

BY-LAWS OF THE HAWAII ACUPUNCTURE ASSOCIATION

ARTICLE I – DEFINITION

The word “Association” shall mean Hawaii Acupuncture Association (also referred to as HAA). The association may also use the name HAA. Hereafter in this document, “HAA” and “the Association” shall refer to Hawaii Acupuncture Association regardless of whether a dba is subsequently registered and/or used.

ARTICLE II – PURPOSE

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation are to perform activities within the meaning of Internal Revenue Code Section 501(c)(6) as a trade association. The mission of the Hawaii Acupuncture Association is to promote the general welfare of all, promote, protect, advance and integrate the practice of acupuncture and traditional medicine, preserve the rights of the patients it serves and seek continuous improvement in the quality of patient treatment and care.

ARTICLE III – MEMBERSHIP

Section 1. Membership Classification. Membership may be granted to anyone who shares interest in and supports the purposes of the Association; abides by these Bylaws, the Association’s Code of Ethics and such other policies, rules, and regulations the Association may adopt; and meets the criteria for each category of membership in the Association as the Board of Directors may establish. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, removal and other conditions of membership.

A. Voting Membership.

1. *Professional member.* A professional member must be licensed to practice acupuncture in Hawaii. License shall be valid, current and in good standing with the Hawaii Board of Acupuncture. A professional member who has timely paid in full the membership dues for the current year shall be entitled to attend the annual convention, receive all membership benefits, run for the Board of Directors, vote in association elections and on all matters that come before the membership in governance meetings, propose motions, and offer amendments or revisions to the Association’s bylaws.

2. *Honorary Member.* An Honorary Membership is a distinction that may be conferred by the unanimous vote of the Board of Directors on any professional member who has demonstrated exceptional service to humanity through the art and science of Acupuncture or has shown exceptional service to the HAA. Honorary Members shall have full rights and privileges as voting members of the HAA ad infinitum with no further dues obligation.

B. Non-Voting Membership. Affiliate membership may be granted to any individual who (i) does not otherwise qualify for membership as a voting member; (ii) who meets the membership categories established below:

1. *Student member.* A student member is a student registered in an accredited acupuncture school. A student member who has timely paid in full the membership dues for the current year shall be entitled to attend the annual convention and receive membership benefits. A student member may vote to elect a student representative to the Association Board of Directors but does not have any other voting rights.

2. *Retired member.* A retired member is a Hawaii-licensed acupuncturist who retired from practice but is still interested in participating in the Association's activities. A retired member who has timely paid in full the membership dues for the current year shall be entitled to attend the annual convention and receive membership benefits. A retired member does not have voting rights.

3. *Associate member.* Other medical professionals, licensed acupuncturists residing in other states, international acupuncturists, medical educators, medicine and medical equipment company representatives and others with an interest in acupuncture and traditional medicine may be granted associate membership. An associate member who has timely paid in full the membership dues for the current year shall be entitled to attend the annual convention and receive limited membership benefits, as determined by the Board of Directors. An associate member does not have voting rights.

Section 2. Application for Membership. Each applicant for membership shall submit a written application on forms provided for that purpose to the Board of Directors stating his/her principal office where all notices shall be distributed. Following approval of an application for membership, memberships become renewable one (1) year after that

approval date. There is to be a sixty (60) day grace period for renewal of membership after which lapsed memberships will be removed from the HAA's list of members and all rights and privileges of the HAA membership shall be forfeited.

Section 3. Membership Dues. There shall be annual membership dues payable by each member. The amount shall be decided by the Board of Directors and ratified by a majority vote by the general membership at the HAA's Annual Meeting.

Section 4. Certificate of Membership.

Appropriate certificates may be issued to individual members according to the type of membership at the discretion of the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors (the "Board") of the Association, which shall supervise and control the business, property, and affairs of the Association, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications.

