BYLAWS OF THE
AMERICAN SOCIETY OF ACUPUNCTURISTS

A DISTRICT OF COLUMBIA NONPROFIT CORPORATION
2/18/26

ARTICLE I
Name, Location, and Purposes

1. Name. The name of the organization is the American Society of Acupuncturists ("**Association**"), which is a nonprofit corporation organized under the laws of the District of Columbia and tax exempt under Section 501 (c)(6) of the Internal Revenue Code.

2. Location. The principal office shall be as determined by the Board of Directors.

3. Nature. The Association is a federation of state-based acupuncture and Herbal Medicine associations in the United States and their members, which share as their mission the desire to support public health through the promotion of acupuncture and herbal medicine.

4. Purpose. The purposes of the Association are as stated in the Articles of Incorporation.

ARTICLE II
Membership

1. Eligibility. Voting Members of the Association are state-based organizations (including the District of Columbia and U.S. territories) that meet the following requirements:

   A. Allow any licensed, certified, registered, or otherwise authorized acupuncturist ("**Licensed Acupuncturist(s)**") who resides or practices within its geographical region to be a member.

   B. Have as members a minimum of twenty-five (25) Licensed Acupuncturists or a minimum of ten percent (10%) of the state's Licensed Acupuncturists.

   C. Have as their primary purpose the advancement of the acupuncture and herbal medicine profession, and the enhancement of public health through acupuncture and East Asian medicine.

D. Agrees to abide by the Association Bylaws and all other policies and procedures of the Association.

E. Are separately incorporated entities and not components of another organization.

2. Application and Acceptance.

A. Voting Member. Any eligible organization may become a Voting Member of the Association upon application to and approval by the Council, through a two-thirds (2/3) vote of those present and voting at a properly called meeting, and payment of all necessary fees as listed in these Bylaws.

B. Non-Voting Member. Organizations that do not meet the eligibility requirement but wish to participate in the Association may become
Non-Voting Members of the Association upon application to and approval by two-thirds (2/3) of the Board of Directors present and voting. The Board of Directors may establish different classes of Non-Voting Members with different rights and privileges.

C. Designation. A Licensed Acupuncturist who is also a professional member in good standing of any Voting Member of the Association may be designated as a member of the Association, but shall otherwise have no voting or other rights in the Association.

3. Membership fees. Voting Members and Non-Voting Members shall pay fees or other assessments as prescribed by the Board of Directors.

4. Voting Member Delegates and Alternates.

A. Delegates. Each Voting Member shall designate one delegate ("**Delegate**") who shall act as that Voting Member's primary contact in all Association matters, including the right to cast one vote on behalf of the Voting Member for each matter that comes before the membership.

B. Alternates. Each Voting Member may, at its discretion, also designate one Delegate alternate ("**Alternate**") to act as its Delegate as needed.

C. Participation. Both the Delegate and the Alternate may attend all member meetings of the Association and may participate in all member discussions. The Alternate may cast votes in the absence of the Delegate.

D. Code of Conduct. The Association shall establish a Code of Conduct for Board Directors, Committee Chairs, Committee members, Delegates and Alternates. Delegates and Alternates shall agree to and abide by this Code of Conduct. In the event that a Delegate or Alternate is found to be in violation of the Code of Conduct, the Board of Directors may remove the designated Delegate or Alternate. The Voting Member shall then designate a different individual to fill this role.

E. Non-Voting Members shall be permitted to have representatives at meetings at the discretion of the Board of Directors. Representatives of Non-Voting Members shall also agree to and abide by the Code of Conduct, and any other rules or stipulations placed upon them by the Board of Directors.

5. Withdrawal. Any Voting Member or Non-Voting Member may withdraw from the Association by submitting a written notice to the Board of Directors.

6. Termination. Upon recommended action by the Board of Directors, any Voting Member or Non-Voting Member may be terminated for adequate reason by a two-thirds (2/3) vote of those present and voting at a properly called meeting of the Voting Members. Failure to pay required fees, dues, or assessments or to maintain eligibility for membership is presumed to be adequate reason for termination and does not require a vote of the Voting Members. Any Voting Member or Non-Voting member proposed for termination for any reason shall be given advanced, written notice including the reason for the proposed termination, the opportunity to contest the proposed termination in writing or in person, and written notice of the decision.

