

**BYLAWS OF THE
NORTH CAROLINA ASSOCIATION OF
ACUPUNCTURE AND ORIENTAL MEDICINE, INC.**

**ARTICLE ONE
NAME**

The name of the Corporation shall be the North Carolina Association of Acupuncture and Oriental Medicine, Inc., hereinafter referred to as: "The Association."

**ARTICLE TWO
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 THREE
PURPOSES**

The North Carolina Association of Acupuncture and Oriental Medicine, Inc., is a not-for-profit, professional organization of Licensed Acupuncturists, Oriental Medicine Practitioners, related students and other interested parties throughout the State of North Carolina. The purposes of the Association are within the meaning of Section 501(c)(6) of the Internal Revenue Service Code and are as follows:

1. To encourage and foster those forms of the healing arts known as Acupuncture and Oriental Medicine and its various modalities and adjunctive therapies, which are defined in NC General Statutes Chapter 90 Articles 30;
2. To assist in the establishment of statutes, rules and regulations and to support established statutes, rules and regulations of Acupuncture and Oriental Medicine in order to protect the interest of the public, the state, and qualified practitioners;
3. To foster, encourage and promote constant upgrading of the skills and abilities of Acupuncture and Oriental Medicine practitioners by sponsorship or co-sponsoring continuing education programs;
4. To encourage and assist in healthcare research in Acupuncture and Oriental Medicine;
5. To educate the public regarding the nature and scope of Acupuncture and Oriental Medicine;
6. To help make Acupuncture and Oriental Medicine more available to the general public;

7. To provide all the benefits possible to the membership of the Association and in all ways to serve and promote the general welfare of Acupuncturists and Oriental Medicine Practitioners; and
8. To decrease discrimination against Acupuncture and Oriental Medicine and its qualified practitioners.

ARTICLE FOUR MEMBERSHIP AND MEETINGS

SECTION ONE: MEMBERSHIP CLASSIFICATION

PROFESSIONAL MEMBER shall be open to individuals who apply to the Association for such status and are licensed to practice Acupuncture in the State of North Carolina by the North Carolina Acupuncture Licensing Board (NCALB) or a successor body.

NEW GRADUATE MEMBER shall be open to individuals (and valid only until the next standard renewal date) who:

1. Are licensed to practice Acupuncture in the state of North Carolina by the North Carolina Acupuncture Licensing Board (NCALB) or a successor body; and
2. Have graduated from an Acupuncture and Oriental 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 Oriental 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 individuals who are undergoing training which is aimed at the professional and Licensed Acupuncture practice. Student members do not have voting privileges and may not serve on the Board of Directors. 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:

- 1) Acupuncturists licensed by states other than North Carolina;
- 2) Other health professionals; and

3) Any group, non-profit organization, individual, whether or not residing in North Carolina, and whether or not a member of the healing arts profession who wishes to offer support to the Association,

Associate members shall not serve as chapter representatives but may serve on the Board of Directors as Members at Large. Associate members shall not have voting privileges unless they serve on the Board of Directors. 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 Oriental 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.

No 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: MEMBERSHIP DUES

There shall be annual membership dues payable by each member as set by the Board of Directors. The dues amount may be modified with the annual budget by a simple majority of the Board of Directors. Membership is to be notified no less than 60 days prior to annual renewal.

There is to be a thirty (30) day "grace period" for the renewal of membership, during which time the member will be notified in writing and after which membership shall be placed into "inactive status." Inactive members are not permitted to vote or allowed any benefits of membership until time of reinstatement.

SECTION THREE: CERTIFICATE OF MEMBERSHIP

Appropriate certificates and/or membership cards may be issued by instruction of the Board of Directors to individual members according to the genus of membership after successful application, and will be updated periodically as long as membership status is maintained.

SECTION FOUR: ANNUAL AND SPECIAL MEETING(S) OF MEMBERS

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

1) Electing the members of the Executive Council:

Election procedure: the President, Vice President, Secretary, Treasurer, Membership Officer, Marketing Officer, Director of Government Affairs, National Liaison, Education Officer, and Webmaster are elected as a team. Alternative slates headed by a different proposed President, Vice President, Secretary, Treasurer and all Executive Council Officers constitute an alternative team. Whichever team wins a majority of the votes at the annual meeting fills all appropriate posts. Each slate must consist of at minimum: a President, Vice President, Secretary, and Treasurer. If there are no available volunteers for other positions, those posts may either be filled at a later time by the President with approval by the Board or remain unfilled through the year.

2) Providing an Annual Report to Members:

The President shall present a summary of the Association's activities via an annual report.

3) Establishing Goals for the New Year.

The new President shall moderate a discussion on goals for the new year. Goals are established by a majority vote of Professional Members.

