

**BY-LAWS  
OF  
ACUPUNCTURE SOCIETY OF NEW YORK, INC.**

**a New York Nonprofit Mutual Benefit Corporation  
(Amended and Restated February 23, 2016)**

**ARTICLE I  
INTRODUCTION**

These By-Laws constitute the code of rules adopted by ACUPUNCTURE SOCIETY OF NEW YORK, INC., a New York Nonprofit Mutual Benefit Corporation (“Association”) for the regulation and management of its affairs.

**ARTICLE II  
OFFICES**

The principal office of the Association shall be located in the State of New York. The Board of Directors of the Association (the “Board”) may change the location of the principal office.

**ARTICLE III  
GENERAL PURPOSE**

The purposes for which the Association has been organized are as follows: 1) to support the continued development of the profession of acupuncture in the State of New York, 2) to work to establish a favorable legal and regulatory environment for the practice of acupuncture and traditional Asian medicine, 3) to benefit the public by increasing access to and awareness of acupuncture services in the State of New York, 4) to protect and benefit the public by encouraging adherence to high ethical and professional standards on the part of New York State Licensed Acupuncturists, and 5) to facilitate professional and continuing education opportunities to New York State Licensed Acupuncturists.

**ARTICLE IV  
GOVERNING LAW**

All policies and activities of the Association shall be consistent with applicable federal, state and local laws and regulations, including the New York Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax-exemption requirements.

**ARTICLE V**  
**MEMBERSHIP**

**Section 5.1. Membership.** The Association shall have two classes of members (“Members”) (collectively referred to as the “Membership”), designated as 1) Voting Members, and 2) Non-Voting Members.

**Section 5.2. Membership Qualifications.** Membership in the Association is extended to individuals, associations, corporations, or other entities involved in, or associated with, the profession or industry of the Association, and who conform to other Membership conditions and requirements established by the Association such as remaining in 1) Good Standing, and 2) Agreement to Follow Association Rules.

1. Good Standing: A Member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Association, and who has not been found by the Association to be in violation of membership conditions and requirements established by the Association.

2. Agreement to Follow Association Rules. Each Member of this Association agrees to be bound by these By-Laws and any amendments thereto, by the lawful actions of the Board and/or duly constituted committees of the Association, and the Association’s Code of Ethics.

**Section 5.3. Voting Members.** Subject to revision or amendment by the Board, Voting Members of the Association are as follows: 1) Professional Members, and 2) Lifetime Members.

1. Professional Members: Any individual holding a New York State Acupuncture License is eligible for Professional Member status. A Professional Member must maintain a New York State Acupuncture License in good standing at all times to remain a Professional Member;

2. Lifetime Members: This Membership category is closed to the general public. It is awarded to all who have served as an elected officer of the Association for a minimum of two (2) full terms, be it consecutive or non-consecutive terms. A Lifetime Member in good standing shall continue in perpetuity to have all the rights, privileges and restrictions of a Professional Member. Any Professional Member designated as a Lifetime Member prior to the execution of these By-Laws shall continue in this status.

**Section 5.4. Non-Voting Members.** Subject to revision or amendment by the Board, Non-Voting Members of the Association are as follows: 1) Student Members, 2) Allied Health Professionals, 3) Honorary Members, 4) Academic Members, 5) Organizational Members, and 6) Friend Members.

1. Student Members: Any individual who is currently enrolled in a school of Acupuncture, Oriental Medicine or Asian Medicine whose curriculum meets or exceeds the requirements of the State in which it is located and meets the criteria which will allow the student to sit for the National Certification Commission for Acupuncture and Oriental Medicine (NCCAOM) examination or its equivalent are eligible for status as a Student Member.

2. Allied Health Professional Members: Any individual who meets State requirements for licensure, certification or registration as a health care provider and supports the principles and purposes of the Association are eligible for status as an Allied Health Professional Member.
3. Honorary Members: Any individual whom the Association wishes to honor is eligible for status as an Honorary Member. Five or more Professional Members in good standing must submit a nomination to the Board for Honorary Membership. A vote of three-fourths of the entire Board is necessary to confer Honorary Membership.
4. Academic Members: Any association or corporation accredited by the Accreditation Commission for Acupuncture and Oriental Medicine to teach acupuncture, Oriental Medicine and/or Asian Medicine, which meet the qualifications established by the Board, is eligible for status as an Academic Member.
5. Organizational Members: Any entity engaged in a trade, industry, service or profession related to the acupuncture industry, that meets the qualifications established by the Board, is eligible for status as an Organizational Member.
6. Friend Members: Any individual, association, corporation, or entity that does not qualify for or does not wish to participate in any of the above Membership categories but supports the principles and purposes of the Association is eligible for status as a Friend Member.

