



BY-LAWS OF THE ACUPUNCTURE ASSOCIATION OF COLORADO

Approved: April 1983
 First Revision: October 14, 2001
 Second Revision: Approved September 28, 2008
 Third Revision: Approved September 19th, 2010
 Fourth Revision: Approved September 30th, 2011
 Fifth Revision: Approved April 25th, 2015
 Sixth Revision: Approved April 21st 2018

Contents

BY-LAWS OF THE ACUPUNCTURE ASSOCIATION OF COLORADO	1
Contents	1
ARTICLE ONE: PURPOSE	3
ARTICLE TWO: REGISTERED AGENT	3
ARTICLE THREE: MEMBERSHIP	3
SECTION ONE: MEMBERSHIP CLASSIFICATION	3
Professional Membership:	3
Student Membership:	3
Lifetime Membership:	4
Public Member:	4
Charter Membership:	4
Business/Organization Membership:	4
SECTION TWO: MEMBERSHIP DUES	5
SECTION THREE: CERTIFICATE OF MEMBERSHIP	5
ARTICLE FOUR: BOARD OF DIRECTORS	5
SECTION ONE: GENERAL POWERS	5
SECTION TWO: NUMBER, TENURE, QUALIFICATIONS OF BOARD MEMBERS	5
SECTION THREE: BOARD MEETINGS	5
SECTION FOUR: EXECUTIVE OFFICERS AND EXECUTIVE COMMITTEE	5
SECTION FIVE: NATIONAL LIAISON	6
National Liaison	6
SECTION SIX: QUORUM	6
SECTION SEVEN: VACANCIES	6
SECTION EIGHT: COMPENSATION	6
SECTION NINE: PROXIES	6
SECTION TEN: ABSENTEE VOTING	7



SECTION ELEVEN: REMOVAL FROM OFFICE AND RESIGNATION	7
SECTION TWELVE: PASSAGES OF RESOLUTIONS	7
SECTION THIRTEEN: BOARD MEETING VIA TELECONFERENCE	7
SECTION FOURTEEN: EMAIL VOTING	7
SECTION FIFTEEN: CONFLICT OF INTEREST	7
SECTION SIXTEEN: INDEMNIFICATION	8
ARTICLE FIVE: EXECUTIVE OFFICERS AND DUTIES	8
SECTION ONE: EXECUTIVE OFFICER POSITIONS	8
SECTION TWO: QUALIFICATION, AUTHORITY, AND RESPONSIBILITIES OF OFFICERS	8
President:	8
Vice President:	9
Treasurer:	9
Secretary:	9
Immediate Past President (IPP):	9
ARTICLE SIX: ANNUAL BUSINESS MEETING AND SPECIAL GENERAL MEETINGS OF MEMBERS	10
SECTION ONE: ANNUAL BUSINESS MEETING	10
SECTION TWO: PLACE OF ANNUAL BUSINESS MEETING	10
SECTION THREE: NOTICE OF ANNUAL BUSINESS MEETING	10
SECTION FOUR: SPECIAL GENERAL MEETING	10
SECTION FIVE: VOTING ON MATTERS PERTAINING TO THE MEMBERSHIP	10
SECTION SIX: PROXIES	10
SECTION SEVEN: ABSENTEE VOTES	11
ARTICLE SEVEN: CONDUCT OF ALL MEETINGS	11
ARTICLE EIGHT: COMMITTEES, MEMBERSHIP, DUTIES AND POWERS:	11
SECTION ONE: COMMITTEES AND RESPONSIBILITIES	11
SECTION TWO: SELECTION OF COMMITTEE CHAIRS AND MEMBERS	12
Chairperson:	12
Committee Responsibilities for Board Members:	12
Adding Standing Committees:	12
SECTION THREE: COMMITTEE OPERATIONS	12
Operations:	12
Proposals to the Board of Directors:	12
Resignation:	12
Removal:	12
SECTION FOUR: OTHER COMMITTEES	13
ARTICLE NINE: MANAGEMENT OF THE AAC	13
SECTION ONE: FISCAL YEAR	13



SECTION TWO: FINANCIAL MANAGEMENT	13
SECTION THREE: USAGE OF AAC FUNDS	13
SECTION FOUR: EXPENSE REIMBURSEMENTS	13
ARTICLE TEN: AMENDMENTS TO THE BY-LAWS	14
ARTICLE ELEVEN: DISSOLUTION	14

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 the following 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.

2. Student Membership:

- a. Student membership shall be available to applicants who demonstrate to the AAC that they are serious students of Acupuncture and are undergoing training that is accepted as suitable within the standards set forth by the AAC. Student members shall have privileges as non-voting members except that they and only they may elect the student



representative(s) to the Board. The Board of Directors must elect up to one and, and at its discretion, may elect up to two student members to the Board as defined in Article Four, Section Two. Additionally, student members may serve on committees at the discretion of the Board of Directors. Any student member elected to the Board shall have privileges as a voting member for the duration of his or her term of office.

3. Lifetime Membership:

- a. Lifetime membership is a distinction that may be conferred by the Board of Directors, voting unanimously, on any professional member who has demonstrated exceptional service to humanity through the art of Acupuncture or has shown exceptional service to the AAC. Lifetime members shall have full rights and privileges as voting members of the AAC ad infinitum with no further dues obligation.