There shall be no less than three (3) directors and no more than eleven (11) -- at least six (6) directors shall be professional members and one (1) voting student representative member. The Board may, at its discretion, appoint one (1) public member to the Board. All members elected to the Board of Directors must be residents of the State of Hawaii.

Section 3. Election and Term of Office

The members of the Board of Directors shall be elected by the members at the Annual Meeting of the Association. Electronic voting may be used if authorized by a majority vote of the members. Members of the Board of Directors shall serve two (2) year terms. The student member of the Board shall be elected only by the other student members of the HAA. The student representative member shall serve two (2) year terms. The Board of Directors shall determine and set forth in separate documents election qualifications and procedures.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal. Any Director may be removed from such office for failure to disclose conflicts of interest, violations of the Association's code of ethics, or serious dereliction of duties, by a two-thirds (2/3) vote of the Directors at any regular or special meeting of the Board of Directors called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Annual Meeting. The Association shall hold an annual meeting of the members at a location in Hawaii, as determined by the Board of Directors. Notices shall be mailed or electronically mailed by the Secretary at least sixty (60) days before the meeting. The annual meeting shall be for the purpose of electing the Board of Directors, receiving reports of the Board and Committees, education, and for any other business that may arise. The annual meeting should, if possible, be combined with a continuing education conference.

Section 8. Regular Meetings. A regular meeting of the Board of Directors of the Association shall be held every two (2) months, or more frequently as needed, at such time, day and place as shall be designated by the Board.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President, or by a majority of the Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 10. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least seven (7) days prior to the meeting and in the manner set forth in Section 2 of Article IX. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 11. Quorum. The presence in person, by telephone or video conference of ten (10) members at any general membership meeting and three (3) Directors at a Board of Directors meeting constitutes a quorum for the transaction of business. Unless otherwise prescribed by law, a majority of the votes represented at any meeting shall be sufficient for the approval of any action.

Section 12. Manner of Acting. Except as otherwise expressly required by law, the Certificate of Incorporation of the Association, these Bylaws, or the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one (1) vote

Section 13. Proxy Voting. Voting by proxy shall not be permitted.

Section 14. Absentee Voting.

Absentee votes are allowed in writing, including via email, only in the case of sick, indisposed, or out of state members. Absentee votes shall be delivered to the President in writing within three (3) business days of the Board Meeting.

Section 15. Unanimous Written Consent In Lieu of a Meeting. The Board of Directors. Signed consents may be transmitted by e-mail, facsimile or any other electronic means.

Section 16. Telephone Meeting. Any one (1) or more Directors may participate in a meeting of the Board of Directors by means of a telephone conference or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

SECTION 17. Compensation.

Members of the Board of Directors shall not receive any manner of compensation or salary for their services. Board members, with the pre-approval of the President and Treasurer, may receive reimbursement for certain expenses pertaining to the business of the Association. Board Members shall be allowed to attend all HAA sponsored conferences and attend all classes or seminars at no charge.

Section 18. Conflicts of Interest.

(a) In the event any Director has a conflict of interest that might properly impede such Director's fair and impartial participation in deliberations or decisions of the Board of Directors, such Director shall inform the Board as to the circumstances of such conflict. If these circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a Director has a direct or indirect

personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

(b) No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any Director who believes he or she may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on the matter in question, and the Board shall make the final determination as to whether such Director has a conflict of interest in such matter. The minutes of the Board of Directors meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

ARTICLE V – OFFICERS

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and such other officers, if any, as the Board of Directors may from time to time appoint.

Section 2. Election of Officers. The officers of the Association shall be elected by the Directors at a meeting of the Board of Directors.

Section 3. Term of Office. Officers shall assume their duties at the close of the meeting of the Board of Directors at which they are elected. Officers shall serve a term of two (2) years or until their successors are elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, for failure to disclose conflicts of interest, violations of the Association's code of ethics, missing 2(2) consecutive meetings without notification to the Board of Directors, or serious dereliction of duties, by a two-thirds (2/3) vote of the Directors at any regular or special meeting of the Board of Directors called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall preside at all meetings of the Association and Board of Directors. The President may act as the public face and spokesperson of the Association, as appropriate. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed and shall perform all duties incident to the office of President as may be prescribed by the Board.

