

Acupuncture Society of Massachusetts  
BYLAWS

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## ARTICLE I

### Section 1. Name

The name of the organization is the Acupuncture Society of Massachusetts (ASM).

### Section 2. Incorporation

The organization is incorporated in Massachusetts.

### Section 3. Office Address

The office address is 411 A Highland Avenue #383, Somerville, MA 02144.

## ARTICLE II.

### Section 1. Purpose and Founding Principles

The Acupuncture Society of Massachusetts (hereafter referred to as "ASM") is a professional membership organization that shall encourage the integration of acupuncture and Oriental medicine into American health care, expand the public understanding of and promote access to, acupuncture and Oriental medicine for all people. ASM shall foster high quality health care, education and research. ASM shall promote and cultivate discussion, broad representation and empowerment of individual and organizational members at state, regional and national levels.

The founding principles of ASM shall be as follows:

- a. To respect diversity and encourage discussion among practitioners;
- b. To generate cooperation and build a sense of community among practitioners;
- c. To share information within the community of acupuncture and Oriental medicine practitioners, other medical professionals and the community at large;
- d. To collaborate with organizations on issues and activities that are in accord with our mission;
- e. To seek input and involvement in decision and policy making by the membership
- f. To develop major policies by a process of full discussion and participation of the membership;
- g. To respect the individual voice and insure that his/her vote will be counted individually
- h. To assist the membership in licensure, regulation and health care issues as appropriate to local need.
- i. To advance and promote consumer education and action;

- j. To support appropriate educational and competency standards for the profession;
- k. To promote research in acupuncture and Oriental medicine;
- l. To remain mindful that health is a reflection of the world-at-large and to promote and assist activities that nurture the health of our community, our nation and the world.

## Section 2: Adopting New Policy Positions

The nature of this organization is that it realizes that acupuncture and Oriental medicine is both art and science, whose very life springs from the diversity of traditions of which they are comprised. In an effort to preserve this diversity the following laws regarding the process by which the board may adopt and support new positions are as follows:

- a. Acting in good faith, the board must present to the membership for a vote any proposal that it feels is of vital significance to the scope of practice of acupuncture and Oriental medicine in the state or on a national level.
- b. On these crucial items under consideration the board will solicit contrasting viewpoints for members' consideration.
- c. Members in good standing will receive voting ballots by mail on issues of policy.
- d. To adopt a new policy it must be affirmed by 60% of the voting membership.
- e. The membership will be allowed to recall any vote made by the board if 20% of the members will sign a petition of recall.
- f. Twenty percent of the membership may submit a proposal for consideration by the general body of the organization by petitioning the board.

## ARTICLE III

### Section 1. Professional (Voting) Membership

Individual Professional (Voting) Members must be licensed to practice acupuncture in Massachusetts , or National Commission for the Certification of Acupuncture and Oriental Medicine (NCCAOM) certified in acupuncture. To vote, members must be current in their dues.

### Section 2.

Other (non-voting) membership categories include associate members (acupuncturists, health care professionals, consumers or other interested individuals), students currently studying acupuncture and/or Oriental medicine, schools/colleges, other acupuncture and Oriental medicine professional organizations, commercial sponsors, other organizational members and donors.

## ARTICLE IV.

### Section 1. Professional Relations

The ASM may develop networks/alliances with other professional organizations including the AAMA, CCAOM, NADA, NACSCAOM, state, national or international acupuncture and Oriental medicine organizations, and organizations of other health care professionals (chiropractors, dentists, veterinarians, etc.) where such alliances are deemed to further the purposes and goals of the ASM.

## ARTICLE V.

### Section 1. Board of Directors

The Board of Directors consists of nine (9) members, of which:

- a. Eight (8) are current professional members, who ideally represent the diversity of ethnicity, gender and traditions of training in acupuncture and Oriental medicine in the United States.
- b. One (1) member is a student member, voted by a majority of student members. Student member has full voting privileges on matters voted on by the board.

### Section 2. Terms of Office

- a. The terms of office shall be:
  - 1) Two years for professional members.
  - 2) Student member will serve a one year term.
- b. Board members may not serve on the Board for more than six (6) consecutive years. After six consecutive years a Board member may serve again providing that a period equivalent to the last term served has elapsed.
- c. Any member of the Board of Directors who misses two (2) consecutive regular or special meetings of the Board, unless properly excused by the Board, may be removed from the Board by the remaining Board members. Any member of the Board of Directors may be removed from the Board for a reasonable cause, other than absences from meetings, by a two-thirds (2/3) vote of the Board and a majority of the ballots returned by 2/3 of the voting membership.
- d. Any Officer of the Board may be removed from office by a two-thirds (2/3) vote of the Board.
- e. Any Board member may resign at any time by submitting a letter of resignation to all other board members.

f. Any vacant position on the Board of Directors will be filled by a member appointed by the majority of the Board for a term ending at the election.

