



BYLAWS OF THE ACUPUNCTURE SOCIETY OF VIRGINIA

Last Revised: March 24, 2020

ARTICLE I: ORGANIZATION

Section 1.1. **NAME:** The name of the organization shall be the Acupuncture Society of Virginia, abbreviated as ASVA.

Section 1.2. **INCORPORATION:** The organization is a nonprofit corporation organized under the laws of the Commonwealth of Virginia and tax exempt under Section 501(c)(6) of the Internal Revenue Code.

Section 1.3. **REGISTERED AGENT:** ASVA must have and continue to maintain a Registered Agent at a location specified within the boundaries of the Commonwealth of Virginia. The Registered Agent is to be filed with the Secretary of State according to the legal requirements defined by the Secretary of State's office. The main purpose of the Registered Agent is to serve as a contact person for the Internal Revenue Service, Secretary of State, for other governmental purposes, and accept legal correspondence on behalf of ASVA. Such registered agent is not required to be an individual or a member or an officer of ASVA. The Board of Directors of ASVA may change the registered agent.

Section 1.4. **OFFICES:** The principal office of ASVA shall be located in the Commonwealth of Virginia. The principal office shall be determined by the Board of Directors. The Board of Directors of ASVA may change the location of the principal office.

Section 1.5. **GOVERNING LAWS:** All policies and activities of ASVA shall be consistent with applicable federal, state, and local laws and regulations.

ARTICLE II: PURPOSE

The purposes for which ASVA has been organized are as follows: 1) to provide a primary meeting place and organizational forum in the Commonwealth of Virginia for licensed acupuncturists and those training to become licensed acupuncturists, 2) to elevate the standards of Acupuncture/East Asian Medicine and education in Virginia, 3) to share knowledge of Acupuncture/East Asian Medicine and related disciplines, 4) to assist in the establishment of health regulation and laws that protect the public, 5) to provide continuing education programs for health

professionals in Virginia, 6) to educate the general public regarding the nature and scope of the practice of Acupuncture/East Asian Medicine, 7) to promote, encourage, and support research in Acupuncture/East Asian Medicine, and 8) to support and cooperate with the national and state professional organizations of Acupuncture/East Asian Medicine.

ARTICLE III: MEMBERSHIP

Section 3.1. **Membership Qualifications:** Membership in ASVA is extended to individuals, associations, corporations, or other entities involved in, or associated with, the profession or industry of ASVA, and who conform to other Membership conditions and requirements established by ASVA such as remaining in 1) Good Standing, and 2) Agreement to Follow Association Rules.

1. **Good Standing:** A Member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to ASVA, and who has not been found by ASVA to be in violation of membership conditions and requirements established by ASVA.
2. **Agreement to Follow Association Rules:** Each Member of ASVA agrees to be bound by these by-laws and any amendments thereto, by the lawful actions of the Board and/or duly constituted committees of ASVA, and ASVA's Code of Ethics.

Section 3.2. **Membership Classifications:** ASVA shall have two classes of Members (collectively referred to as "Membership") designated as 1) Voting Members, and 2) Non-Voting Members.

Section 3.3. **Voting Members:** Subject to revision or amendment by the Board, Voting Members of ASVA are as follows: 1) Professional Members.

1. **Professional Members:** Any individual holding a current, active Virginia State Acupuncture License is eligible for Professional Member status. A Professional Member must maintain a Virginia State Acupuncture License in good standing at all times to remain a Professional Member.

Section 3.4. **Non-Voting Members:** Subject to revision or amendment by the Board, Non-Voting Members of ASVA are as follows: 1) Student Member, 2) Allied Health Professional Member, 3) Institutional Member, 4) Business Member, and 5) Public Member.

