

ACUPUNCTURE ASSOCIATION
of COLORADO

BYLAWS OF THE ACUPUNCTURE ASSOCIATION OF COLORADO

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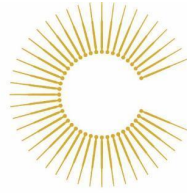
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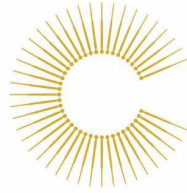


ACUPUNCTURE ASSOCIATION
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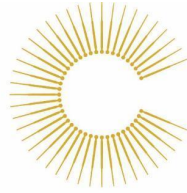
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ACUPUNCTURE ASSOCIATION
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ARTICLE ONE: PURPOSE

The Acupuncture Association of Colorado, Inc., a federally tax-exempt organization and Colorado nonprofit corporation, herein known as the AAC, is a professional organization of Acupuncture and Oriental Medicine practitioners, students, and others interested in traditional and modern Acupuncture and Oriental Medicine throughout the State of Colorado. The AAC shall encourage and foster the healing art known as Acupuncture and Oriental Medicine. The AAC shall also promote and encourage public information and education as it pertains to the area and practice of Acupuncture and Oriental Medicine; provide all the benefits possible to the membership of the organization; and, in all ways, serve and promote the public welfare.

ARTICLE TWO: REGISTERED AGENT

The AAC must have and continue to maintain a Registered Agent at a location specified within the boundaries of Colorado. The Registered Agent is to be filed with the Secretary of State in Denver, Colorado 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 the AAC. The Registered Agent must be a member of Executive Committee of the AAC.

ARTICLE THREE: MEMBERSHIP

SECTION ONE: MEMBERSHIP CLASSIFICATION

The AAC will have the following membership classifications with their associated privileges and benefits:

1. Professional Membership:

a. Professional membership shall be available to applicants who are licensed in the state of Colorado according to the provisions of the Department of Regulatory Agencies. Professional members shall have full rights and privileges as voting members of the AAC. Professional members shall also enjoy the benefits of membership as outlined on the AAC website and in published brochures.



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2. Student Membership:

a. Student membership shall be available to applicants who are undergoing training that is sufficient to satisfy the requirements of licensure as established by the Department of Regulatory Agencies (DORA).

Student members shall have privileges as non-voting members of the AAC. Student members shall have the ability to elect at least one (1) and up to three (3) student representatives to the Board of Directors as defined in Article Four, Section Two. The student representatives shall collectively have one (1) vote in board meetings.

3. Lifetime Membership:

Lifetime membership is conferred by the Board of Directors through a unanimous vote to any member who has demonstrated exceptional service to humanity or the profession. Board Members may not be considered for Lifetime membership until a period of five (5) years elapses from the end of their service on the board.

Lifetime members shall have full rights and privileges as voting members of the AAC and shall not have any dues obligation.

4. Public Member:

Public membership shall be available to any applicants, including but not limited to, acupuncturists licensed by states other than Colorado, allied health professionals, or any other profession, who wishes to support the Acupuncture Association of Colorado.

Public members shall have privileges as non-voting members of the AAC, unless they serve on the Board of Directors.

5. Charter Membership:

a. Charter members are those professional and associate members who submitted membership applications prior to September 1983. Charter members shall enjoy all rights and privileges of their category of membership and shall always enjoy the distinction of charter member so long as current membership is maintained, shall be issued a certificate of charter



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membership and shall receive other benefits as the Board of Directors shall decide. Any additions, amendments, alterations, or deletions to these membership classifications shall be subject to the procedures outlined in Article Ten.

6. Sponsor Membership:

Sponsor membership shall be available to any business or organization that is approved by the Board of Directors.

Sponsor members shall have privileges as non-voting members of the AAC. So long as current membership is maintained, sponsor members shall have the right to have a logo of their choosing displayed on the AAC website, and all newsletters, flyers, brochures, email blasts, and promotional materials as an official sponsor of the AAC.