7. Continuing Obligations. Withdrawal, suspension, or termination of any Voting Member or Non-Voting Member shall not relieve such of any obligations previously existing, which shall continue to be due and owing to the Association.

ARTICLE III
Meetings of Voting Members and Voting

1. Annual Meeting. A meeting of the Voting Members shall be held annually at a time and place determined by the Board of Directors. The designated body of the Association that meets to represent the Voting Members, and that is composed of the Voting Member Delegates and Alternates shall be referred to as the Council of State Associations (the "**Council**").

    A. Authority. The Council shall determine public policy for the Association and shall advise the Board of Directors on strategic and other policy matters. The Council shall approve all fundamental transactions (amendments of the articles of incorporation or Bylaws, mergers, membership exchanges, sales of all or substantially all of the assets, domestication, conversion, or dissolution of the nonprofit corporation) ("**Fundamental Transactions**") by the Board of Directors through a two-thirds (2/3) vote of those present and voting at a properly called meeting.

    B. Notice. Notice of the meeting, specifying the business to be conducted, shall be provided to the Council at least thirty (30) days in advance of the meeting unless each Voting Member files a written waiver of notice of such meeting either before or after the meeting. Attendance at a meeting waives any objection to lack of notice or defective notice of such meeting.

    C. Quorum and Voting. Each Voting Member of the Council is entitled to have its Delegate or Alternate cast one (1) vote on matters concerning the Association. The presence of 40% of the voting Council members as represented by its Delegate or Alternate constitutes a quorum. A majority of votes carries any action, except where provided otherwise by law or by these Bylaws. Proxy voting is not permitted.

2. Special Meetings. Other special meetings of the Council may be called by the Chair or by ten (10) Council members. The rules for such special meetings are the same as set forth in the first paragraph of this Article III, and may include meetings by phone, internet, or other electronic means.

3. Action without Meeting. Any action required or permitted to be taken by the Council may be taken without a meeting upon request of the Board and upon either ten (10) days advance written notice to all Council members or written waiver of the right to notice from all Council members. A vote on any motion shall be considered a waiver of notice for that motion. All actions without a meeting shall require a simple majority

vote of all members eligible to vote on the motion. The Council shall develop appropriate policies and procedures to foster discussion, to allow for due consideration by members' governing bodies, and to encourage consensus when taking action without a meeting.

ARTICLE IV
Board of Directors

1. Board of Directors. There shall be a minimum of five (5) and a maximum of eleven (11) members of the Board of Directors, with the exact number of directors to be fixed at nine (9). The Board of Directors shall be elected by the Council for two year terms from a slate recommended by the Nominating Committee. Directors may serve a maximum of three consecutive terms, except for the immediate past chair who may serve for an additional one (1) to three (3) years, beyond the term limits. Terms shall be staggered so that approximately one-half (1/2) of the Directors are elected each year. Individuals serving as directors or officers of member organizations shall not be eligible to be elected as a Director or officer during any election cycle in which they are serving as director or officer of a member organization.

2. Authority. The Board of Directors supervises, directs, and manages the programs and activities of the Association. The Board of Directors takes direction from the Council on public policy issues and implements such policies. The Board of Directors shall determine strategic and other internal policy matters for the Association. The Board of Directors delegates to the Executive Committee responsibility for conducting the business of the Board of Directors as appropriate in any case where immediate action is required, and the matter is such that a special meeting of the full Board is not deemed necessary or possible, except where prohibited by these Bylaws, by law, or by any policies established by the Board of Directors.

3. Meetings. The Board of Directors shall meet in person at least one (1) time each year, and shall otherwise meet at least three more times each year. Meetings of the Board of Directors are called by the Chair. Notice of a meeting of the Board, specifying the business to be conducted, shall be provided to Directors at least ten (10) days in advance of the meeting unless each Director files a written waiver of notice of such meeting, either before or after the meeting. Attendance at a meeting waives any objection to lack of notice or defective notice of such meeting. The presence of a majority of Directors constitutes a quorum. A majority of votes carries any action, except where provided otherwise by law or by these Bylaws.

Proxy voting is not permitted.

Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors grant unanimous consent in writing to the action.

4. Removal/Vacancies. A Director may be removed by a two-thirds (2/3) vote of those present and voting at a properly called meeting of the Council in accordance with policies and procedures established by the Board of Directors. If a vacancy occurs among the Directors for any reason, the position may be filled by the Board of directors for either the unexpired portion of the term or until the next meeting of the Council, whichever comes first.