1. **Student Member:** Any individual who is currently enrolled as a serious student in a school of Acupuncture and East Asian Medicine whose curriculum meets or exceeds the requirements of the State in which it is located and meets the criteria which will allow the student to sit for National Certification Commission for Acupuncture and Oriental Medicine (NCCAOM) examination or its equivalent are eligible for status as a Student Member. Student Members do not include licensed acupuncture professionals.
2. **Allied Health Professional Member:** Any individual who meets State requirements for licensure, certification, or registration as a health care provider other than L.Ac. and supports the principles and purposes of ASVA are eligible for status as an Allied Health Professional Member.
3. **Institutional Member:** Any association or corporation accredited by the Accreditation Commission for Acupuncture and Oriental Medicine (ACAOM) to teach acupuncture and East Asian Medicine which meet the qualifications established by the Board, is eligible for status as an Institutional Member.

4. **Business Member:** Any entity engaged in a trade, industry service, or profession related to or supportive of the acupuncture industry that meets the qualifications established by the Board, is eligible for status as Business Member.
5. **Public Member:** Any individual, association, corporation, or entity that does not qualify for or does not wish to participate in any of the above Membership Categories but supports the principles and purposes of ASVA is eligible for status as a Public Member.

Section 3.8. **Additional Matters:** No Non-Officer member may hold themselves out to represent or act on behalf of ASVA without the approval of the Board of Directors. Members must defer press inquiries to the Board.

Section 3.9. **Non-Discrimination:** All membership categories shall be open to any individual or group regardless of race, creed, color, religion, gender identity, sexual orientation or national origin.

ARTICLE IV: MEMBERSHIP DUES

Section 4.1. **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 simple majority vote of the Board of Directors.

Section 4.2. **Membership Terms and Conditions:** Each membership term begins upon the date the member's application is approved and expires one-year later unless membership has been renewed or terminated in accordance with policies and procedures approved by the Board.

Section 4.3. **Termination of Membership:** A Membership shall be terminated whenever any of the following events have occurred: 1) the Member has voluntarily resigned, 2) the expiration of the period of Membership has occurred, unless the Membership is renewed on the renewal terms fixed by the Board, 3) the Member has failed to pay dues, fees, or assessments in the amount and under the terms set by the Board, 4) the Member has failed to abide in the lawful decisions of the Board or any duly constituted committee of ASVA, or 5) the occurrence of any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications.

Section 4.4. **Membership Reinstatement:** Any Member whose membership has been terminated due to failure to pay their annual dues, fees, or special assessments may be reinstated upon the payment of said annual dues, fees, or special assessments.

ARTICLE V: MEMBERSHIP MEETINGS

Section 5.1. **Annual Membership Meeting:** A convention of members shall be held each year in the spring, or such other times as designated by the Board, for the purpose of electing directors, reviewing the activities of the Association, and such other items as the membership and the Board may deem necessary. The Board may designate any place within the boundaries of the Commonwealth of Virginia as the place of meeting.

Section 5.2. **Special Meetings:** Upon call of a majority of the Board of Directors or a majority of the general voting membership by signed petition, a special meeting may be convened of the body of the membership. Special meetings may be called to revise the bylaws, or other business requested that is of such urgency that business must be conducted before the next annual membership meeting.

Section 5.3. **Telephonic Membership Meetings:** The Annual Membership Meeting and all Special Meetings may be conducted by video conference or similar communications by which everyone participating in the meeting can hear each other at the same time.

Section 5.4. **Notice of Meeting:** Notification as to date, time, and place of the Annual Membership Meeting and the date, time, place, and purpose of any Special Meeting shall be delivered upon proper posting with the United States Postal Service or by broadcast email to the members of the Association at least six (6) weeks prior to the Annual Membership Meeting and thirty (30) days prior to any Special Meeting.

Section 5.5. **Meeting Agenda:**

1. **Annual Membership Meeting:** The President of the Board shall be responsible for setting the agenda for the annual membership meeting. Any member may submit an addition to the agenda under New Business. In order to be part of the published agenda advertised to the membership prior to a meeting, any additions to the agenda must be submitted no later than four (4) weeks before a meeting.
2. **Special Meetings:** Agendas of Special Meetings may not be open-ended. The agenda item(s) for a Special General Meeting is determined by the majority of the Board of Directors in their vote or the general voting membership in their petition.