Additional rights and privileges for each membership level may be established by the Board of Directors.

SECTION TWO: MEMBERSHIP DUES

There shall be annual membership dues payable by each member according to their membership classification. Membership dues shall be due each year on the anniversary of the approval date of the member.

Lapsed Membership

In the event that a member neglects to pay their annual dues, their membership classification shall change to lapsed. Members shall be granted a sixty (60) day grace period to pay their lapsed dues. When lapsed dues are paid, all rights and privileges of membership shall be restored according to the membership classification. Membership renewal shall continue from the date of lapse, not from the date of payment.

After the grace period expires, the Office Manager may remove lapsed members from the AAC list of members and all rights and privileges of membership shall be forfeited.

Adjusting Membership Dues

The Board of Directors shall be able to set the membership dues. Increases in membership dues shall be limited to a maximum 15% increase per annum. Prior to the adjustment of



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membership dues, the Board of Directors shall establish a public comment period of at least ninety (90) days, during which at least one (1) public board meeting must occur. The voting membership of the association may repeal changes to the membership dues through a majority vote at the annual meeting.

SECTION THREE: CERTIFICATE OF MEMBERSHIP

Members may request official certificates of membership. Certificates shall state the membership classification, the initial membership date, and the date of last renewal. Certificates may include additional information at the discretion of the Board of Directors.

ARTICLE FOUR: BOARD OF DIRECTORS

SECTION ONE: GENERAL POWERS

The Board of Directors shall handle and organize all activities of the AAC, including finances, administration, lobbying, public relations, and membership benefits.

SECTION TWO: NUMBER, COMPOSITION, TENURE, AND QUALIFICATIONS OF BOARD MEMBERS

Number of Directors

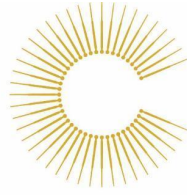
The size of the board shall be a minimum of seven (7) and a maximum of fifteen (15) in 2020 and shall be reduced through attrition. As current board members complete their tenure, their position shall expire until a minimum of five (5) and a maximum of nine (9) board members sit on the board in 2022.

The size of the board shall be increased during the onboarding period by the number of newly elected board members, but the newly elected board members will not have voting privileges until the outgoing board members vacate their seats.

Composition of the Board

The board shall consist of up to eleven (15) professional members, up to two (2) public members, and up to one (1) student member from each of the accredited schools in Colorado in 2020.

The board shall consist of up to nine (12) professional members, up to two (2) public members, and up to one (1) student member from each of the accredited schools in Colorado in 2021.



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The board shall consist of up to six (9) professional members, up to two (2) public members, and up to one (1) student member from each of the accredited schools in Colorado in 2022.

Each student member(s) of the board must come from a different accredited school within Colorado. The student members shall collectively have one (1) vote on board matters to represent the interests of the student membership. The student members may establish their own rules for absentee and proxy voting. In the event that additional schools are accredited, the number of student members on the board shall be increased by one (1) for each school. The number of student members shall be considered to be one (1) for the purposes of determining the size of the board.

Tenure of Directors

Vacant director seats shall be filled at the Annual Business Meeting.

Student Directors shall be elected for a term of one (1) year and shall be elected only by the student members.

All other Directors shall be elected for a term of three (3) years and shall be elected by the general membership.

Onboarding Period

Directors who have never served on the board before shall have an onboarding period consisting of at least one (1) month and no more than three (3) months, during which they will not have voting privileges. During the onboarding period, new directors will receive training in relation to the procedures, policies, and rules of serving on the board. New directors must attend all board meetings during the onboarding period. At the end of the onboarding period, outgoing board members will step down and new board members will assume their seats.