**Section 5.5 Membership Applications.** Applicants for membership may be required to sign such form of application and furnish such information as may be required by the Board concerning the applicant's qualifications for Membership. The Secretary, or person designated by the board, shall determine whether each applicant meets the qualifications for Membership set forth in this Article V, provided that Honorary Members may only be elected by the Board. In the event of any dispute with regard to eligibility for Membership, the Board shall determine eligibility, and the Board's determination shall be final.

**Section 5.6 Termination of Membership.** A Membership shall be terminated whenever any of the following events have occurred: 1) the Member has voluntarily resigned; 2) the expiration of the period of Membership has occurred, unless the Membership is renewed on the renewal terms fixed by the Board; 3) the Member has failed to pay dues, fees, or assessments in the amount and under the terms set by the Board; 4) the Member has failed to abide in the lawful decisions of the Board or any duly constituted committee of the Association, 5) the occurrence of any event that renders a Member ineligible for Membership, or failure to satisfy Membership qualifications, or 6) termination of a Member pursuant to Section 5.7 below.

**Section 5.7. Suspension or Termination.** A Membership shall be suspended or terminated as determined upon a good faith determination by the majority vote of the Board that the Member has failed in a material and serious degree to observe the Association's Code of Ethics, or any other Rules of Conduct approved by the Board from time to time, or that the Member has engaged in conduct materially prejudicial to the Association's purposes and interests.

**Section 5.8. Procedure for Suspension or Termination.** If grounds appear to exist for suspending or terminating a Member under Section 5.6 of this Article, the following procedure shall be followed:

1. The Board shall give the Member at least 15 days prior notice of the proposed suspension or termination and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first class or registered mail to the Member's last address as shown on the Association's records.

2. The Member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered by the Board to determine whether the suspension or termination should occur.

3. The Board shall decide whether the Member should be suspended, expelled or sanctioned in any way, in its absolute discretion. The decision of the Board shall be final.

**Section 5.9. No Transfer of Membership.** No membership or right arising from membership shall be transferred. All membership rights cease on the Member's death.

**Section 5.10. Resignation.** A Member may resign at any time, provided, however, that any financial obligation for unpaid dues, fees and special assessments shall not terminate thereby. A resigning Member shall not be entitled to any refund.

**Section 5.11. Membership Reinstatement.** Any Member whose membership has been terminated due to failure to pay their annual dues, fees or special assessments may be reinstated upon the payment of said annual dues, fees, or special assessments. Any Member whose membership has been suspended pursuant to Section 5.7 above, may become eligible for reinstatement as a Member, upon the conclusion of their suspension, at the sole discretion of the Board.

**Section 5.12. Liability.** No Member shall be personally or otherwise liable for any of the debts or obligations of the Association.

**Section 5.13 Additional Matters.** No non-Officer member may hold themselves out to represent or act on behalf of the Association without the approval of the Executive Committee. Members must defer press inquiries to the Association's Executive Committee.

## **ARTICLE VI** **DUES**

**Section 6.1. Dues.** The Board shall set dues and fees, make assessments and set the terms of payment. Membership dues forgiveness shall be extended to an elected Officer of the Association during his or her term(s) of service only, unless the Officer is eligible for Lifetime Membership

**Section 6.2. Delinquency.** Any Member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

## **ARTICLE VII** **MEMBERSHIP MEETINGS**

**Section 7.1. Annual Membership Meeting.** The Association shall hold an annual meeting of the Voting Members at the place and on the date that the Board determines. At the annual meeting, the preceding annual meeting minutes shall be presented, the Board shall report the activities of the Association to the Voting Members, Directors shall be elected, and other business shall be transacted as may be properly brought before the meeting.

**Section 7.2. Special Meetings.** The President, quorum of the Board or twenty (20) percent or more of the Voting Members may call special meetings on behalf of the Voting Members.