Quorum. A quorum for the annual meeting shall consist of ten percent (10%) of Professional Members.

Place of the Annual Meeting. The current President of the Association may designate any place within the borders of North Carolina and decide the day and time of the annual meeting.

Notice of the Annual Meeting. Written or printed notice of the Annual Meeting shall be made no less than sixty (60) days prior to the meeting. This notice shall be delivered upon proper posting with the United States Postal Service and by a broadcast email to the members of the Association.

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. Written or printed notice of the Special Meeting shall be made no less than thirty (30) days prior to the meeting. This notice shall be delivered upon proper posting with the United States Postal Service and by a broadcast email to the Members of the Association.

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.

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

Proxies. No proxies are authorized.

Voting. All decisions of all meetings are to be by majority vote, except as specified. Bylaw revision is by two-thirds vote of the members present.

ARTICLE FIVE BOARD OF DIRECTORS

SECTION ONE: General Powers

The Board of Directors shall manage the affairs of the Association in accordance with the requirements of North Carolina law. Policies of the Association shall be decided by the Board of Directors.

SECTION TWO: The Board of Directors

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Director of Government Affairs, one President of the Student Organization, and one representative from each local chapter in good standing with the Association. Each member has full voting privileges.

The President of the Association, with approval of the majority of the Board of Directors, may also appoint up to three Advisory Board Members to the Board of Directors to serve as expert advisors in areas such as marketing, fundraising, membership building or any areas deemed necessary by the Board of Directors to enhance the value of the Association. These advisors will not have voting privileges and cannot be Licensed Acupuncturists. They are considered experts in their field who are willing to volunteer their services to assist the Association.

The President of the Student Organization shall be elected by the Student Organization in the three months prior to the Association's Annual Meeting.

SECTION THREE: Board Meetings

The Board of Directors shall meet a minimum of four times per year in person or by phone/internet. Meeting time and place are decided by the President. The President of the Association may call more meetings as necessary throughout the year.

The President of the Association sets and presides over the meeting agenda. In the absence of the President or upon the President's request, the Vice President shall conduct the meeting. Board meetings shall be open to the membership and the general public, but only Board members may vote.

Notice. Board members shall be notified of regular board meetings at least thirty (30) days prior to such a meeting.

SECTION FOUR: Passage of Resolutions

Resolutions passed before the Board of Directors shall be decided by a simple majority of the votes cast.

SECTION FIVE: 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.

SECTION SIX: Vacancies.

In the event of the resignation or removal of the President, the Vice President takes over the office of the President with its duties and responsibilities and, with the approval of the Board, appoints a new Vice President. If the Vice President resigns or is removed, the President with Board approval appoints a new Vice President. If the Secretary is removed or resigns, a new Secretary is proposed by the President and approved by the Board of Directors. If the Treasurer is removed or resigns, a new Treasurer is proposed by the President and approved by the Board of Directors. In the event of removal or resignation of Chapter Representatives, an interim Representative may be temporarily appointed by the President with approval of the Board of Directors until the next Chapter business meeting at which time a new Chapter Representative must be elected by Chapter members.

SECTION SEVEN: Compensation

Board members shall not receive compensation or salary for their services on the Board of Directors with the following exceptions. The Association may provide a \$200 stipend for expenses incurred by Board members and Advisory Board Members to attend the Association's annual meeting. The Chapter Representatives may receive a \$200 stipend for their attendance at the Annual Meeting as well as free tuition to the annual CEU event offered in conjunction with the Annual Board and Membership Meeting.

SECTION EIGHT: Proxies

There shall be no proxies authorized.

SECTION NINE: Removal from Office.

Any member of the Board of Directors may be removed from office for breach of responsibility to the Association by a three-quarters vote of the other Directors.

SECTION TEN: Requirements

Board members are required to attend all meetings called by the President. Board members are required to attend the Annual Membership Meeting (in person) and the Annual Budget Meeting (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.

ARTICLE SIX EXECUTIVE COUNCIL

SECTION ONE: Composition and General Powers

Composition. The following shall constitute the Executive Council of the Association: President, Vice President, Secretary, and Treasurer, and may include a Membership Officer, Marketing Officer, Director of Government Affairs, National Liaison, Education Officer, and Webmaster.

The President, Vice President, Secretary, Treasurer, and Director of Government Affairs, serve as members of the Board of Directors and the Executive Council with full voting privileges on each.

General Powers. The Executive Council shall have general supervision of the affairs of the Association between meetings of the Board of Directors and shall act with the authority of the Board in the management of the Association under N.C.G.S. 55A-8-01, except that the Executive Council, in accordance with N.C.G.S. 55A-8-25, shall not:

- (a) Authorize distributions;
- (b) Recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any of its committees; or
- (d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

Consistent with the policies decided by the Board of Directors, the Executive Council shall carry out those policies by creating appropriate procedures and acting upon them.