Section 5.6. **Conduct of Meeting:** The President, or, in his/her absence, such other office of ASVA designated by a majority of the Board of Directors, will act as presiding officer at meeting of the members. The presiding officer will call the meeting to order, determine the order of business, determine what business is properly brought before the meeting, and have authority, in his or her sole discretion, to regulate the conduct of such meeting.

Section 5.7. **Quorum:** A quorum shall consist of not less than ten (10) percent of the Voting Members at any Annual Membership Meeting or any Special Meeting. Student members, including those that serve on the Board of Directors, do not count toward the quorum as they constitute non-voting members.

Section 5.8. **Proxies:** No proxies will be accepted for any vote at the Annual Membership Meeting or any Special Meeting.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1. **General Powers:** The affairs of ASVA will be managed by the Board of Directors in accordance with the purpose and founding principles set forth by the bylaws. The Board of Directors, whose members are elected by the general membership, is allowed to do the following: 1) conduct the business of the organization between annual membership meetings, 2) present bylaw amendments and major policy determinations to the membership for approval, 3) oversee the annual financial audit, budget, and financial reports, 4) perform strategic planning and develop the long and short range goals and visions of ASVA, in accordance with its mission, 5) create policies related to ASVA business and administration, 6) appoint committee chairs and approve committee meetings, 7) create ad hoc committees and tasks forces as needed, and 8) determine membership dues, structures, and benefits.

Section 6.2. **Number of Board Members:** The Board of Directors should consist of no less than five (5) nor more than seven (7) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The Board of Directors may include up to two (2)

student members, appointed and approved by the Board. Student members serving on the Board of Directors have full voting privileges on matters voted on by the Board.

Section 6.3. **Tenure of Board Members:** The members of the Board of Directors shall serve terms of two (2) years. Board members may serve no more than three (3) consecutive terms of office. Student members will serve a term of one (1) year. Student members serving on the Board of Directors may serve no more than two (2) consecutive terms of office.

Section 6.4. **Qualifications of Board Members:** Directors must be Professional Members in good standing of ASVA and may have such other qualifications as the Board may prescribe by amendment to these bylaws. Student members serving on the Board of Directors must be Student Members in good standing of ASVA and currently enrolled as a serious student in a school of Acupuncture and East Asian Medicine. Student members may have such other qualifications as the Board may prescribe by amendment by these bylaws.

Section 6.5. **Election of Board of Directors:** Election of Board of Directors will be by voice, hand, or secret ballot of members present during the Annual Membership Meeting.

Section 6.6. **Board Meetings:** The Board of Directors shall meet a minimum of four (4) times per year in person or by telephone/internet conferencing. Meeting time and place are decided by the President. The President of ASVA may call more meetings as necessary throughout the year. The President of ASVA sets and presides over the meeting agenda. In the absence of the President or upon the President's request, the Vice President shall conduct the meeting. Meetings of the Board of Directors shall be open to the general membership and invited non-members, subject to the right of the Board to hold a closed meeting or to close an open meeting at any time.

Board members are required to attend all meetings called by the President. Board members are required to attend the Annual Membership Meeting. Special circumstances will be taken into consideration by the Board on a case by case basis if/when attendance by a Board member is not possible.

Section 6.7. **Telephone, Video, etc. Meetings:** Members of the Board of Directors may participate in a meeting of the Board of Directors, or committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 6.8. **Quorum:** At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may then adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present. Email voting is allowed between Board Members and is subject to the rules of the quorum.

Section 6.9. **Proxies:** There shall be no proxies authorized.

Section 6.10. **Vacancies:** Vacancies can be created by resignations and removals. Vacancies on the Board of Directors shall be filled by appointment of the Board of Directors for the remaining term of office. Any vacancies at the time of the Annual Membership Meeting shall be filled by election at such meeting for the remaining term of office. Appointments or election to fill a vacancy for a remaining term shall not count against the three (3) allowable terms.