### Section 3. Board Authority and Structure

The affairs of ASM will be managed by the Board of Directors in accordance with the purpose and founding principles set forth in the bylaws. The Board of Directors, whose members are elected by the general membership, is allowed to do the following:

- a. Conduct the business of the organization between annual meetings,
- b. Present Bylaws amendments and major policy determinations to the membership for approval,
- c. Oversee the annual financial audit, budget and financial report,
- d. Perform strategic planning, and develop the long and short range goals and vision of the ASM, in accordance with its mission,
- e. Appoint committee chairs and approve committee members,
- f. Create ad hoc committees and task forces as needed,
- g. Determine dues structure
- h. Select an advisory board who would serve as consultants as needed.

### Section 4. Quorum

A majority of the members of the Board of Directors presently serving on the Board shall constitute a quorum for the transaction of any Board Meeting.

### Section 5. Compensation

No member of the Board of Directors or officer of ASM will receive, directly or indirectly, any salary or compensation in his or her capacity as a member of the Board. This does not apply, however, to Board members or others employed by ASM whose compensation must be reasonable for the work performed. Employment contracts must be approved by the Board. Board members must receive a reasonable per diem or honorarium when they travel on Board business.

## ARTICLE VI.

### Section 1. Officers and Duties

The Board of Directors will determine its officers including:

- a. The president who presides at all meetings of the Board of Directors and general meetings and represents the Board at the direction of the Board.
- b. Vice-President who assumes the responsibilities of the President in his or her absence.
- c. The Secretary who oversees the minutes of all meetings of the organization and all correspondence and notices of the organization at the direction of the Board.
- d. The treasurer who oversees all financial records, reports, audits and budgets of the organization at the direction of the Board.

## ARTICLE VII

### Section 1. Elections/Voting

- a. Election of the Board of Directors will be by:
  - 1. Voice, hand or secret ballot of members present during the Annual Meeting,or
  - by
    - 2. Mailed secret ballot after appropriate notice to the voting membership of the nomination and election procedures by the Election Committee.
- b. The type of vote will be determined by:
  - 1. the Board of Directors or
  - 2. by fifty percent plus one (50% plus 1) of 2/3 the qualified membership
- c. Mail Secret Ballot procedures: Ballots will be counted as soon after the deadlines as possible. Ballots whose envelopes are invalidated from the lack of a member's signature will be disqualified. Unsigned ballot envelopes will not be opened. Valid ballot envelopes will be opened and envelopes set aside prior to the counting of ballots. Ballots, envelopes and election records will be held for at least two (2) years.

### Section 2. Election Protests

Election protests will be decided by the Election Committee. The Election Committee will have either three or five members, as determined by the Board of Directors.

## Article VIII

### Rules of Order

The rules of the most recent edition of *Robert's Rules of Order, Revised* may be used to conduct meetings as appropriate at the Annual Meeting and Board Meetings. All matters will be passed by a majority vote of those present unless otherwise specified in these bylaws or the Articles of Incorporation.

## Article IX

### Committees

The board may establish Standing Committees. Ad Hoc Committees and Task Forces as needed.

## Article X

### Section 1. Finances

The annual audit, budget and financial reports to the membership will be overseen by the Finance Committee and approved by the Board of Directors.

## Section 2. Fiscal Year

The fiscal year is the calendar year.

## Article XI

### Section 1. Conventions and Meetings

a. The date, location and agenda/program of the Annual Meeting will be decided by the Board of Directors.

b. The Annual Meeting will be the forum for reports to the membership and discussion of issues raised by the membership or the Board.

c. The Board of Directors will meet at least six (6) times a year at such time and place as it may determine.

d. Special Meetings of the Board of Directors may be called at the request of the President or by a written request of 2/3 of the Board of Directors.

e. Reasonable notice of the place, date, time, and agenda of each regular and special meeting of the Board must be given to each board member,.

f. Voting by the Board of Directors requires physical presence or any means of communication by which all Directors participating can simultaneously hear each other in the meeting. A Director participating by these means is deemed to be present and in person.

g. Actions without meetings: The Board may act without meeting if prior to such action each board member consents by writing and that writing is recorded in the minutes book and the vote is unanimous.

## Article XII.

### Non-Discrimination

The ASM will not discriminate on the basis of race, religion, color, sex, age, national or ethnic origin, or sexual orientation in regard to membership, membership policies and other programs and policies. This non-discrimination policy will be publicized broadly through the organization's publications and membership brochures.

## Article XIII

### Amendments

Bylaws, amendments to the bylaws or repeals of the Board of Directors require a majority vote of 2/3 of the voting membership. Bylaws amendments and major policy changes can be proposed by professional members, the Board of Directors, or proposed at the business meeting. Proposed bylaws amendments will be reviewed by legal counsel before being presented to the membership for adoption.

Force in effect of bylaws: These bylaws are subject to the provisions of the laws of the Commonwealth of Massachusetts and the certificate of incorporation which may be amended from time to time. If any revision in these bylaws is inconsistent with the certificate of incorporation, the certificate of incorporation shall govern.