

## TABLE OF CONTENTS

ARTICLE I	NAME.....	1
ARTICLE II	PURPOSES.....	1
ARTICLE III	MEMBERSHIP AND VOTING.....	2
Section 1.	Eligibility .....	2
Section 2.	Suspension, Expulsion, Denial.....	3
Section 3.	Dues .....	3
Section 4.	Voting rights.....	3
Section 5.	Ruling Body .....	3
Section 6.	Quorum .....	3
Section 7.	Amending Rules of By-laws .....	3
Section 8.	Manner of Acting.....	3
Section 9.	Election Protocol .....	3
Section 10.	Voting by Mail .....	3
Section 11.	Elections.....	4
Section 12.	No Vote change by-laws.....	4
ARTICLE IV	ANNUAL MEETING OF MEMBERS.....	4
Section 1.	Annual Meeting .....	4
Section 2.	Place of Annual Meeting.....	4
Section 3.	Notice.....	4
Section 4.	Special General Meeting.....	4
Section 5.	Proxies.....	4
ARTICLE V	THE GOVERNING BOARD .....	5
Section 1.	General Powers.....	5
Section 2.	Number Tenure and Qualification.....	5
Section 3.	Number of Meetings .....	5
Section 4.	Quorum .....	5
Section 5.	Vacancies .....	5
Section 6.	Compensation .....	6
Section 7.	Removal from Office.....	6
Section 8.	Passage of Resolutions.....	6
Section 9.	Committees .....	6
ARTICLE VI	OFFICERS.....	6
Section 1.	Officers .....	6
Section 2.	Qualifications .....	6
Section 3.	Tenure .....	6
Section 4.	Removal from Office.....	6
Section 5.	Duties of Officers and Directors.....	7
Section 6.	President.....	7
Section 7.	Vice President.....	7

Section 8.	Secretary.....	7
Section 9.	Treasurer .....	8
Section 10.	Conflict of Interest.....	8
ARTICLE VII	LIMITATIONS OF LIABILITY OF DIRECTORS .....	8
ARTICLE VIII	INDEMNIFICATION OF OFFICERS AND DIRECTORS .....	9
ARTICLE IX	CODE OF ETHICS .....	9
ARTICLE X	DISSOLUTION .....	10

# Vermont Association of Acupuncture and Oriental Medicine

Adopted: May 5, 2002  
Amended: November 15, 2008

## ARTICLE I.

### NAME

The name of the organization shall be 'Vermont Association of Acupuncture and Oriental Medicine', hereafter referred to as the VAAOM or the Association.

## ARTICLE II.

### PURPOSE

The VAAOM is a not for profit association and professional organization of Oriental Medical Practitioners, Students, Allied Health Professionals and others interested in Oriental Medicine throughout the State of Vermont for the following purposes:

1. To serve as a membership organization of the acupuncture and Oriental medicine profession in Vermont.
2. To serve as a membership organization of acupuncturists, students of acupuncture, and public members who are joined together to insure high professional standards in the quality of acupuncture and Oriental medicine practice.
3. To maintain the practice of acupuncture and Oriental medicine as a separate and distinct health care profession.
4. To protect and encourage in every way not contrary to law, the philosophy, science and art of acupuncture and Oriental medicine, and the professional welfare of its members.
5. To serve as an official advocate for and representative of the acupuncture and Oriental medicine profession in the State of Vermont and to assist all reputable organizations of the profession throughout the world in carrying out compatible purposes, when the Board of Directors deems such purposes compatible as expressed in the by-laws.
6. To develop and maintain, when deemed necessary, and in the manner deemed by the Board of Directors, standards of education, ethics and professional competency, health

research programs, and inter-professional relationships, and to promote public understanding of acupuncture and Oriental medicine.