Section 8. Vice President. The Vice President shall fulfill the duties of the President in the absence of or at the request of the President. He or she shall fill the unexpired term of President if a vacancy occurs. The Vice President shall perform all duties incident to the office of Vice President as may be prescribed by the Board.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

Section 10. Treasurer. The Treasurer shall be responsible for and oversee all financial matters of the Association. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Association and deposit all such moneys in the name of the Association in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees. The Board of Directors shall appoint the following Standing Committees.

- a. Governance
- b. Finance
- c. Policy

Section 2. Executive Committee. Between meetings of the Board of Directors, ongoing oversight of the affairs of the Association may be conducted by an Executive Committee, the membership of which shall be the President, Vice President, Immediate Past President, Treasurer, and Secretary. These Executive Officers of the Board shall be responsible for the daily management of the HAA.

Section 3. Ex-officio Membership. The President shall be an ex-officio member of all committees.

Section 4. Term of Office. Each member of a committee or task force shall serve for one (1) year or until a successor is appointed unless the committee is sooner dissolved.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by the President.

Section 6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 7. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one (1) or more committees, each consisting of at least one (1) or more Directors, which committees shall have and exercise the authority of the Board in the governance of the Association. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Association.

ARTICLE VII – PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of the Association unless they are inconsistent with the bylaws and standing orders of the Association. Bylaws and standing orders may not take precedence over any government statutes applicable to the Association.

ARTICLE VIII – HEADQUARTERS AND STAFFING

Section 2. Chief Executive Officer. The Board of Directors may hire a Chief Executive Officer. The Chief Executive Officer shall report to the President and Board. The Chief Executive Officer shall be responsible for the Association’s operations, including its overall strategy, advocacy program, budget, and other duties as may be assigned by the Board. Association staff shall report to the Chief Executive Officer. The Chief Executive Officer’s performance shall be reviewed annually by the Board. The Chief Executive Officer’s compensation shall be reviewed every two (2) years by the Board.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 1. HAA Seal. The seal of the Association shall conform to requirements prescribed by the State of Hawaii and shall be maintained by the Association's Board of Directors.

Section 2. Fiscal Year. The Association's fiscal year shall begin January 1 and end December 31.

Section 3. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Association. Such notice shall be deemed to have been delivered five (5) days after the date of the postmark for conventional mail or delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery and will be deemed delivered three (3) days from the date of the time stamp for electronic mail, upon receipt for hand delivered mail.

ARTICLE X – INDEMNIFICATION

Unless otherwise prohibited by law, the Association shall indemnify any Director or officer or any former Director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a

Director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Association may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to

indemnification under this Article. The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE XI – DISSOLUTION

In the event of the dissolution of the association, the assets shall be liquidated and distributed to the Hawaii Acupuncture Board or non-profit organization serving the acupuncture profession. No funds shall return to the benefit of individual members.

ARTICLE XII – AMENDMENT

These Bylaws may be amended at any annual meeting of the Association by a majority vote of the members, provided that the proposed amendment has been submitted in writing to the Board of Directors least sixty (60) days prior to the notification of the meeting and in the announcement of the meeting. The notice of the meeting shall set forth a summary of the proposed amendments.

Board of Directors Hawaii Acupuncture Association

Barbara Ota, President DACM, DAc. _____ Date _____

Jeff Tice, Vice President DACM, LAc. _____ Date _____

Becky Jacobs, Treasurer DACM, DAc. _____ Date _____

Janet McIntosh, Secretary DACM, LAc. _____ Date _____

Denice Murphy, Director MSOM, LAc. _____ Date _____

Soraya Faris, Director DACM, DAc. _____ Date _____