The Executive Council shall be authorized to create committees and appoint committee members on an as-needed basis.

SECTION TWO: Executive Council Meetings

The Executive Council shall meet at the discretion of the President who shall designate meeting times and place and shall notify the Executive Council by email at least (14) fourteen days in advance of such meeting. The Executive Council agenda is set by the President. All actions of the Executive Council shall require the approval of a simple majority of the Executive Council.

Attendance at the Annual Meeting is a requirement for all Executive Council members.

SECTION THREE: Vacancies and Removal from Office

The President with approval by the Board shall have the authority to name officers to unfilled positions on the Executive Council.

Executive Council members may be removed from Office by three-fourths vote of the members of the Board.

SECTION FOUR: Compensation

Executive Council members may be reimbursed for work performed and expenses incurred and shall receive a fifty percent (50%) reduced tuition rate for attendance at NCAAOM CEU events.

SECTION TWO: Qualifications, Authority and Responsibility of Officers.

President: must be a Professional member and must have served at least one year as an Officer or as a member of the Board of Directors before becoming President. The President also is a voting member of the Board of Directors; presides over the Board of Directors and Executive Council as Chairperson; conducts all regular and special meetings of the membership and establishes time, place and prepares agendas for all meetings. The President acts as a liaison for the Association to the public, the State, and other Associations. Responsibilities shall include, but not be limited to: issuance of an Annual Report delivered to the membership at the annual meeting; overseeing the daily operation of the Association; and overseeing any legal issues that may apply to the Association. The President may delegate responsibilities to other Executive Council members with approval of the Executive Council. The President is chief supervisor of the other members of the Executive Council. Other duties may be assigned as decided by the Executive Council or Board of Directors.

Vice-President: must be a Professional member and is a voting member of the Board of Directors and Executive Council. The Vice President chairs meetings in the absence of the President. The Vice President will act as the liaison between the Chapter Representatives and the Executive Council. Duties include assisting Chapter Representatives in setting the agenda for quarterly chapter business meetings and

overseeing the election of the Chapter Representative by the members of each Chapter. Other duties are decided by the Executive Council or Board of Directors. If the President resigns or is voted out of office, the Vice President becomes the President of the Association.

Treasurer: must be a Professional member and is a voting member of the Board of Directors. The 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 depositing all monies and other valuables in the name and to the credit of the Association. Any other responsibilities are assigned by the Executive Council, the President with approval of the Executive Council or the Board of Directors. The Board may vote to employ a bookkeeper to assist the Treasurer.

Secretary: gives notice of all meetings 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 and the Executive Council, as well as all job descriptions and ways of conducting business within the Association. The Secretary is responsible for any other responsibilities that are assigned by the President, Executive Council or Board of Directors.

Membership Officer: keeps or supervises the keeping of a list showing Members' names and addresses; sends out membership cards and certificates (if any); is responsible for securing all membership benefits; contacts all newly licensed L.Ac.'s provided monthly by NCALB; and tracks dues payments by members. The Membership Officer notifies members of dues being due and recruits new members of the Association. Any other responsibilities are assigned by the President with approval of the Executive Council or Board of Directors

Marketing Officer: is responsible for developing a marketing/public education campaign to be approved by the Board of Directors; disseminates promotional information about Acupuncture and Oriental Medicine; develops the annual marketing budget and oversees all marketing activities including directing any contractors employed for marketing purposes by the Association. This position is responsible for any other responsibilities as assigned by the President with approval of the Executive Council or Board of Directors.

Director of Government Affairs: monitors legislation on the state level that affects the practice of Acupuncture and Oriental medicine; reports on legislation to the President, Board, Executive Council and members; and works with the Association's lobbyist(s) and state legislators in crafting legislation that affects the Association and its members. This

position is also responsible for any tasks assigned by the President with approval of the Executive Council or Board of Directors.

Education Officer: organizes and coordinates continuing education seminars and other educational opportunities to be offered to Members, outside Oriental Medicine Practitioners, other health professionals and the public. The Education Officer is responsible to supply all members with CEU certificates of attendance and maintain records of all these certificates. The Education Officer has the authority to find and negotiate contracts with CEU providers, venues and vendors associated with Association Events or supervise outside contractors to perform these services. All CEU providers must be voted on by the Executive Council with approval of the Board of Directors. The President is responsible for signing all contracts once final approval has been determined.

National Liaison: serves as secondary representative to the Council of State Associations as well as the Primary Delegate to House of Delegates for the National Association. The National Liaison will work with the President of the Association to keep members informed on public policy related to the profession as well as representing the interest of the Association in all matters that involve the State in federal legislation that impacts the Acupuncture profession.