7. To promote ethical practice of acupuncture and Oriental medicine within the state by establishing and implementing a code of ethics for professional acupuncturists.
8. To create alliances with other local, state, and national organizations in order to promote acupuncture and Oriental medicine, maintain high standards, and achieve the recognition and acceptance of acupuncture and Oriental medicine as a healthcare modality.
9. To serve as an informational resource to members and the general public concerning acupuncture and Oriental medicine.
10. To encourage continuing education for professional members by providing opportunities for education within Vermont.

### ARTICLE III.

#### MEMBERSHIP AND VOTING

Section 1. Eligibility. Any person or organization who is in accord with the principles and objectives of the VAAOM is eligible for membership as:

A. Professional Member: Any Oriental medical practitioner licensed as an acupuncturist by the State of Vermont, who ascribes to and practices the ethics of the VAAOM and is current with his/her dues.

B. Honorary Member: A distinction that may be conferred by the Board of Directors, voting unanimously, on any individual who has proven exceptional service to the art of acupuncture and/or Oriental medicine and/or the Association. Emeritus Members shall have privileges as voting members of the Association ad infinitum with no dues obligations. An Emeritus Member may be elected to the Board of Directors with full voting privileges and may serve in any capacity in the Association with privileges equal to a Professional Member. The privileges conferred to each Honorary Member shall be determined by a majority vote of the Board of Directors.

C. Associate Member: Any interested party extending financial or any other assistance to the organization including students, allied health professionals, and interested members of the public. Associate members shall not have voting privileges and may not serve on the Board of Directors. Associate members may serve in other capacities in the Association. Other privileges of Associate membership shall be decided by the Board of Directors.

All membership categories shall be open to any individual or group regardless of race, creed, color, religion, sex, sexual orientation or national origin.

Section 2. Suspension, Expulsion or Denial of Membership. Any person or organization may be denied membership or any member may be suspended or expelled by the Board of Directors for violation of the Code of Ethics of the Association. All charges against a member for violating the Code of Ethics shall be filed with the Board of Directors, which, upon written notice to the defendant member, shall cause the charges to be investigated, upon findings of probable cause of violation. The defendant shall have the right to defend himself, personally or by representative. The Board of Directors will review the findings, conclusions, and recommended action within 21 days and adopt, modify or reject it by a two-thirds (2/3) vote. Any member subject to suspension, expulsion or denial of membership shall forfeit all dues that may have been paid.

Section 3. Dues. Dues for membership shall be assessed by the Board of Directors and periodically reviewed by the voting membership. All dues shall be payable in accordance with the payment plan approved by the Board of Directors. Annual membership dues shall be paid prior to participating in a VAAOM event as a member.

Section 4. Voting Rights. Voting members whose dues are current have full voting privileges. Voting members shall be entitled to one (1) vote on each motion.

Section 5. Ruling Body. The Voting Membership is the sole ruling body of the VAAOM.

Section 6. Quorum. Consists of a minimum of eight voting members.

Section 7. Amending the by-laws at a general meeting or any other time shall require a two-thirds (2/3) majority vote of those present so long as there is a quorum.

Section 8. Manner of acting. The action of a majority of those present and voting at a meeting at which a quorum is present shall be the action of the Board unless a greater number is required by law or by these by-laws.

Section 9. Election Protocol. All nominees for the Board of Directors will be contacted by the current Board of Directors during the week following nominations to obtain their acceptance to run for a directorship. Each candidate will be asked to submit a statement of their qualifications and ideas as a director by a date set by the Board. A special newsletter will then be sent to all members, which will include all nominees' statements. In the case of insufficient nominees for open positions, nominations will be reopened at the annual meeting of the general membership, hereafter called the Annual Meeting. All candidates will be given the opportunity to give a 5-minute presentation of their platform before the ballots are cast at the Annual Meeting.

Section 10. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the

Board of Directors shall determine. Members may request an absentee ballot from the Board to vote in a posted election if unable to attend a scheduled meeting. Absentee ballots must be received via United States Postal Mail, no later than three (3) days prior to the date of the election. The name and return address of the person voting must appear on the envelope in order for the ballot to be valid.