**Section 7.3. Notice.** The Board must give Voting Members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least thirty (30) days, but not more than ninety (90) days, before the meeting.

**Section 7.4. Quorum, Voting.** The presence of not less than ten (10) percent of the Voting Members constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the Voting Members is a valid act or decision.

**Section 7.5. Action Without a Meeting: Electronic Ballot.**

1. Any action required or permitted to be taken at any regular or special meeting of Voting Members may be taken without a meeting if the written ballot of every Voting Member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision 3 are satisfied.
2. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.
3. Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

**Section 7.6. Absentee Ballots.** Absentee ballots specifically setting forth the resolution to be voted on may be prepared by the Secretary for any regular or special meeting of Voting Members. Voting Members in good standing that are unable to attend may use these ballots, upon their request to the Secretary.

**Section 7.7. Voting Rights.** Only persons whose names stand on the membership records of the Association on the day of any meeting of Voting Members, shall be entitled to vote at the meeting. Every Voting Member entitled to vote at any election for Directors shall be entitled to one vote.

**Section 7.8. Proxies.** Every Voting Member entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the Voting Member or his or her duly authorized agent and filed with the Secretary of the Association.

## **ARTICLE VIII** **DIRECTORS**

**Section 8.1. Definition of Board of Directors.** The Board of Directors is that group of persons vested with the management of the business and affairs of this Association subject to the law, the Certificate of Incorporation and these By-Laws.

**Section 8.2. Eligibility and Number of Directors.** The authorized number of Directors of the Association shall be at least six (6) but no more than thirteen (13) until changed by an amendment of the By-Laws or by the vote of a majority of a quorum at a meeting of voting Members duly called pursuant to the By-Laws. All Directors must be Professional Members of the Association.\* No more than two (2) Directors may reside in the same region of the State of New York, as defined by the Association's Board of Directors.

\* Amendment May 31, 2016. All candidates for Directors must be Professional Member of the Association *for a minimum of one (1) full year to be eligible to run for a director seat. The approval process for candidate applications to run for a Director seat will include a background check for criminal activity or history.*

**Section 8.3. Nomination.** Nominations may be made by filing with the Secretary at least four (4) weeks before the annual meeting. The Secretary will stop collecting nominations thirty (30) days before the annual meeting or when thirty-five (35) nominations have been filed with the Secretary, whichever event occurs the earliest. The slate of candidates shall be made known to the Membership at least fourteen (14) days, but not more than ninety (90) days, prior to the annual meeting. Prior to the annual meeting the Board shall select the President, Vice President, Treasurer, and Secretary. Officers will be voted in immediately after the appointment of Directors.

**Section 8.4. Terms and Election of Directors.** The Directors shall hold office 1) for a two (2) year term that begins from January 01 of the first calendar year and ends December 31 of the second calendar year regardless of the date that they were elected or appointed to the office, 2) until they resign, 3) or until they are removed in accordance with the provisions of these By-Laws. There are no term limits for Directors.

**Section 8.5. Resignations.** Any Director can resign at any time by delivering a written resignation to the Secretary. Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

**Section 8.6. Removal.** Any Director may be removed at any time (with or without cause) by a vote of a two-thirds ( $\frac{2}{3}$ ) majority of the total number incumbent Directors (not counting vacancies) at a meeting of the Board properly called in accordance with the terms of these By-Laws. Directors may be removed by a majority vote of the Board at a properly called meeting with a quorum attendance when he or she misses three (3) consecutive regular meetings.

**Section 8.7. Vacancies.** Vacancies can be created by resignations and removals. Vacancies on the Board can only be filled by a majority vote of the remaining Directors.

**Section 8.8. Place of Meetings.** Notwithstanding anything to the contrary provided in these By-Laws, any meeting (whether regular or special) of the Board may be held at any place within the State of New York that has been designated for that purpose by resolution of the Board or by the written consent of all the members of the Board.

**Section 8.9. Regular Meetings.** Regular meetings of the Board shall be held without call or notice immediately after the adjournment of each Annual Meeting of the Membership. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board.

**Section 8.10. Special Meetings.** Special meetings of the Board may be called at any time by order of the President, of Vice President, of the Secretary, or of two (2) or more of the Directors.