Webmaster: Is responsible to keep all information on the website updated, maintains an accurate data base of all members, assists members with any technology issues associated with their account. The Webmaster also serves as contact for any management software company that may be utilized to manage the membership.

Terms. No officer shall serve more than three consecutive terms in the same office.

ARTICLE SEVEN CONDUCT OF ALL MEETINGS

All meetings of the Board of Directors, Executive Council or Annual Meetings shall be conducted by the President or in the absence of the President by the Vice President. Except as indicated within the Bylaws of the Association, voting is by majority. The Secretary takes minutes at all meetings. In the absence of the Secretary, a member of the Board of Directors or Executive Council is designated by the President to take minutes.

ARTICLE EIGHT MANAGEMENT

SECTION ONE: The Association establishes a fiscal management program. The Association's fiscal year is to begin January 1st of each year. The Board of Directors may request a budget for the fiscal year to be drawn up by the Executive Council and provided to the Board for its consideration and approval.

SECTION TWO: 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 also request a monthly review of all expenditures by a designated Board member.

SECTION THREE: 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: The funds of the Association shall be kept in an account at a federally insured financial institution.

SECTION FIVE: The Secretary shall establish and keep while in office a Policies and Procedures Manual of The Association, job descriptions of all Executive Council officers and anyone working under them as well as the minutes of all meetings.

SECTION SIX: Upon dissolution of the Association, assets shall be distributed to pay all outstanding debts and any remainder to the Acupuncture Licensing Board of the State of North Carolina.

ARTICLE NINE LOCAL CHAPTERS

Local chapters in North Carolina shall be centered in Asheville, Boone, Charlotte, The Triad, The Triangle, and Wilmington.

The Board of Directors shall have the power to create additional local chapters within the state as long as the area served by the proposed chapter has a minimum of 20 members and as long as removing those members from their current chapter will not result in that chapter dropping below 20 members in its area served. To be considered a new official local chapter of the Association requires recognition by the Board of Directors of the Association by a majority vote. The first representative of the new local chapter shall present themselves to the Board of Directors of the Association at the next board's next meeting of the Association. If membership by a local chapter has lapsed or been suspended, recognition by the Board of Directors by majority vote is required.

Members may choose which chapter(s) to belong to; may attend any meeting of any local chapter; but can only have voting privileges in one chapter. Attempting to vote in more than one chapter is grounds for expulsion from the Association. Expulsion is decided by a majority of the Board of Directors.

Each local chapter will be allowed one representative casting one vote on the Board of Directors.

Chapter Representatives shall serve for no more than three consecutive annual terms.

Each local chapter by majority elects its Chapter Representative at its business meeting held in the first fiscal quarter (January, February, March). The past Representative to the Association conducts the election.

Three Professional Members of the Association in attendance at a local chapter meeting constitute a quorum.

Attendance at each Board of Director's meeting is required. A Chapter Representative who does not attend required meetings is automatically removed. A temporary appointment may be made by the President with approval of the Board of Directors until the Chapter holds the next meeting to elect a new Chapter Representative to serve on the Board of Directors. No case consultations may be held until a new Chapter Representative is in place. A Chapter that does not send a representative to a Board of Director's meeting is temporarily suspended as are the privileges of that Chapter. Local Chapter attendance at a Board meeting may be waived by request to the President of the Board before a Board of Director's meeting under emergency or extraordinary circumstances.

Local chapters are required to hold quarterly business meetings for the members in their chapters. Chapter Representatives are responsible for keeping members informed of matters of importance regarding activities of the Association. Decisions are established by majority rule. Any local chapter organizational structure is at the discretion of its members providing it is established by majority rule. Chapter Representatives will be responsible to the Association Vice President for direct communication regarding activities of their chapter.

Chapter Representatives are required to hold no less than six case consultations with their Chapters annually in addition to quarterly business meetings which may be held in conjunction with case consultations. Chapter Representatives must notify all Licensed Acupuncturists in their chapter at least 30 days prior to each meeting. All case consultations must be held in accordance with guidelines provided by the Association's Education Officer.

Local chapters may not collect dues or spend monies without the express permission of the state Association and its Board of Directors.

All dues or monies collected with permission must be forwarded to the Treasurer of the Association. Any disbursements made to local chapters will be made by the Treasurer consistent with the permissions of the Board of Directors.

**ARTICLE TEN
AMENDMENTS TO THE BYLAWS**

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

**ARTICLE ELEVEN
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.

Adopted this the 4th day of October, 2014, by a two-thirds vote at the Special Meeting of the Association.

President

Secretary