4. Public Member:

- a. Public membership shall be available to any person wishing to support the AAC including but not limited to: Acupuncturists licensed by states other than Colorado, other health professionals; and any individual, whether or not residing in Colorado, and whether or not a member of the healing arts profession who wishes to offer support to the Association. Public members shall receive all newsletters, announcements, and information published by the AAC as non-voting members. Public members may serve on committees at the discretion of the Board of Directors. Public members shall not have voting privileges unless they serve on the Board of Directors. Public members may serve in other capacities within the Association. Other privileges of Public membership may be decided by 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 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. Business/Organization Membership:

- a. Any business or organization who would like to support the AAC and is approved by the Board of Directors. Included in this membership option is the placement of the business/organization logo for up to one year of their sign up date. The Business/Organization logo will have their logo featured as official sponsors on AAC flyers and brochures for events throughout Colorado. Business/Organization members shall not have voting privileges. Other privileges of Business/Organization membership may be decided by the Board of Directors.



SECTION TWO: MEMBERSHIP 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 majority vote by the general membership at the AAC's Annual Business Meeting. Following approval of an application for membership, memberships become renewable one year after that approval date. There is to be a sixty (60) day grace period for renewal of membership after which the Office Manager shall remove lapsed memberships from the AAC's list of members and all rights and privileges of the AAC membership shall be forfeited.

SECTION THREE: CERTIFICATE OF MEMBERSHIP

Appropriate certificates may be issued to individual members according to the type of membership 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, TENURE, QUALIFICATIONS OF BOARD MEMBERS

There shall be no less than seven (7) directors and no more than fifteen (15)-- at least six (6) directors shall be professional members and at least one (1) and no more than two (2) shall be a student member. The Board may, at its discretion, appoint one (1) public member to the Board. Directors shall be elected at each Annual Business Meeting for three (3) year terms. Directors are to be chosen from the professional and lifetime membership at large. The student member of the Board shall be elected only by the other student members of the AAC. The term of office for the student member of the Board is one (1) year. All members elected to the Board of Directors must be residents of the State of Colorado.

SECTION THREE: BOARD MEETINGS

Regular meetings of the Board of Directors shall be held four (4) times a year; date, time and locations to be determined by the President of the Board. Board members shall be notified of regular Board Meetings at least twenty (20) days prior to such a meeting by email. One such meeting shall be held within thirty (30) days after the Annual Business Meeting at which time the new executive officers shall be elected for one (1) year terms. Board meetings shall be open to members of the AAC and, as is appropriate, may be open to the public. The Board may, at its discretion, meet in closed session.

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

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.

SECTION SIX: QUORUM

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

SECTION SEVEN: VACANCIES

Vacancies on the Board of Directors shall be filled by appointment of the Board of Directors for the remaining term of office. Any vacancies existing at the time of an Annual Business Meeting shall be filled by election at such meeting for the remaining term of office.

SECTION EIGHT: 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.

SECTION NINE: PROXIES

There shall be no proxy voting authorized.



SECTION TEN: 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 ELEVEN: 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 TWELVE: 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 THIRTEEN: BOARD MEETING VIA TELECONFERENCE

Board Meetings may be conducted by telephone conference.

SECTION FOURTEEN: 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 FIFTEEN: CONFLICT OF INTEREST

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

- a. 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," 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.
- b. 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 SIXTEEN: 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.

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
- Is the secondary signatory required for disbursement over \$1,000
- 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 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.



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.

SECTION FOUR: SPECIAL GENERAL MEETING

Upon written petition and/or electronic petition signed by the President and/or Vice President, or a majority of the Board, or 10% of membership, a special general meeting shall be convened for the general membership with five (5) business days' notice sent to Board members and the AAC membership via email. Attending special meetings shall be obligatory for the AAC Board members.

SECTION FIVE: VOTING ON MATTERS PERTAINING TO THE MEMBERSHIP

Ten (10) percent of the current voting membership must be present to conduct business and vote. A sixty (60) percent majority of the votes cast is necessary to pass all motions. Voting for changes to the By-Laws is only permitted at the Annual Business Meeting and Special General Meetings. Voting for changes that are not related to the By-Laws is also permitted at the Annual Business Meeting and Special General Meetings. Voting for changes that are not related to the By-Laws is also permitted by mail. Ballots will be sent to the voting membership with the voting matter clearly defined and an explanation of the issue. In order for ballots to be valid they must be signed by the voting member; therefore, only mail in or faxed ballots will be accepted. No email ballots will be valid. Ten (10) percent of the voting membership must respond. A sixty (60) percent majority of the votes cast will be necessary to pass all proposals.

SECTION SIX: PROXIES

No proxies are authorized for the Annual Business Meeting or Special General Meetings except for the position of Student Representative on the Board who can receive proxies from students.



SECTION SEVEN: ABSENTEE VOTES

Absentee votes are allowed in writing or by email only in the case of sick, indisposed, or out of state members for the Annual Business Meeting and Special General Meetings. If the member is voting by email, an email ballot form will be provided by the Board and sent to the absent member. 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. Such absentee votes must be received three (3) days before the meeting at which the voting will take place.

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.

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



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 By-Laws.

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.

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. No disbursements over \$1,000 or outside the approved AAC budget may be made without a secondary signature by the President of the Board. 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 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, and a secondary signature by the President of the Board, or Vice President in the case of reimbursements for 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 By-Laws are hereby approved on April 21st, 2018.

President – Mark Van Otterloo
Vice President – Liz Spetnagel
Secretary – Linda Machol
Treasurer – Stephanie Shober