Section 6.11. **Removal from Office:** A member of the Board of Directors may be removed from office by reason of his or her breach of responsibility to ASVA by a majority of vote of the other Directors or by a vote of no confidence by a majority of the membership. Any Board Member missing two (2) consecutive regular meetings for unexcused absences may be replaced at the discretion of the Board.

Section 6.12. **Resignation from Office:** Any Director can resign at any time by delivering a written resignation to the Secretary. Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

Section 6.13. **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, may receive reimbursement for certain expenses pertaining to the business of ASVA. Board members shall be allowed to attend all ASVA sponsored conferences and attend all classes or seminars at no charge.

Section 6.14. **Conflicts of Interest:** The Board of Directors will manage conflicts of interest in the following way:

1. In the event that any Director of the Board has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberation or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the non-participation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decision. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transactions by or with ASVA in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgement or otherwise act in the best interests of ASVA.
2. No director shall cast a vote, nor take part in a 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 ASVA. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter with a majority vote. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and recusal of the interested director.

ARTICLE VII: OFFICERS AND DUTIES

Section 7.1. **Officers:** The Officers of ASVA shall include a President, Vice President, Secretary, and Treasurer, and such other officers, if any, as the Directors may from time to time deem appropriate. Officers must be Board of Directors nominated and approved by the Board for a term of one (1) year. Officers will hold office until the first meeting of the Board of Directors following the next annual membership meeting, and until their successors are chosen and qualified. Any number of offices may be held by the same person except the offices of President and Secretary. No person may be elected to the same office more than three (3) consecutive terms.

Section 7.2. **Duties:**

1. President. President shall be chief executive officer of ASVA and shall have responsibility for the general supervision and control of ASVA affairs. The President shall preside at all meetings of the Board or may

delegate the responsibility to another Director. The President has such powers as are necessary for the functioning of ASVA as prescribed by the Board of Directors.

2. Vice President. Vice President shall preside at all meetings of ASVA and of the Directors in the absence of the President and shall serve as President during any incapacity of the President to service as officer. The Vice President shall also perform such other duties as prescribed by the Directors.
3. Secretary. The Secretary shall create and maintain a record of the meetings of the Board. The Secretary shall also create and maintain the minutes of the meeting of the meetings of ASVA, manage ASVA correspondence and communication, and fulfill such other duties as prescribed by the Board.
4. Treasurer. Treasurer is responsible for the financial affairs of ASVA and shall maintain accurate records for all ASVA funds except as the Board may otherwise provide. The Treasurer shall deposit or cause the deposit of all ASVA funds into ASVA's designated bank and shall disburse such funds only upon order of the President or President's designee. The Board may vote to employ a bookkeeper to assist the Treasurer.

ARTICLE VIII: COMMITTEES AND TASK FORCES

Section 8.1. **General Powers:** From time to time, the Board of Directors by a resolution adopted by a majority of the whole Board may appoint a committee or committees for any purpose or purposes, to the extent lawful, which shall have such powers as shall be determined and specified by the Board of Directors in the resolution of appointment. The President may appoint one or more task forces, which shall be given very specific and limited responsibilities and shall not have or exercise the authority of the Board, primarily to gather information and report back to the Board of Directors. Members of any Committee need not be Directors. However, no Committee having one or more non-Director members shall have or exercise the authority of the Board in the management of ASVA.

Section 8.2. **Chairpersons:** The President, by and with the consent of a majority of the Board, shall appoint Committee and Task Force chairpersons. All Committee and Task Force chairpersons shall be members in good standing of ASVA. Unless otherwise provided, all Committee and Task Force chairpersons shall hold their positions until the next Annual Membership Meeting.

The chairperson of the committee shall recruit and appoint committee members from the general membership. All Committee and Task Force members shall be members in good standing of ASVA.

Section 8.3. **Procedures Applicable to All Committees and Task Forces:** Each Committee and Task Force shall follow ASVA's policies and procedures and shall meet in accordance with such rules or by resolution of the Board of Directors. The presence of a majority of the then appointed members of that body shall constitute a quorum for the transaction of business, and in every case where a quorum is present the affirmative vote of a majority of the members of that body present shall be the act of that body. Each Committee and Task Force shall keep minutes of its proceedings. Any action taken by Committee or Task Force shall be promptly reported to the Board of Directors.

