

**BY-LAWS OF THE  
CALIFORNIA ACUPUNCTURE AND TRADITIONAL MEDICINE ASSOCIATION, INC.**

**ARTICLE I**

**DEFINITION**

The word “Corporation” shall mean California Acupuncture and Traditional Medicine Association, Inc. (also referred to as CalATMA). The association may also use the dba name of CalATMA. Hereafter in this document, “CalATMA” and “the Association” shall refer to California Acupuncture and Traditional Medicine Association, Inc., whether or not 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 Certificate of Formation are to perform activities within the meaning of Internal Revenue Code Section 501(c)(6) as a trade association. The mission of the Association is to protect, promote, integrate, and advance 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 Criteria. 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 Trustees may establish. The Board of Trustees shall determine and set forth in separate documents the qualifications, dues, terms, removal and other conditions of membership.

- a. Professional member.* A professional member must be licensed in California as an acupuncturist. 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 Trustees, 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.

- b. *Lifetime member.* A lifetime member must be licensed in California as an acupuncturist. A lifetime member has all of the same rights and benefits as a professional member. A lifetime membership classification is granted to a professional member who has paid in full ten years of Association dues in advance. A lifetime member shall not be required to pay dues after being granted this classification. Lifetime memberships shall only be offered for a limited time period. This membership classification offering shall expire by a date established by the Board of Trustees.

Section 3. Non-Voting Membership Classification. 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:

- a. *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 Trustees but does not have any other voting rights.
- b. *Retired member.* A retired member is a California-licensed acupuncturist who retired from practice but is still interested in participating 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.
- c. *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 Trustees. An associate member does not have voting rights.

Section 4. Membership Meetings. The Association shall hold an annual meeting of the members at a location in California, as determined by the Board of Trustees. 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 Trustees, receiving reports of the Board and Committees, and for any other business that may arise. The annual meeting should, if possible, be combined with a continuing education conference.

**ARTICLE IV  
BOARD OF TRUSTEES**

Section 1. Powers. There shall be a Board of Trustees (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 Certificate of Formation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Trustees of the Association shall be those individuals on the appointed Steering Committee as of June 2018 and shall serve until their successors are elected and qualified. Thereafter, the Board of Trustees of the Association shall be composed of ten members and one voting student representative member. The Chief Executive Officer is an ex officio non-voting member of the Board.

Section 3. Election and Term of Office. The members of the Board of Trustees shall be elected by the members at a Regular Annual Meeting of the Association. Electronic voting may be used, if authorized by a majority vote of the members. Members of the Board of Trustees shall serve for two years with a limit of two terms. Former Trustees may be elected for a third term after being off of the Board for two years, at a minimum. The student representative member shall serve for two years with a limit of one term. The Board of Trustees shall determine and set forth in separate documents election qualifications and procedures.

Section 4. Resignation. Any trustee 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 trustee 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 vote of the trustees at any regular or special meeting of the Board of Trustees called expressly for that purpose.

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

Section 7. Regular Meetings. A regular meeting of the Board of Trustees of the Association shall be held every two months, or more frequently as needed, at such time, day and place as shall be designated by the Board.

Section 8. Special Meetings. Special meetings of the Board of Trustees may be called at the direction of the President, or by a majority of trustees then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Trustees 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 trustee 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 10. Quorum. A majority of the trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Certificate of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. Each trustee shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board of Trustees may take action without a meeting if written consent to the action is signed by all of the trustees. Signed consents may be transmitted by e-mail, facsimile or any other electronic means.

Section 13. Telephone Meeting. Any one or more trustees may participate in a meeting of the Board of Trustees by means of a conference telephone 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 14. Conflicts of Interest.

(a) In the event any trustee has a conflict of interest that might properly impede such trustee's fair and impartial participation in deliberations or decisions of the Board of Trustees, such trustee shall inform the Board as to the circumstances of such conflict. If these circumstances require the nonparticipation of the affected trustee, the Board may nonetheless request from the trustee 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 trustee has a direct or indirect personal interest, or any transaction in which a trustee is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

(b) No trustee 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 trustee has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any trustee who believes he or she may have such a conflict of interest shall so notify the Board of Trustees prior to deliberation on the matter in question, and the Board shall make the final determination as to whether such trustee has a conflict of interest in such matter. The minutes of the Board of Trustees meeting shall reflect disclosure of any conflict of interest and the recusal of the interested trustee.

**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 Trustees may from time to time appoint.

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

Section 3. Term of Office. Officers shall assume their duties at the close of the meeting of the Board of Trustees at which they are elected. Officers shall serve a term of 2 years or until their successors are elected. No officer shall serve more than 2 consecutive terms in the same office.

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, or serious dereliction of duties, by a two-thirds vote of the Trustees at any regular or special meeting of the Board of Trustees called expressly for that purpose.

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

Section 7. President. The President shall preside at all meetings of the Association and Board of Trustees. The President shall appoint a Parliamentarian. He or she shall appoint Association standing committee and task force chairs, in coordination with the Board of Trustees. 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 Trustees 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 Trustees, 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. Committees of Trustees. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each consisting of at least one or more Trustees, 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 Trustee, adopt a plan of merger, or authorize the voluntary dissolution of the Association.

Section 2. Executive Committee. Between meetings of the Board of Trustees, ongoing oversight of the affairs of the Association may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board.

Section 3. Standing Committees and Task Forces. The Board of Trustees may create and appoint members to such other standing committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Trustees and shall give advice and make non-binding recommendations to the Board. The standing committees may include legislative committee, education committee, clinical practice committee, insurance committee, membership and benefits committee, communications committee, finance committee, and elections committee. Additional standing committees and task forces may be created by the board of trustees, as deemed necessary.

Section 4. Standing Committee and Task Force Appointments. The President shall appoint standing committee and task force chairs, in coordination with the Board of Trustees.

Section 5. Ex-officio Membership. The President shall be an ex-officio member of all committees except the elections committee.

Section 6. 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 7. Vacancies. Vacancies in the membership of committees may be filled by the President.

Section 8. 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 Trustees.

## 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 1. Headquarters. When funding permits, the Association shall have an office in Sacramento.

Section 2. Chief Executive Officer. The Board of Trustees shall 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 years by the Board.

## ARTICLE IX

### MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall end September 30<sup>th</sup>.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Trustee, 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 given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

## ARTICLE X

### INDEMNIFICATION

Unless otherwise prohibited by law, the Association shall indemnify any Trustee or officer or any former Trustee or officer, and may by resolution of the Board of Trustees 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

Trustee, 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 Trustee, officer, or employee. The Association may advance expenses or, where appropriate, may itself undertake the defense of any Trustee, officer, or employee. However, such Trustee, 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 Trustees may also authorize the purchase of insurance on behalf of any Trustee, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Trustee, 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 California 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 Trustees 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.