Section 11. Elections shall be conducted in accordance with “Robert’s Rules of Order”.

Section 12. No vote that can change the by-laws or that substantially affects the membership may be held without allowing a minimum of 30 days notice to the general membership.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Annual Meeting. A convention of members shall be held each year for the purpose of electing officers and directors, amending by-laws, reviewing the activities of the Association and such other items as the membership and the Board of Directors may deem necessary.

Section 2. Place of Annual Meeting. The Board of Directors may designate any place within the boundaries of the State of Vermont as a place of meeting.

Section 3. Notice. Written notice of the Annual Meeting shall be made no less than forty-five (45) days prior to the meeting. This notice shall be deemed delivered upon posting with the United States Postal Service and via VAAOM group email.

Section 4. Special General Meetings. Upon call of two-thirds (2/3) majority of the Board of Directors or at least three-quarters (3/4) of the general voting membership, a special meeting may be convened for the body of the membership and notification provided in accordance with the provisions of Section 3 of this article.

Section 5. Proxies. A proxy is a member who is entitled to vote, authorizing another member to vote in his/her place. No proxies are authorized in any meeting.

## ARTICLE V

### THE GOVERNING BOARD

#### Section 1. General Powers

The Board of Directors Shall:

1. Conduct the general business of the Association
2. Control and manage funds and property of the Association
3. Ensure that the Association does not engage in any activity that will jeopardize the Association's federal tax exemption.

Section 2. Number Tenure and Qualification. On the Board of Directors, in addition to the President, Vice President, Secretary and Treasurer as described in Article VI (officers), there shall be two Directors who shall be elected for three-year terms. If there is an opening for a Director, that vote shall take place after the officers have been elected at the Annual Meeting. At least one Director will be elected from the VAAOM Professional membership and must be licensed in and have a primary practice in Vermont. The remaining Director may be elected from any voting member category.

#### Section 3. Business Meetings.

1. The Board of Directors shall meet at least four (4) times a year. The date, time and location will be determined by the majority of the Board. Members of the Board of Directors shall be notified of a meeting at least ten (10) days prior to the date of the meeting. The President or a majority of the Board of Directors may call for an emergency meeting and waive the ten (10) day notice. Meetings of the Board of Directors shall be open only to members of the Association and to others who have been invited to attend. Any member interested in attending a meeting of the Board must contact a Board member to receive notice of the next scheduled Board meeting. An agenda shall be sent to all Board members at least seven (7) days prior to such meetings except in the case of a special Board/emergency Board meeting.
2. Meetings may be held by teleconference to conduct business or to achieve a quorum.

Section 4. Quorum. A majority of the members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors.

#### Section 5. Vacancies.

1. If a vacancy occurs on the Board of Directors for any reason between Annual Meetings, the position shall be filled by appointment with a two-third (2/3) vote by the Board of Directors from a list of alternates nominated during the previous year's Annual Meeting. The appointed alternate shall take the place of that Director and serve for the remaining term of office.

2. If a vacancy occurs in the office of President, the Vice President shall assume the duties, responsibilities and authority of the President until the next Annual General Meeting.

Section 6. Compensation. Members of the Board of Directors shall not receive any manner of compensation or salary for their services, but by resolution of the Board of Directors, may receive reimbursement for certain authorized expenses for travel, food, and lodging to attend specified meetings pertaining to the affairs of the Association.

Section 7. Removal from Office. Any member of the Board missing two (2) consecutive board meetings may be replaced at the discretion of the Board of Directors. A member of the Board may be removed from office by reason of his/her breach of the responsibility to the Association or violation of any of the by-laws of the organization by a majority vote of the Board of Directors.

Section 8. Passage of Resolutions. Resolutions before the Board of Directors shall be decided by a majority of the votes cast by the members of the Board of Directors present. All parties concerned shall accept the declaration by the presiding officer of the results of such voting as final.

Section 9. Committees. The Board of Directors may create committees as needed.