ARTICLE V
Officers

1. Officers. The elected officers of the Association are the Chair, Vice Chair(s), Secretary, and Treasurer. All officers of the Association shall be members of the Board of Directors.

2. Election and Term of Office. The officers are elected by the Board of Directors from among the membership of the Board of Directors from a slate proposed by the Nominating Committee for one year terms.

3. Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the Chair, as the chief elected officer of the Association, presides at meetings of the Board of Directors, the Executive Committee, and the Council. The Immediate Past Chair is a member ex-officio of all committees. A Vice Chair shall act in place of the chair when the chair is unavailable, as designated by the chair. If the Chair is unable to delegate, a majority vote of the Board of Directors shall make the determination. The Secretary is the recording officer of the Association, responsible for minutes, records, notices, etc. The Treasurer is the financial officer, with responsibility for oversight of revenues and expenditures, and reporting on the financial affairs of the Association to the Board of Directors, Executive Committee, and membership.

4. Vacancies. If a vacancy occurs among the elected officers for any reason, the position may be filled for the unexpired portion of the term by the Board.

5. Removal. An officer may be removed by a two-thirds vote of the Board of Directors present and voting in accordance with policies and procedures established by the Board of Directors. If a vacancy occurs among the

officers for any reason, the position is filled for the unexpired portion of the term by the Board.

ARTICLE VI
Committees

1. Executive Committee. The Executive Committee consists of the Chair, Vice Chair(s), Secretary, and Treasurer and is responsible for the governance of the Association when the Board is not in session, as stated in Article IV of these Bylaws.

2. Nominating Committee. The Nominating Committee shall consist of three (3) to seven (7) committee members, including the Immediate Past Chair as an ex-officio committee member. The Board of Directors shall appoint the chair of the Nominating Committee and individuals to serve on the Committee for two year terms with a maximum of three consecutive terms, subject to approval by the Council. Members of the Nominating Committee shall not be eligible to be elected as a Director or officer during any election cycle in which they are serving on the Nominating Committee. The Nominating Committee shall present a slate of nominees for the Board of Directors to the Council at least thirty (30) days prior to the member meeting.

3. Other Committees. Except for the Executive Committee and the Nominating Committee, the Chair shall appoint individuals to serve on all other committees, including a Governance Committee, subject to approval by the Board of Directors.

Article VII

Association Ombudsman System

1) Requirements for Members of the Association Ombudsman System (the "**AOS**"). The AOS, shall consist of up to three (3) individuals appointed by the Nominating Committee who shall meet the following requirements:

    a) Be a person who is of good character and not have ever been convicted of any crime (other than a misdemeanor) involving moral turpitude and/or have been found to have violated any civil statute requiring fine related to the provision of healthcare;

    b) Such other requirements as the Nominating Committee may establish from time to time.

    c) Any person who is appointed to the AOS who later no longer satisfies the foregoing requirements shall be deemed to be disqualified to serve as part of the AOS. Such person shall immediately notify the Board of such disqualification and shall immediately resign from the AOS. If such disqualified person fails or refuses to resign from the AOS, the Board, upon approval of the Council, shall terminate such person from the AOS. Notwithstanding the foregoing, absent manifest fraud, any matter before the AOS shall not be deemed to have been compromised during any period that one or more members of the AOS served while being disqualified and before such disqualified AOS member(s)' resignation(s) and/or termination(s) from the AOS.

    d) Prospective and current AOS members will be required to complete any application and attest to any facts as requested by the Nominating Committee as part of the evaluation of an individual to serve and to continue to serve on the AOS.

2) The Nominating Committee shall exercise good faith efforts to appoint three (3) individuals to the AOS. In no case shall the AOS be restricted in its duties under these Bylaws if the AOS consists of less than three (3) members for any reason or no reason.

3) Additional Restrictions on Members of the AOS.

a) No individual shall be a member of the AOS and a member of the Board of Directors, as defined in Article IV of these Bylaws, at the same time; and

b) No individual shall be a member of the AOS and a member of the Nominating Committee, a chair of an ASA committee or officially represent a Council Member at the same time.

