seek election for a specific Board position, as described in Section Two above. The Board of Directors may choose to run the election at the Annual Meeting or may choose to run an electronic election no more than a month prior to the Annual Meeting with the results announced at the Annual Meeting. Only members may vote in the election for Directors. If any positions on the Board of Directors remain unfilled at the time of the Annual Meeting, the Board will hold an election at the Annual Meeting if there are members who accept the nomination. If after the Annual Meeting, vacancies still remain, the Board may fill these spots with a simple majority at any Board meeting.

#### Section Four: Terms and Term Limits

All terms expire at the next Annual Meeting at which time all Board members must be voted in again by the members. There are no limits set on the number of terms a Director can serve.

#### Section Five: Resignation and Removal of Board members

Any director may at any time resign by giving written notice to the Board of Directors. Any member of the Board of Directors may be removed from office by a three-quarters vote of the other Directors.

#### Section Six: Board Member Requirements

Board members are required to attend all meetings called by the President. Board members are required to attend the Annual Meeting (in person) and the Annual Budget Meeting (in person or via phone/internet). Special circumstances will be taken into consideration by the Board on a case by case basis if/when attendance by a Board member is not possible.

#### Section Seven: Board Meetings

Board meetings may occur face-to-face, by telephone, or through any other technology that allows Board members to interact in real time. Board meetings shall be open to any member wishing to attend. Voting may occur at a Board meeting as well as over email unless a Board member requests a discussion in real time before a particular vote is taken.

**Quorum:** A majority of Board members shall constitute a quorum at all meetings. The President or the Vice President must be in attendance for there to be a quorum.

**Voting:** Resolutions passed before the Board of Directors shall be decided by a simple majority of the votes cast. A quorum must be present as stated above.

**Proxies:** No proxies shall be allowed at Board meetings.

**Frequency:** The Board of Directors shall meet a minimum of six times per year in person or via phone/internet.

**Notice:** Board members must be notified of meetings at least 30 days in advance, unless all members agree to a shorter notice time.

#### Section Eight: Qualifications, Authority, and Responsibility of Board Members

All members of the Board of Directors must be professional members of the Association in good standing. The Board of Directors has the authority to add to any of the responsibilities and duties of Board members as mentioned below.

**President** must have served on the Board of Directors for one year before becoming President. The President presides over the Board of Directors and conducts all meetings of the membership. The President acts as a liaison for the Association to the public, the state, other associations, and national organizations. Responsibilities shall include, but are not limited to, issuance of an Annual Report delivered to the membership at the annual meeting; overseeing the daily operation of the Association; overseeing any legal issues that may apply to the Association; and signatory power.

**Vice-President** assists the President in all duties and chairs meetings in the absence of the President. If the President resigns or is voted out of office, the Vice President becomes the President of the Association unless the Vice President has served for less than one year in which case the Board of Directors may choose to elect a different Director to the office of President.

**Treasurer** has signatory power, along with the President, on all disbursements made by the Association; arranges for the financial records to be kept and shall make those records available for inspection by Association members and financial professionals (reviewers or auditors); shall report the Association's financial status as the Board of Directors shall require; and shall be responsible for ensuring all monies and other valuables are deposited in the name and to the credit of the Association.

**Secretary** ensures notice of all meetings is given as required by the bylaws; keeps the minutes of all meetings, which shall include the names of those present and the proceedings; creates or causes to create, maintains and updates a Policy and Procedures Manual of the Association, including all policy and procedure decisions of the Board of Directors, as well as all job descriptions and ways of conducting business within the Association; ensures annually that all Board members have agreed to the Association's Conflict of Interest Policy.

**Director of Government Affairs** monitors legislation on the state level that affects the practice of acupuncture and East Asian medicine; reports on legislation to the President, Board, and members; works with the Association's lobbyist(s) and state legislators in crafting legislation that affects the Association and its members.

**Local Chapter Representatives** must live and/or maintain a practice in the local chapter they wish to represent. These chapters are centered in Beach, Charlotte, Mountain, Triad, and Triangle.

#### Section Nine: Compensation

Board members shall not receive compensation or salary for their services on the Board of Directors with the following exception: all Board members may receive free tuition to attend the CEU annual symposium associated with the Annual Meeting and a 50% tuition reduction on other Association-sponsored CEU events.