SECTION THREE: BOARD MEETINGS

Regular meetings of the Board of Directors shall be held at least four (4) times during the calendar year. The date, time, and location of each meeting shall be determined by a majority vote of the board. Board members must be notified of upcoming board meetings at least twenty (20) days prior to the meeting. Notification may be made via mail, email, or any other method deemed appropriate by the board. A board meeting shall be conducted at the end of the onboarding period to elect new Executive Officers. This meeting must be scheduled within three (3) months of the Annual Business Meeting.



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Board meetings shall be open to members of the AAC and, as appropriate, may be open to the public as well. Each board meeting may include a period of Executive Session, which shall only be open to current board members.

SECTION FOUR: EXECUTIVE OFFICERS AND EXECUTIVE COMMITTEE

The Board of Directors shall elect officers who shall serve as an Executive Committee to act for the Directors and members in the daily affairs of the AAC. The Executive Officer positions are defined in Article Five. The Executive Committee shall be comprised of the President, Immediate Past President, Vice President, Treasurer, and Secretary and shall fulfill the responsibilities defined in Article Five, Section One. All acts of the Executive Committee are subject to approval and ratification by the full Board of Directors at the next regular meeting. The Executive Officers shall be elected for one (1) year terms. There shall be a term limitation for President and Vice President of the Executive Committee to a maximum of three (3) consecutive terms in each office.

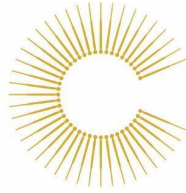
SECTION FIVE: NATIONAL LIAISON

The National Liaison :

- Must be a professional member.
- The Liaison will be a voting member of the board.
- The National Liaison shall be elected for one (1) year terms. And will be elected by the Board of Directors each year.
- Serves as secondary representative to the American Society of Acupuncturists (ASA) unless elected by the board to be the primary representative.
- The National Liaison will work with the President of the Association to keep members informed on public policy related to the profession as well as representing the interest of the Association in all matters that involve the State in federal legislation that impacts the Acupuncture profession.
- The Liaison will not be required to chair another committee on the BOD.
- The Liaison would attend the annual meeting representing Colorado for the ASA in person unless they are unable to do so, in which case the alternate can attend, or another liaison may be voted on by the board.

SECTION SIX: BOARD MEMBER EMERITUS

The category of board member known as a board member emeritus is nominated and elected by the board of directors. Board members emeritus shall be selected from those board members who have served on the board of directors with distinction and excellence. A board member emeritus shall be entitled to receive all written notices and information which are provided to the board of directors, to attend all board meetings, to participate in



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meetings of the committees in which they serve, and encouraged to attend all other events conducted by the AAC. A board member emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting. In order to be considered for appointment as a board member emeritus, a person must be a former member of the AAC's board of directors who has:

- served the AAC's board of directors with distinction
- held an executive position and made significant contributions
- completed the term(s) for which he or she was appointed
- Is a current member of the AAC

The executive committee of the board may consider potential candidates and may nominate one or more individuals for a board emeritus position. The executive committee will present the nomination(s) along with supporting statements to the organization's board of directors. A majority vote of directors at a meeting at which a quorum is present is needed to approve an appointment.

SECTION SEVEN: QUORUM

One-third (1/3) of Board members entitled to vote shall constitute a quorum at all Board Meetings.

SECTION EIGHT: VACANCIES

In the event that there is a vacancy on the board, it may be filled according to the following parameters. If the Annual Business Meeting is scheduled within thirty (30) days of the vacancy, then the vacancy shall be filled by an election during the meeting for the remaining term of the vacancy. If the Annual Business Meeting is not scheduled or is scheduled more than thirty (30) days from the time of the vacancy, then the vacancy may be filled by a majority vote of the board of directors for the remainder of the term of the vacated seat.

SECTION NINE: 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 the AAC as specified in Article Nine, Section Five. Board Members shall be allowed to attend all AAC sponsored conferences and attend all classes or seminars at no charge.



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SECTION TEN: PROXIES

There shall be no proxy voting authorized.

SECTION ELEVEN: ABSENTEE VOTING

Absentee votes are allowed in writing, including via email, only in the case of sick, indisposed, or out of state members. Absentee votes shall be delivered to the President in writing within three (3) business days of the Board Meeting.