4) Duties of the AOS. The AOS is purely an advisory body to the Association and has no independent decision making that is binding upon the Association, the Council, the Board of Directors, or any other person or entity.

a) Any matter may be referred to the AOS for consideration by one or more of the following methods:
   i) A majority vote at a properly called meeting of the Council, as defined in Article III Section 1 of these Bylaws; or
   ii) A majority vote at a properly called meeting of the Board of Directors, as defined in Article IV of these Bylaws; or
   iii) A written statement signed and approved by a majority of the current members of the Board of Directors, as defined in Article IV of these Bylaws; or
   iv) A written statement signed and approved by a majority of the primary delegates of members, as defined in Article II Section 4 Subsection A of these Bylaws;
   v) An Ethics complaint filed in accordance with the Ethics Complaint procedure

b) The AOS may take any of the following actions in response to matters referred to them for review:
   i) recommend removal of a board member.
   ii) recommend removal of a delegate or alternate delegate, in which case the Voting Member shall then designate a different individual to fill this role; or
   iii) recommend removal of a committee member or committee chairperson; or
   iv) recommend removal of a Voting Member
   v) recommend Board of Directors action to address the issue;
   vi) refer the matter to: The Board, The Council, or any committee of the Association
   vii) other advisory action as the AOS deems appropriate.

c) Without limiting any other provision in these Bylaws and for purposes of clarification only, the AOS may not make any Fundamental Transactions as defined in Article III Section 1 Subsection A of these Bylaws; and
d) The AOS may not enter into binding agreements with third parties.
e) The AOS shall respond in writing to any matter that has been referred to it under Article VII section 4) a) of these Bylaws .

5) Terms of Office. Members of the AOS shall serve until they retire or sooner resign or are terminated from serving in the AOS per these Bylaws; an individual shall be considered retired from service on the AOS if and only if they provide written notice to the chairperson of the Nominating Committee of their intent to retire from service; or

6) Removal. In addition to the power of the Council set forth above in subsection 1 of this Article, an individual may be removed from the AOS by a two-thirds (⅔) vote of the Council at a properly called meeting of the Council, as defined in Article III of these Bylaws.

7) AOS procedures. The AOS shall establish written procedures pursuant to these Bylaws; these Procedures will include
    a) Meetings. The AOS shall meet in person, or by electronic means that allow for real time communication including but not limited to phone-teleconference or video-teleconference, at least once per calendar year.
    b) A majority carries any action of the AOS; in the case of non unanimous action the dissenting vote may provide a written statement to be included with the response.
    c) Action without meeting. The AOS may take any action required or permitted by these Bylaws upon the written approval of a majority of its members.
    d) All AOS responses shall be provided in writing to the Board and the Council and be preserved in the corporate records of the Association.

8) Access. In the course of reviewing any matter referred to it, the AOS shall have access to any record that is in the possession of the Association or any director, officer, or agent of the Association;
    a) For purposes of this Section a record includes, but is not limited to:
        i) A physical or electronic document relating to Association business;

or

ii) Minutes of any meeting of Association Board, Committee, Council, or subcommittee; or

iii) Financial statements of the Association; or

iv) Documentation of any corporate transaction, contract, memorandum of understanding, or agreement entered into by the Association or any of its directors, officers, or agents;

b) A written, including electronic, request by any member of the AOS stating the record requested and statement confirming the record is sought for review of a matter properly referred to the AOS shall be sufficient for records to be provided without delay to the AOS.

9) Official Contact. The AOS shall publish official contact information including, but not limited to, an email address for electronic communication, a mailing address for written communication, and a phone number for one or more of the members of the AOS;

a) This information shall be available by request to any of the following:

i) the officers of the Association; or

ii) the chairperson of the Governance Committee of the Association; or

iii) the chairperson of the Nominating Committee of the Association;

b) Failure to provide contact information according to this section shall be considered de facto grounds for removal of one or more members of the AOS by the Nominating Committee

ARTICLE VIII
General Provisions

1. Employees. The Board of Directors may engage employees, agents, or outside consultants as necessary.

2. Amendments. Amendments to these Bylaws may be recommended by the Governance Committee and adopted at any meeting of the Council by a two-thirds (2/3) vote of those present and voting at a properly called meeting, where notice of the proposed amendments was provided to the Council at least thirty (30) days in advance of the meeting.

3. Indemnification. Directors, officers, members, and other authorized employees and agents of Association shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of Association to the full extent permitted by law.

4. Fiscal year. The fiscal year for the Association is the calendar year.