#### Section Ten: Executive Committee

The Executive Committee shall consist of 4 officers of the Board of Directors: the President, the Vice President, and the Treasurer, and one member elected at the first Board meeting of the year by and from the current Board of Directors. The chief staff executive shall serve as ex-officio non-voting member of the Executive Committee. The Executive Committee shall make all necessary decisions that cannot wait until the next regularly scheduled Board meeting, to ensure the continuous functioning of the Association. All actions taken by the Executive Committee must be approved at the next Board meeting.

## Section Eleven: Committees of the Board

The Board of Directors can create and dissolve standing and temporary committees to assist the Board in running the Association as it sees fit. The Board may choose to compensate volunteers who make a significant effort to the Association with free or reduced tuition to Association CEU events, free or reduced membership dues to the Association, or other such reasonable compensation as agreed upon by the Board of Directors.

## **Article VI** Member Meetings

### Section One: Annual Meeting

A convention of members, the "Annual Meeting," shall be held each year during the month of March, April, or May for the purposes of:

1. Electing the members of the Board of Directors
2. Providing an Annual Report to Members: The President shall present a summary of the Association's activities over the previous year
3. Providing an update on the Association's strategic plan

**Quorum:** A quorum for the Annual Meeting shall consist of ten percent (10%) of Professional Members.

**Proxies:** No proxies are authorized.

**Voting:** All decisions are to be by majority vote except as specified. Bylaws revision is by two-thirds of the members present.

**Notice:** Notice of the Annual Meeting via mail and/or email shall be sent to members no less than sixty (60) days prior to the meeting.

### Section Two: Special General Meetings

Upon call of a majority of the Board of Directors or a majority of the general voting membership by signed petition, a special meeting may be convened of the body of the membership. Special meetings may be called to revise the bylaws, or other business requested that is of such urgency that business must be conducted before the next Annual Meeting. The President presides over all Special Meetings. Agendas of Special Meetings may not be open-ended. The agenda item(s) for a Special General Meeting is determined by the majority of the Board of Directors in their vote or the general voting membership in their petition.

**Quorum:** A quorum for a special meeting shall consist of ten percent (10%) of Professional Members.

**Proxies:** No proxies are authorized.

**Voting:** All decisions are to be by majority vote except as specified. Bylaws revision is by two-thirds of the members present.

**Notice:** Notice of the Special Meeting shall be made via email no less than thirty (30) days prior to the meeting.

**Article VII**  
Management

Section One: Fiscal Year

The Association's fiscal year is to begin January 1st of each year. The Board of Directors must create and approve a budget by December 31st for the following fiscal year.

Section Two: Maintaining Financial Books

The Board shall ensure that proper books relating to the accounts of the Association are kept by the Treasurer or accounting firm. These books shall be open for inspection by any member upon reasonable request. The Association shall have a review of the books performed by an outside accountant every three years. The Board may vote to employ a bookkeeper to assist the Treasurer.

Section Three: Use of Funds

The funds of the Association shall be used only in accordance with the rules, objectives, policies, and procedures of the Association and for its general administration and operation.

Section Four: Dissolution

Upon dissolution of the Association, assets shall be distributed to pay all outstanding debts and any remainder shall be disposed of in accordance with NC non profit law and consistent with the Association's tax-exempt status.

**Article VIII**  
Amendments to the Bylaws

The Bylaws of the Association are subject to amendment, alteration, or repeal at the Annual Meeting or a special member meeting with a two-thirds majority of votes cast.

**Article IX**  
Indemnification

The Association shall indemnify each person who is or was a Director, Officer, employee or agent of the Association against all cost, expense, and claims in such manner as set forth in and to the full extent permitted by the North Carolina Nonprofit Corporation Act.

To the fullest extent permitted by North Carolina General Laws Chapter 180, as the same may be amended or supplemented, no officer or director shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of an officer or director to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the Association or its members, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which there is improper personal benefit. This provision shall not eliminate the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

**Article X**  
Parliamentary Authority

The parliamentary writings of General Henry M. Roberts, Roberts Rules of Order, most recently revised, govern the Association in all cases not covered by these bylaws, the Articles of Incorporation, or the NC statute.

Adopted this the 5th day of May, 2018, by a two-thirds vote of the active members at the Annual Meeting of the Association.

Adopted on May 5, 2018.



NCSAAM Board President