**Section 8.11. Notice of Special Meetings.** Special meetings of the Board shall be held on four (4) days notice by first class mail or a forty-eight (48) hour notice given personally. Any notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the Association or as may have been given to the Association by the Director for the purpose of notice or, if the address is not shown on the records or is not readily ascertainable, then at the place at which the meetings of the Directors are regularly held.

**Section 8.12. Waiver of Notice.** Attendance by a Director at any meeting of the Board will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

**Section 8.13 Quorum, Voting.** A majority of the incumbent Directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Incorporation or any provision of these By-Laws.

**Section 8.14. Fees and Compensation.** Directors shall not receive compensation for their services as Directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board for services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Board.

**Section 8.15. Loans.** No loans shall be made by the Association to any of its Directors.

**Section 8.16. Meetings by Conference Telephone.** The Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all Directors participating in the meeting can communicate with all of the other Directors concurrently, each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the Association adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

**Section 8.17. Action by Board without a Meeting.** Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

**Section 8.18. Invitation of Board Liaisons.** The President of the Board may call upon individuals from the community who represent specific interests or parties within the acupuncture community to serve, once approved by the Board, at the pleasure of the Board, as liaisons to the Board so that those interests or parties may be shared with the Board and its members directly.

## **ARTICLE IX** **OFFICERS**

**Section 9.1. Roster of Officers.** The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by a majority of the Board.

**Section 9.2. Duties.** Except as may be modified from time to time by the Board, the powers and duties of the Officers shall be as follows:

1. **President:** The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, supervise and control the affairs of the Association and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation, or by these By-Laws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as chairperson of the Board, the President shall preside at all meetings of the Board and at all meetings of the Members. Except as otherwise expressly provided by law, by the Certificate of Incorporation, or by these By-Laws, he or she shall, in the name of the Association, execute such bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board.
2. **Vice President:** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice



President shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Incorporation, or by these By-Laws, or as may be prescribed by the Board.

3. **Treasurer:** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board.

Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Association, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Certificate of Incorporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board.

4. **Secretary:** Certify and keep at the principal office of the Association the original, or a copy, of these By-Laws as amended or otherwise altered to date.

Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether annual or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the Association, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the records of this Association. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Association by the later of 1) the next meeting of the Board, committee, Membership, or other body for which the minutes, consents, or supporting documents are being recorded, or 2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

Be custodian of the records as authorized by law or the provisions of these By-Laws, to duly executed documents of the Association.

Keep at the principal office of the Association a membership book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the Association, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the Association.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board.

**Section 9.3. Selection and Removal of Officers.** All Officers shall serve two (2) year terms. \* As a general rule the Board shall review its Officers once a year for the purpose of considering whether or not to keep or replace them (but this review, however, is not mandatory). An Officer shall remain in office until his or her successor has been selected.

*\*Amendment May 31, 2016. Only Directors who have completed a minimum of one (1) full term as Director are eligible to serve as President or Vice President on the Executive Board.*

**Section 9.4. Removal of Officers.** Any Officer elected or appointed to office may be removed by a majority vote of the Board whenever in their judgment the best interests of this Association shall be served.

**Section 9.5. Vacancies.** A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board for the unexpired portion of the term by majority vote of the Board.

**Section 9.6. Fees and Compensation.** Officers shall not receive compensation for their services as Officers. Officers may receive reimbursement for expenses as may be fixed or determined by the Board a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Board and for reimbursement for expenses as may be fixed or determined by the Board.

**Section 9.7. Executive Committee.** The four Officers serve as the members of the Executive Committee. Except for the power to amend the Certificate of Incorporation and the By-Laws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board.

**Section 9.8. Finance Committee.** The Treasurer is the chair of the Finance Committee, which includes three (3) other members of the Board. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and the Board. The Board must approve the budget and all expenditures must be within budget. Any change in the budget in excess of Two Thousand Dollars (\$2,000.00) must be approved by the Board. Changes in the budget in an amount up to \$2,000 may be approved by the Executive Committee and require notification of the entire Board at the next Regular Monthly Meeting. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the Association are public information and shall be made available to the Membership, Board, and the public.