## ARTICLE VI

### OFFICERS

Section 1. The officers of the Association shall be: President, Vice President, Secretary and Treasurer.

Section 2. Qualifications for officer. Any voting member who has participated in one or more meetings of the association in the previous year shall be eligible for nomination to the Board of Directors. All officers must be licensed in and have a primary practice in Vermont.

Section 3. Tenure. Each Officer shall serve a three year term, which shall begin at the close of the board elections during the Annual Meeting. President and Vice President may serve two consecutive terms, and may then become eligible for re-election after an interval of one year. Secretary and Treasurer may serve unlimited consecutive terms.

Section 4. Removal from office. Any officer may be removed from office by reason of his/her breach of responsibility to the association or violation of any of the by-laws of the Association by a two-thirds (2/3) vote of the Board of Directors.

Section 5. Duties of the Officers and Directors.

1. The Board shall have such powers as are delegated to it by these by-laws and/or by vote of the Association membership referring specific individual matters to it.
2. The Association's membership may vote to give the Board instructions, which the Board shall carry out, and may countermand any action of the Board by calling a special meeting and obtaining a majority vote.
3. Contracts may be entered into by the Board as long as the contracts are in accordance with the stated goals of the VAAOM.

Section 6. The President shall:

1. Preside at general meetings of the Association and of the Board of Directors.
2. Prepare an agenda for all meetings agreed upon by the Board of Directors. This agenda should be distributed before the meeting. The President shall call for additions to the agenda from the general body.
3. Be an ex-officio member of all committees.
4. Prepare and deliver a report of the activities of VAAOM during the previous year and goals for the coming year to the membership at the annual meeting.
5. Represent the interests of the Association to national acupuncture and oriental medicine associations and groups.
6. Keep the Vice President informed of association affairs.
7. Act as a liaison for the Association with the general public, State of Vermont, and other professional organizations.

Section 7. The Vice President shall:

1. Assist the President in all duties.
2. Act as a liaison between members and the Board of Directors.
3. Chair meetings in the absence of the President.
4. Assume the duties of the President in the event of the President's inability to serve.

Section 8. The Secretary shall:

1. Record and file all minutes of the Annual Meeting, special general meetings and Board meetings. Prepare and distribute the minutes to all of the Board members.
2. Send the Presidents of the national organizations of acupuncture and Oriental medicine the names and addresses of officers of the Association after elections have taken place at the Annual Meeting.
3. Send copies of important correspondence and information on matters of general business of the Association to the President.
4. Keep a list of members with address, phone number and dues status.
5. Send copies of Association by-laws to new members upon request.
6. Receive, answer and file all VAAOM correspondence and distribute to appropriate officer.

7. Notify all members of the date, time and place of the Annual Meeting forty-five (45) days prior to the event. Notify all members of any special meetings or election information as set forth by rules.
8. Notify members of time, place, and date of all other meetings at least ten (10) days prior to the meeting date or as soon as possible in the event of an emergency meeting.
9. Notify all members of annual membership renewal forty-five (45) days prior to renewal date.

Section 9. The Treasurer shall:

1. Receive moneys of the Association, pay bills and disperse funds as directed by the Board of Directors.
2. Be responsible for the collection of all member dues and/or assessments.
3. Prepare an annual budget for the Association to be reviewed and approved by majority of the Board of Directors.
4. Prepare a written report for the Annual Meeting.
5. Prepare and file all appropriate taxes by the Treasurer or a professional accountant.
6. Keep the financial record of the Association in good order
7. See that the financial records of the Association are audited by 2 voting members or by a professional accountant prior to the Annual Meeting.
8. Within 30 days of successor's appointment deliver to his/her successor all books, money and other property of the VAAOM that is in his/her charge with a full and complete accounting of all VAAOM funds and property. In the absence of a successor, he/she shall deliver such properties to the President.