Section 8.4. **Reports:** The Chairperson of each committee shall make reports of committee activities to the Board at the conclusion of each meeting of the committee.

Section 8.5. **Actions by Telephonic Communications:** Members of any Committee or Task Force designed by the Board of Directors may participate in a meeting by means of conference telephone or conference video or similar

communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meetings.

Section 8.6. **Termination of Committee Membership:** In the event any person shall cease to be a member of ASVA, such person shall simultaneously therewith cease to be a member of any Committee or Task Force appointed by the Board of Directors. Any member of any Committee or Task Force may be removed at any time, either for or without cause, by resolution adopted by the Board of Directors.

ARTICLE IX: MANAGEMENT OF ASSOCIATION

Section 9.1. Finances:

1. **Fiscal Year:** Fiscal Year: The fiscal year shall be the calendar year.
2. **Annual Financial Statement:** The Association shall prepare an annual financial statement for distribution to the general membership at the Annual Membership Meeting.
3. **Fiscal policy:** The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks, the obligation of funds, approval of contracts, and other significant aspects of the Association's fiscal operation. The fiscal policy shall assure that the Association shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.
4. **Contracts:** The Board may authorize any Officers, Directors, or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances. Contracts in excess of Two Thousand Dollars (\$2,000.00) annually and/or for terms longer than twelve (12) months must be reviewed by the Board before being entered into by the authorized agent.
5. **Loans:** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.
6. **Banking:** The funds of the Association shall be kept in an account at a federally insured financial institution.
7. **Checks, Drafts, Etc.:** All checks, drafts, or other orders for all payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the President or Treasurer of the Association and in such manner as is from time to time determined by resolution of the Board. Any amounts over One Thousand Dollars (\$1,000.00) and not preapproved by the Board, must be approved by the Board before such transactions take place.
8. **Gifts and Contributions:** The Treasurer may accept on behalf of the Association any contribution, gift, bequest, or device as may be consistent with the established purposes of the Association and as may be permitted by any applicable local, state, or federal law.

Section 9.2. **Recordkeeping:** The Secretary shall establish and keep while in office a Policies and Procedures Manual of the Association, job descriptions of all Board of Director positions, and anyone working under them as well as the minutes of all meetings.

Section 9.3. **General Provisions:** The Board of Directors may engage employees, agents, and outside consultants as necessary.

ARTICLE X: INDEMNIFICATION

Section 10.1. **Right to Indemnification:** Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her estate, or its personal representatives is or was a Director, officer, or employee of ASVA, or an individual acting as an agent of ASVA, or serves or served any other corporation or other entity or organization in any capacity at the request of ASVA, shall be and hereby is indemnified by ASVA. This indemnification shall be against all judgements, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the law of Virginia, as may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws are not inconsistent with the laws of Virginia. Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession, or in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director, officer, or employee of ASVA is liable for negligence or misconduct in the performance of his or her duties.

ARTICLE XI: AMENDMENT OF BYLAWS

The Bylaws of the Association are subject to amendment, alteration, or repeal at the annual membership meeting or special meeting with a two-thirds (2/3) majority vote cast. Written or printed notice of all proposed amendments, alterations, or repeals must be made to the membership no less than fifteen (15) days prior to a vote.

ARTICLE XII: DISTRIBUTION OF SURPLUS ON LIQUIDATION/DISSOLUTION

The Board of Directors may vote to dissolve ASVA with a two-thirds (2/3) vote of the Board. The Board shall convene a Special Meeting of the membership to present its Plan of Dissolution within thirty (30) days of the initial vote to dissolve the association. A vote of not less than fifty-one (51) percent of the voting members is required to approve the Plan of Dissolution.

Upon dissolution of this Association, the Board shall cause the assets herein to be distributed to another association with goals and objectives in accordance with ASVA.