SECTION TWELVE: REMOVAL FROM OFFICE AND RESIGNATION

A member of the Board of Directors may be removed from office by reason of his or her breach of responsibility to the AAC by a majority vote of the other Directors or by a vote of no confidence by a majority of the membership. Any Board Member missing three (3) consecutive regular meetings for unexcused absences may be replaced at the discretion of the Board. A member of the Board of Directors may resign at any time through written correspondence sent to the President of the Board. Removals and resignations shall be effective immediately.

SECTION THIRTEEN: PASSAGES OF RESOLUTIONS

Resolutions before the Board of Directors shall be decided by a simple majority of votes cast. In the event of a tie vote, the presiding officer shall be permitted to vote in order to break the tie. The declaration by the presiding officer of the results of such voting shall be accepted as final by all parties concerned.

SECTION FOURTEEN: REMOTE BOARD MEETINGS

Board meetings may be conducted by telephone, video conferencing, or by any other means deemed appropriate by the board of directors.

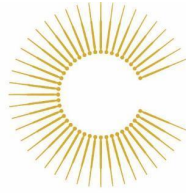
SECTION FIFTEEN: EMAIL VOTING

Email voting is allowed between Board Meetings. A board member may also submit absentee votes via email as described in Article Four, Section Nine.

SECTION SIXTEEN: CONFLICT OF INTEREST

The Board of Directors will manage conflicts of interest in the following way:

- 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 deliberations 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 decisions. "Conflict of interest,"



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as referred to herein, shall include but shall not be limited to, any transaction by or with the AAC in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the AAC.

- No director 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 director has allegiance, has a personal interest that may be seen as competing with the interest of the AAC. 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 the recusal of the interested director.

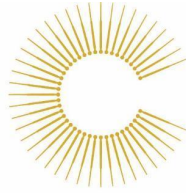
SECTION SEVENTEEN: INDEMNIFICATION

Unless otherwise prohibited by law, the AAC shall indemnify any director or any former director and may by resolution of the Board 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 director, 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 AAC for damages arising out of his or her own gross negligence in the performance of a duty to the AAC. 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 director or employee. The AAC may advance expenses or, where appropriate, may itself undertake the defense of any director, employee. However, such director, 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 may also authorize the purchase of Directors and Officers insurance on behalf of any Director, employee, or other agent against potential liability which arises out of such person's status as a director, employee, or agent, whether or not the AAC would have the power to indemnify the person against that liability under law.

ARTICLE FIVE: EXECUTIVE OFFICERS AND DUTIES

SECTION ONE: EXECUTIVE OFFICER POSITIONS

The Executive Officers of the AAC shall be President, Vice President, Immediate Past President, Treasurer, and Secretary. These Executive Officers of the Board shall be responsible for the daily management of the AAC.



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SECTION TWO: QUALIFICATION, AUTHORITY, AND RESPONSIBILITIES OF OFFICERS

The AAC Executive Officers will have the following qualifications and responsibilities:

President:

- Must be a professional member
- Presides over the Board as chairperson and conducts all regular and special meetings
- Appoints chairperson for each committee, in consultation with the full Board
- Is chairperson of the Executive Committee
- Is an ex-officio member of all committees
- Acts as liaison for the AAC with the public, other Acupuncture associations, and other key stakeholders
- Notifies the Directors of all Board Meetings as set forth in Article Four, Section Three
- Presents quarterly reports to the Board of Directors

Vice President:

- Must be a professional member
- Assists the President in all duties
- Chairs meetings in the absence of the President

Treasurer:

- Must be a professional member
- Is the primary signatory on all disbursements made by the AAC
- Arranges for financial records to be kept and shall make those records available for inspection by AAC members
- Reports the AAC's financial status to the Board on a quarterly basis
- Developing an annual budget for the AAC, to be approved by the full Board