Section 10. Conflict of Interest. Each member of the Board of Directors shall sign a conflict of interest policy statement and shall not use his or her position on the Board to profit his or her own interests. If any action of the Board may present a real or perceived conflict of interest for a Board member, that Board member shall explain the reasons and not vote or participate in discussion of the matter.

## ARTICLE VII

### LIMITATION OF LIABILITY OF DIRECTORS

No member of the Board of Directors shall have any personal liability in connection with any contract, act or omission of the Board, except as provided in these by-laws.

No member of the Board of Directors shall be liable to the Association or its members for errors of judgment, negligent or otherwise, except that each member of the Board of Directors shall be liable for claims arising from his/her acts of unlawful conduct, bad faith, willful misconduct, malfeasance, or nonfeasance.

## ARTICLE VIII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

The VAAOM shall indemnify its Officers, Directors, employees and agents against expenses, judgments, settlements, or other liabilities actually and reasonably incurred by such persons in the course of their responsibilities and obligations to the VAAOM.

No indemnification shall be made unless it is determined that the person claiming the right of indemnification acted in good faith and in a manner reasonably believed to be in the best interest of the VAAOM and, in any situation involving a criminal proceeding, unless such person had no reasonable cause to believe that his/her conduct was unlawful. Such determination shall be made by a duly adopted resolution of the Board of Directors.

## ARTICLE IX

### CODE OF ETHICS

As a practitioner of Oriental medicine and a voting member of the VAAOM, I commit myself to practice acupuncture and Oriental medicine responsibly and to the best of my ability; to the growth of my profession's role in the broad spectrum of health care in Vermont; and to my own professional growth. I subscribe to each of the commitments stated below:

1. To render the highest quality care and to make appropriate and timely referrals to other health care professionals.
2. To keep the patient informed, by explaining treatment procedures and expectations of results; and to avoid making false promises or creating unreasonable expectations.
3. To place the health and well being of my patients first and foremost in my mind, conforming to the rule of health care first, business second.
4. To keep accurate record of patient history and treatment and to respect the confidentiality of those records and of any other personal information given by the patient.
5. To conduct my business and professional activities with honesty and integrity, and project a professional image in all aspects of my practice.
6. To strive for professional excellence through regular assessment of personal and professional strengths and weaknesses, and by continued education and training.
7. To establish clear boundaries in the professional relationship and provide a safe atmosphere guarding against physical and emotional abuse of clients and abstaining from any sexual conduct with patients within two years of a professional relationship.
8. To provide an appropriately clean environment and to be familiar with modern techniques for preventing communicable disease.
9. To avoid treating patients when one's own judgment or competence is impaired by chemical dependency or physical or mental incapacity.

10. To recommend and sell food supplements or other products solely for the health and well being of my patients.
11. To make a sincere effort to contribute towards the standards of the profession of acupuncture.
12. To use appropriate channels to maintain ethical, professional conduct among my peers.
13. To provide accurate information regarding my education, training, and experience, professional affiliations, certification and licenser within the reach of the public.
14. To respect the integrity of other forms of health care and to make efforts to develop collaborative relationships with other care providers and to bring the best possible care to our patients.
15. To make every effort to keep health care costs within the reach of the public.
16. To avoid making claims of representing the VAAOM to any organization, person, or governmental agency without clear approval of the voting body of the association.
17. To not represent myself as, or use the word 'Doctor' or its abbreviation before my name on any signs, stationary, advertising material or for any purpose whatsoever, unless I am licensed to do so expressly by the State of Vermont, Medical Practices Act, or by other accredited license practice acts.
18. To follow all current Vermont laws on acupuncture.

Members shall not use membership in the VAAOM to imply professional competence.

## ARTICLE X

### DISSOLUTION

Upon dissolution, the net assets of the Association shall be distributed either to a 501c(6) corporation with goals and objectives in accordance with those of the Association in accordance with the Internal Revenue Service, or if the dissolution was for purposes of forming another association, the assets would go to the successor association/corporation and/or colleges/universities accredited by an agency acceptable to this Association or its successor, and having status with the United States Department of Education.