**Section 9.9 The Role of the Immediate Past President.** The immediate past President retains a seat on the Board as a non-voting, advisory member for a period of at least twelve (12) months. The immediate past President must have completed their term but a President is still eligible for a seat if they completed half of their term but were unable to continue in their position due to sickness and/or death of family member or close friends, sickness of the President, severe and detrimental damage to homestead or any other unforeseen events as approved by the majority of the Board. The immediate past President is no longer a member of the Executive Committee and is not privileged to Executive meetings without invitation of a majority vote of the Executive Committee. Any President who leaves the Board in good standing is eligible to retain this position.

## **ARTICLE X** **INFORMAL ACTION**

**Section 10.1. Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of the law, the Certificate of Incorporation, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

**Section 10.2. Action by Consent.** Any action required by law or under the Certificate of Incorporation or by these By-Laws, or any action which otherwise may be taken at a meeting of either the Members or the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the Secretary of the Association.

## **ARTICLE XI** **AMENDMENTS**

These By-Laws may be amended by a simple majority vote of the Board, provided that certain amendments to the By-Laws specified in the New York Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members. The membership shall be notified of any bylaws amendment within thirty (30) days by posting such on the Association's website.

**ARTICLE XII**  
**STANDING COMMITTEES**

**Section 12.1. Creation and Powers of Additional Committees.** The Board, by resolution adopted by a majority of the Directors then in office, may create one (1) or more committees, in addition to the below noted Standing Committees, each consisting of one (1) or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be at the discretion of the President. The President may appoint one (1) or more Directors as alternate committee members of any such committee, who may replace any absent committee member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

1. Take any final action on any matter that under the New York Nonprofit Corporation Law, also requires approval of the Voting Members or approval of a majority of all Voting Members;
2. Fill vacancies on the Board or any committee of the Board;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board unless by its express terms it is so amendable or repealable;
5. Create any other committees of the Board or appoint the Members of committees of the Board.

**Section 12.2. Committee Membership.** Each Standing Committee hereinafter specified shall consist of four (4) or more committee members comprised of one (1) chairperson that must always be a Director and at least three (3) Members. Only the Board may serve and participate in the By-Laws Committee and no other Members may serve. The President and/or a committee chairperson may nominate additional committee members for a term of two (2) years. The President shall also serve as an ex-officio committee member of each committee with voting privileges. If the President is unable to serve as ex-officio committee member, the President may appoint the Vice President to do so. If the Vice President is also unable to serve as ex-officio committee member, another Officer of the Executive Committee may be appointed.

**Section 12.3. Continuity.** Each committee member shall be appointed to serve for a period of two (2) years. Any committee member may be reappointed without a limit on service.

**Section 12.4. Appointments.** All chairpersons and committee members shall be appointed by the President by and with the consent and approval of the Board. Each chairperson, with the consent of the President, may appoint additional committee members.

**Section 12.5. Reports.** The Chairperson of each committee shall make reports of committee activities to the Board on request of the President or upon majority vote of the Board.

**Section 12.6. Vacancies.** Each chairperson may, with the consent of the President, fill all committee vacancies for the term of the person who is being replaced.

**Section 12.7. Standing Committees.** Unless and until changed by resolution of the Board, there shall be the following Standing Committees of the Association: 1) Legislative Committee, 2) Insurance Committee, 3) Social Committee, 4) By-laws Committee, and 4) Membership Committee.

**Section 12.8. Duties and Scope of Standing Committees.** Unless and until changed by resolution of the Board, the duties and scope of the standing Committees shall be:

1. Legislative Committee: To 1) lobby in Albany or in-district, and 2) to pursue letter writing and phone banking projects to support the Association's legislative agenda and to disseminate correct information about legislative actions to the acupuncture community at large.
2. Insurance Committee: To stay abreast of insurance matters such as worker compensation, no-fault, major medical, etc. as it relates to the practice of acupuncture and reimbursement for acupuncture services.
3. Social Committee: To create, schedule and implement general and special programs, including the Annual Banquet, with particular attention to building harmony within the acupuncture community.
4. By-Laws Committee: To review periodically the Association's By-Laws and recommend to the Board any revisions, additions or deletions which it may deem necessary or desirable, and likewise, consider any suggestions for amendment from the Board.
5. Membership Committee: To 1) invite and solicit prospective Members, including but not limited to newly Licensed Acupuncturists and any Licensed Acupuncturists in the State of New York who have not previously applied for Membership, and 2) research, obtain and promote benefits for Members.