Secretary:

- Must be a professional member
- Maintains the Corporate Notebook, with a file of all AAC correspondences
- Prepares and distributes the minutes of all the Board Meetings to the Board of Directors
- Records and files minutes of all Board, Annual Business and Special Meetings
- Has oversight of the paid Office Manager, who will fulfill such tasks as: maintaining a professional office presence for the public and membership in dealing with AAC business, having facility with computer tools and using them to maintain professional AAC



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outreach, and handling those finances required to support the treasurer and to maintain a professional office. (Payment of the Office Manager will be within the regional payment scale for the job, and reflective of the worth of the job being done by the Office Manager).

Immediate Past President (IPP):

- Must be a professional member
- Assists and advises the executive committee.
- The outgoing President shall hold the position of IPP if the incoming President has not served as President in the previous election year.
- The IPP shall be a non-voting director of the Association and shall serve in this position for a period not to exceed one year.
- There shall not be more than one IPP serving concurrently. If the IPP is unwilling or unable to serve, this position shall remain vacant, and the Board may appoint a non-voting Special Advisor for a period not to exceed the term that the IPP would have served. These officers will comprise the Executive Committee of the Board of Directors, with duties for this committee defined in Article Eight, Section One.



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**ARTICLE SIX: ANNUAL BUSINESS MEETING AND SPECIAL GENERAL MEETINGS
OF MEMBERS**

SECTION ONE: ANNUAL BUSINESS MEETING

A convention of members shall be held each year during the month of September, or such other time as designated by the Board, starting in 1983, for the purpose of electing Directors, re-viewing the activities of the AAC, and such other items as the membership and the Board may deem necessary.

SECTION TWO: PLACE OF ANNUAL BUSINESS MEETING

The Board may designate any place within the boundaries of the State of Colorado as a place of meeting.

SECTION THREE: NOTICE OF ANNUAL BUSINESS MEETING

Written or printed notice of the annual business meeting shall be made no less than thirty (30) days prior to the meeting. This notice shall be deemed delivered upon proper posting with the United States Postal Service or notification by email.

An annual business meeting shall be held at least one (1) time each year at a time and date designated by the Board of Directors.

Purpose

The annual business meeting shall be open to all members at no fee for the purpose of electing Directors, reviewing the activities of the Board over the previous year, and any other agenda items that the membership and Board may deem appropriate.

Notice

The annual business meeting shall be announced to the membership and public no less than thirty (30) days prior to the date of the meeting. Announcement to the membership may be administered through email or United States Postal Service. Announcement to the public shall be made through the AAC's website.

Location

The Board of Directors shall make it possible for members to attend the meeting remotely through the use of technology. If the annual meeting is conducted at a physical location, that location must exist within the boundaries of the state of Colorado.



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SECTION FOUR: SPECIAL GENERAL MEETING

Upon a written petition and/or electronic petition signed by the President, Vice President, a majority of the Board, or 10% of the membership, a Special General Meeting shall be convened.

Timing

A date for the Special General Meeting shall be selected within three (3) business days of receipt of the petition. The date for the Special General Meeting shall not exceed two (2) weeks from the receipt of the petition.

Notice

Upon selection of a date, the Board of Directors shall notify the general membership of the details of the Special General Meeting via email or United States Postal Service.

Location

The Board of Directors shall make it possible for members to attend the meeting remotely through the use of technology. If the annual meeting is conducted at a physical location, that location must exist within the boundaries of the state of Colorado.

Attendance

Board members shall be required to attend the Special General Meeting barring extenuating circumstances. If a Board member is unable to attend the Special General Meeting, they should provide documentation as to why they were unable to be in attendance.

SECTION FIVE: VOTING

Ballot measures related to changing the AAC Bylaws may only be considered at the Annual Business Meeting or a Special General Meeting. Voting for any other measures may be considered at any time.

Eligibility

Members in good standing with voting privileges, who are not in arrears with their membership dues are entitled to cast votes at the Annual Business Meeting and at Special General Meetings.



