

**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 **is a licensed member**, 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.

**Section 5.3. Voting Members.** Subject to revision or amendment by the Board, Voting Members of the Association are as follows: 1) Professional Members, **which include both Options One and Two, First Year of Practice, Current Faculty at Asian Medicine School, Silver Empire Members and Golden Empire Members and 2) Paid** Lifetime Members.

1. 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. Paid 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.~~ **Current members who paid for a Lifetime Membership ~~A Lifetime Member~~ and are** 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) Honorary Lifetime Members. 5) Retired Practitioner, 6) Out of State Supporting Practitioner 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. **Excludes transitional doctorate degree students who are already licensed acupuncturists.**

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. Honorary Lifetime Members: This membership category is closed to the general public. **A honorary lifetime member in good standing shall continue in perpetuity to have all the rights, privileges and restrictions as a professional member without voting rights.**

5. Retired Practitioner: Any individual that is no longer practicing acupuncture that either holds a current New York State acupuncture license or has allowed it to expire.

~~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.~~ A person designated by the Board of Directors shall determine whether each applicant meets the qualifications for membership set forth in this Article V. Honorary members are subject to rules as set forth in section 5.43. ~~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 5.7. 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 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, ~~and if they so choose to accept it. Unless the Officer is eligible for Lifetime Membership~~

**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. ~~If a special meeting is called by 20 percent of the voting members, the board will be given notice and the notice shall include the items of business to be discussed. Requests will be made 30 days prior to 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 actor or decision made by a majority of the Voting Members is a valid act or decision.~~

~~**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.~~

**Section 8.2. Eligibility and Number of Directors.** The authorized number of Directors of the Association shall be at least five ~~six~~ (5) ~~(6)~~ but no more than nine ~~thirteen~~ (9) ~~(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 Members ~~or Student Members (Amended September 2023)~~ of the Association *for a minimum of one (1) full year to be eligible to run for a director seat. Student members must have completed a minimum of 3 years of study from an accredited institution. (Amendment September 2023).* ~~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 ~~(or Board designated Board member or staff)~~ 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~~ ~~Term limits for directors consist of three (3) consecutive two (2) year terms in any given position or office with the following exceptions:~~

1. ~~The Executive Committee is limited to 3 consecutive 2 year terms.~~
2. ~~There are no other candidates or nominations.~~
3. ~~No term limits for directors at large.~~

**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 they~~ miss ~~three (3) consecutive six regularly scheduled~~ meetings.

**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 8.17. 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. **Actions may be conducted on Basecamp, the software platform where communication among the Board occurs and actions are recorded and documented.**

**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. **The Executive Officers shall collectively be referred to as the Executive Committee.**

**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. ~~They he or she~~ shall perform all duties incident to their office ~~their his or her~~ 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, ~~they 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 ~~their 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 ~~their his or her~~ agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of ~~their 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 ~~them 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 ~~file book~~ of minutes (~~may be electronic~~) 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.

Keep at the principal office of the Association ~~a membership list housed in an electronic database or 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 list together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the Association, or to their ~~his or her~~ agent or attorney, on request therefore, the bylaws, the membership list, 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 them ~~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. ~~A director at large may be asked to serve on the Executive Committee at any time.~~

~~\*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 9.7. Executive Committee.** The four Officers serve as the members of the Executive Committee. ~~The Executive Committee has 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. One student member may serve on the Executive Committee in an advisory, non-voting position.~~

**Section 9.8. Finance and Budget.** ~~Finance Committee~~ ~~The Treasurer is the chair of the Finance Committee, which includes three (3) other members of the Board.~~ The Executive 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. Committee Creation and Changes:** The Executive Committee has the power to create and amend committees and subcommittees as deemed necessary for ASNY at any given time.

~~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 XII STANDING COMMITTEES

**Organization and operation of Standing Committees are outlined and defined in the organization's SOP manuals.**

~~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.~~

**Section 14.2. Budget.** The Board shall prepare and adopt a budget ~~at the Annual Meeting, its first meeting each year.~~

**Section 14.4. Fiscal Policy. Defined in the organization's SOP manual.** ~~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 14.6. 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. Any contracts at ~~Contracts in at~~ any dollar amount, ~~excess of Two Thousand Dollars (\$2000) annually and/or for terms longer than twelve (12) months~~ must be reviewed by the Board before being entered into by the authorized agent.