**Section 12.9. Meetings.** Committee members shall be deemed present at meetings of any committee if a conference telephone, electronic video screen communications, or other communications equipment is used by means of which all persons participating in the meeting can hear each other.

**Section 12.10. Quorum, Voting.** A majority of the committee members shall constitute a Quorum for the conduct of business. Except as otherwise required by statute, by the Certificate of Incorporation or by these By-Laws, the affirmative vote of a majority of the committee members present at a meeting of any committee at which a quorum is present, shall be the act of such committee. The failure to appoint a committee, or a committee's failure to meet, shall not in any manner affect the validity of any of the Association's actions or its existence.

**Section 12.11. Additional Matters.** No non-Officer member of a Standing Committee may hold themselves out to represent the Association without the approval of the Executive Committee. Committee members must defer press inquiries to the Association's Executive Committee.

**ARTICLE XIII**  
**INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

**ARTICLE XIV**  
**FINANCES**

**Section 14.1. Fiscal Year.** The fiscal year shall be the calendar year.

**Section 14.2. Budget.** The Board shall prepare and adopt a budget at its first meeting each year.

**Section 14.3. Annual Financial Statement.** The Association shall prepare an annual financial statement for distribution to Board.

**Section 14.4. Fiscal Policy.** The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts; and other significant aspects of the Association's fiscal operation. The fiscal policy shall assure that the Association shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

**Section 14.5. Seal.** The Association will not use a common seal. The signature of the name of the Association by an authorized person shall be legal and binding.

**Section 14.6. Contracts.** The Board may authorize any Officers, Directors, or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances. Contracts in excess of Two Thousand Dollars (\$2,000.00) annually and/or for terms longer than twelve (12) months must be reviewed by the Board before being entered into by the authorized agent.

**Section 14.7. Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 14.8. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the President or Treasurer of the Association and in such manner as is from time to time determined by resolution of the Board. Any amounts that are over One Thousand Dollars (\$1,000.00) and are not preapproved by the Board, must be approved by the Board before such transaction takes place.

**Section 14.9. Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

**Section 14.10. Gifts and Contributions.** The Treasurer may accept on behalf of the Association any contribution, gift, bequest, or device as may be consistent with the established purposes of the Association and as may be permitted by any applicable local, state, or federal law.

#### **ARTICLE XV** **NON-DISCRIMINATION**

In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, ethnicity, color, creed, religion, sex, gender, age, culture, national origin, marital status, sexual preference, and/or mental or physical handicap. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

#### **ARTICLE XVI** **CONFLICTS OF INTEREST**

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall 1) fully disclose the nature of the interest and 2) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### **ARTICLE XVII** **REFERENCE TO CERTIFICATE OF INCORPORATION**

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof.

**ARTICLE XVIII**  
**DISTRIBUTION OF SURPLUS ON LIQUIDATION/DISSOLUTION**

On dissolution of this Association, the Board shall cause the assets herein to be distributed to another association with purposes similar to that identified in the Certificate of Incorporation, and Article III of these By-Laws.

**ARTICLE XIX**  
**BOOKS, RECORDS AND REPORTS**

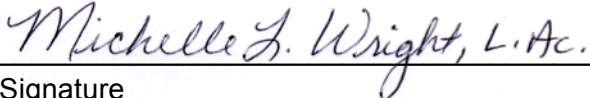
The Association shall keep and maintain complete books and records of accounts and shall keep minutes of the proceedings of its Board and committees.

**ARTICLE XX**  
**ALL OTHER MATTERS**

Any matter not covered by these By-Laws shall be governed by the New York Not-For-Profit Corporation Law as such laws shall now or hereafter exist.

The foregoing By-Laws were an amendment of Bylaws of Acupuncture Society of New York, Inc. as revised January 24<sup>th</sup>, 2010 and were adopted as the By-laws of Acupuncture Society of New York, Inc. by unanimous consent of the Board on February 22<sup>nd</sup>, 2016. The names of the members of the Board present at the meeting and their consent were recorded in the meeting minutes by the Secretary. Thereafter, a notice that the By-Laws had been amended and the By-Laws were posted on the Acupuncture Society of New York, Inc. website for inspection by its members.

**ACUPUNCTURE SOCIETY OF NEW YORK, INC.**

  
Signature

Michelle Wright, L.Ac., ASNY Executive Secretary

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Name/Title