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Method

Voting may be conducted via written ballots, electronic voting, or any other method deemed suitable by a unanimous vote by the Board of Directors. All votes must be signed by an eligible member to be considered valid. Electronic signatures are permitted to satisfy this requirement. All ballots must contain a clearly phrased ballot question, as well as an explanation of the issue.

Tabulation

In order for a vote to be considered valid, a quorum must be achieved or at least ten (10) percent of the general membership must cast a ballot. A sixty (60) percent majority of votes cast must be achieved in order for a measure to pass.

SECTION SIX: STUDENT VOTING

Student members may create their own process for electing student representatives and voting on measures.

SECTION SEVEN: PROXIES

Voting by proxy is not permitted in any votes

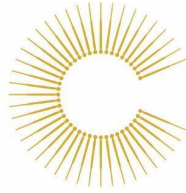
SECTION EIGHT: ABSENTEE VOTES

Absentee votes are allowed in the event that electronic voting is not provided. Absentee ballots must be requested at least one (1) week prior to the date of the Annual Business Meeting or a Special General Meeting. Requests may be made by mail, email, telephone, or fax to the AAC Office Manager. A ballot will be prepared for the member to complete and return no later than one (1) business day after the date of the Annual Business Meeting or Special General Meeting that offered the measure for consideration.

If the vote is submitted by email, then it must be signed electronically to be considered valid. If the absentee member is voting by written ballot, the vote should be sent by USPS mail and must include the member's name and signature. Absentee votes may also be faxed in to the AAC office. The faxed form must also include the member's signature to be counted as a valid vote.

ARTICLE SEVEN: CONDUCT OF ALL MEETINGS

All AAC meetings are to be conducted by Robert's Rules In Plain English written by Doris P. Zimmerman.



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ARTICLE EIGHT: COMMITTEES, MEMBERSHIP, DUTIES AND POWERS:

SECTION ONE: COMMITTEES AND RESPONSIBILITIES

The AAC shall have the following Standing Committees:

- Executive Committee
- Finance Committee
- Governance Committee

The responsibilities of the Executive Committee include, but are not limited to:

- Each Officer shall fulfill their individual responsibilities as defined in Article Five, Section Two.
- The Executive Committee should issue a written annual report to the membership which shall include the "Executive Report" from the President, a written annual financial report from the Treasurer, a written activity report from the Secretary, and a directory of active membership.

The responsibilities of the Finance committee include:

- The Finance Committee shall advise the board of directors on matters pertaining to the Association's financial needs, growth, and stability based on periodic reviews of income, expenditures, and investments. The committee shall oversee preparation of the annual budget and the performance of the association in meeting its budget, and present that information to the full board. The committee shall oversee the preparation and filing of tax returns.

The responsibility of the Governance committee includes assessing governance practices and make recommendations to the board of directors on the following:

- Organization and structure of the board of directors and its committees Bylaws and procedures.
- Oversight of the nominations and elections process for board directors and the process for voting on bylaw amendments and member resolutions
- Performance and self-evaluation of board directors
- Orientation of new directors, development of directors' leadership skills



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SECTION TWO: SELECTION OF COMMITTEE CHAIRS AND MEMBERS

Chairperson:

Each committee shall have a chairperson who shall be appointed by the President, in consultation with the rest of the Board. Chairpersons of all standing committees shall be members of the Board of Directors. However, a chairperson for a standing committee may be appointed as necessary from the general membership by a simple majority of the Board. Chairpersons of ad hoc committees may be appointed from the General Membership. The chairpersons of each committee will organize the members of their respective committees. Selection of members may be either from the Board or the general membership.

Committee Responsibilities for Board Members:

Each Director of the Board shall sit on a minimum of one (1) and a maximum of two (2) committees.

Adding Standing Committees:

Any additional committees which may need to be formed shall be formed as ad hoc committees and shall draw their membership from the Board of Directors and from the general membership. If the AAC determines that an ad hoc committee needs to become a standing committee, the Board of Directors must follow the procedures outlined in Article Ten for amending the Bylaws.

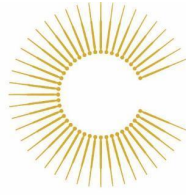
SECTION THREE: COMMITTEE OPERATIONS

Operations:

The Board of Directors shall determine the responsibilities for each Committee. The Committee Chair shall be responsible for ensuring that these responsibilities are fulfilled.

Proposals to the Board of Directors:

Committee proposals may be brought up at the quarterly meeting of the Board of Directors for discussion and vote. If the proposal must be acted upon with more urgency, Committees may request action from the Board of Directors through a written proposal. Committees may prepare written proposals of action which shall be mailed or emailed to the Board of Directors. Directors shall have ten (10) days to respond to proposals individually in an advisory capacity or may reject any proposal by resolution of the Board. If no contrary action is taken by the Board within ten (10) days, the committee may proceed with implied consent of the Board.



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Resignation:

Any Committee Member may resign at any time by giving written notice to the Committee Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, immediately.

Removal:

Any Committee Member may be removed from the Committee, with or without cause, by the Committee Chair. If the Committee Member disagrees with the removal decision, they may appeal to the Board of Directors in writing. The Board of Directors will consider the removal decision at their next regularly scheduled board meetings. A majority vote of the Board of Directors will determine the outcome of the appeal.

SECTION FOUR: OTHER COMMITTEES

The board of directors may establish other committees as needed to fulfill the purposes of the association. Other committees may be established as needed for an unspecified period of time to address ongoing and broad subject areas or activities. The formation, purpose, and dissolution of any such committee shall be by majority vote of the board of directors.

ARTICLE NINE: MANAGEMENT OF THE AAC

SECTION ONE: FISCAL YEAR

The fiscal year of the AAC begins January 1 of each calendar year.

SECTION TWO: FINANCIAL MANAGEMENT

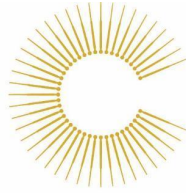
The Board of Directors shall ensure that proper books relating to the accounts of the AAC are kept by the Treasurer. These books shall be open for inspection by any member of the AAC upon reasonable request. These books shall be reviewed by an independent accountant annually.

SECTION THREE: USAGE OF AAC FUNDS

The funds of the AAC shall be used only in accordance with the rules and objectives of the AAC and for the general administration and operation of the AAC. The funds of the AAC shall be kept in an account at a federally insured financial institution.

SECTION FOUR: EXPENSE REIMBURSEMENTS

The AAC may pay certain expenses incurred by its Board of Directors or Committee members in the execution of their duties, with such expenses being paid at the discretion



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of the Board of Directors. Any spending on behalf of the AAC shall be pre-authorized by the President. Compensation shall only be in accordance with Article Four, Section Seven. No reimbursements over \$500 may be made without pre-approval by the President, or Vice-President in the case of the President.

ARTICLE TEN: AMENDMENTS TO THE BY-LAWS

The By-Laws of the AAC are subject to amendment, alteration, or repeal only at the Annual Business Meeting or at a Special General Meeting with a two-thirds (2/3) majority of the votes cast. Written or printed notice of all proposed amendments, alterations, or repeals must be made no less than 15 days prior to a vote.

ARTICLE ELEVEN: DISSOLUTION

The Board of Directors may vote to dissolve the AAC with a two-thirds vote of the board and approval by fifty-one (51) percent of the membership. In the event of dissolution, the AAC's assets will be divided equally between entities voted on by the membership which are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code.

Approval upon a two-thirds vote of the Members of the AAC, these Bylaws are hereby approved on April 18th, 2020.

President – Liz Spetnagel
Vice President – Stephanie Shober
Secretary – Stephanie Ann / Stephanie Trzaska
Treasurer – Stephanie Shober