

2022 AMAAZ Bylaws

APPROVED BY MEMBERSHIP October 16, 2022

REVISED 11.19.2022

AMENDED AND RESTATED BY-LAWS

OF

ASIAN MEDICINE ACUPUNCTURISTS OF ARIZONA

ARTICLE I

NAME

These are the By-Laws of ASIAN MEDICINE ACUPUNCTURISTS OF ARIZONA (AMAAZ), an Arizona not for-profit organization ("AMAAZ").

ARTICLE II

CORPORATE OFFICE

AMAAZ shall have and continuously be maintained in the greater Phoenix area of Arizona, a registered office, and a registered agent whose office is identical with such registered office, as required by the Arizona Not for Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Arizona, and the Board of Directors (BOD) may change the address of the registered office from time to time.

ARTICLE III

PURPOSES OF AMAAZ

Section 1. Purposes. The purposes of AMAAZ may include, but not be limited to the following:

- a) To serve as a representative membership organization of the Asian medical profession in the State of Arizona.
- b) To maintain the practice of Asian medicine as a separate and distinct health care profession.
- c) To protect in every way not contrary to law the philosophy, science, and art of Asian medicine, and the professional welfare of its members.
- d) To serve as an official spokesperson for and representative of the Asian medical profession in the State of Arizona and to assist all reputable organizations of the profession throughout the world in carrying out compatible purposes when such purposes are deemed compatible by the Board of Directors as expressed in these By-Laws.
- e) To develop and maintain, when deemed necessary, and in the manner deemed by the Board of Directors, standards of education, ethics and professional competency, health research programs, and inter professional relationships and to promote public understanding of Asian medicine.
- f) To do all things necessary and proper in the interest of the Asian medical profession and its members in carrying out the foregoing purposes.

- g) To establish and maintain the standards for the practice of acupuncture in the State of Arizona, consistent with those established by the National Commission for the Certification of Acupuncture and Oriental Medicine (NCCAOM) .
- h) To foster the safe, ethical, and effective practice of acupuncture and Asian medicine in the state of Arizona by:
 - i. Promoting awareness and education of the general public, legislators and regulators about the nature and scope of practice of acupuncture and Asian medicine.
 - ii. Pursue legislation for and maintain licensing of nationally board certified by NCCAOM for acupuncturists in the State of Arizona.
 - iii. Providing a forum for professional interaction among licensed practitioners and between other health professions.
 - iv. Supporting specialty board certification to improve clinical outcomes for the health care consumer.
 - v. Advocating improved reimbursement from third party payors in the existing health care system.
- i) To advocate benefits for licensed acupuncturists and future acupuncturists in the State of Arizona.
- j) To procure grant funding for medical treatment and/or research.

ARTICLE IV

MEMBERS

Section 1. **Eligibility.** Members shall be an acupuncture professional meeting the following conditions of membership:

(a) **Categories.** There shall be six (6) categories of membership: (1) Professional ; (2) Student ; (3) Associate; (4) Supporting; (5) Friend; (6) Honorary Member.

1. **Professional Member.** An Arizona Asian health care practitioner licensed under Chapter 39 Arizona Statutes who meets with all other eligibility requirements shall, upon application to and acceptance by the Board of Directors of AMAAZ, be a Professional member and shall have all rights and privileges of membership, which shall include the right to vote and hold office in AMAAZ. There shall be up to three (3) different buy-in levels available if the need is determined by the BOD.

2. **Student Member.** Any person currently enrolled and engaged in a complete course of study in a school of acupuncture. The applicant shall, upon application be approved by the AMAAZ Membership Committee Chair. The Student Member shall not be listed in the Provider Directory but shall have all other rights and privileges of membership. Upon graduation from the school, the former Student Member shall finish their Student membership but then will be required to purchase a Professional Membership.

3. **Associate Member.** Any person who has graduated from an accredited acupuncture school but does not hold an active license by the state of Arizona. This Member shall not be listed in the Provider Directory but shall have all other rights and privileges of membership, except for the right to hold office in AMAAZ.

4. **Supporting Member.** Any person who supports the purposes of AMAAZ and does not qualify for any other membership category, and whose application is accepted by the Board of Directors of AMAAZ. Supporting Members shall not be listed in the Provider Directory but shall have all rights and privileges of membership, except for the right to vote and hold office in AMAAZ and access to certain pages as determined by the BOD.

5. **Friend Member.** Any organization or business who supports the purposes of AMAAZ and does not qualify for any other membership category, and who is accepted by the Board of Directors of AMAAZ.

6. **Honorary Member.** Any person who AMAAZ desires to honor because of special service rendered to the acupuncture profession may be granted honorary membership by a vote of three-fourths (3/4) of the directors present at any meeting of the Board of Directors. An Honorary Member shall not be entitled to be listed on the Provider Directory, vote or hold office in AMAAZ. Nomination to Honorary Membership must be made by five or more active members and submitted to the Board of Directors.

Section 2. **Dues.** Membership dues shall be determined by the Board of Directors and paid in accordance with the payment plan approved by the Board of Directors. The Board of Directors shall periodically re-evaluate the fees for membership and upon majority vote of the Board appropriately adjust the fees for membership, in its sole discretion.

Section 3. **Election to Membership.** Each applicant for membership shall apply on a form approved by majority vote of the Board of Directors. The applicant shall be accepted as a member of AMAAZ upon a majority vote of the Board of Directors at any Board meeting where a quorum is present or by the Membership Committee Chair with the approval of the AMAAZ President. Upon acceptance by the Board, the applicant agrees to abide by these Bylaws and rules of AMAAZ. Accompanying the application, the member shall submit applicable dues.

Section 4. **Termination of Membership.** Membership may be terminated:

(a) **By Resignation.** Any member in good standing may resign from AMAAZ upon written notice to the President or Membership Committee Chair. .

(b) **By Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on the stated due date.

(c) **By Expulsion.** The Board may by a majority vote of a quorum of Board Members present, expel a member's membership status at any Board of Directors or Special Board of Directors Meeting. Expulsion of a member from AMAAZ may be accomplished only at a meeting of AMAAZ following a Board hearing. Such proceedings may occur at a Board of Directors or Special Board of Directors Meeting of AMAAZ to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak on his or her own behalf if he or she wishes. This meeting shall then vote by secret written ballot on the proposed expulsion.

Section 5. **Reinstatement.** Upon written request filed with the Secretary, the Board of Directors may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate; such action of the Board shall always be subject to reversal by the membership by a majority vote of the active members present and voting at the meeting.

Section 6. **Transfer of Membership.** Membership in this organization is not transferable or assignable.

ARTICLE V

BOARD OF DIRECTORS

Section 1. **Management.** The general management of the affairs of AMAAZ shall be vested in the Board of Directors. The Board of Directors may make appropriate delegations of authority to the officers of AMAAZ and may authorize committees to act on its behalf under a specific written delegation of authority.

Section 2. **Number of Directors.** The total number of directors of AMAAZ who are to serve on the Board of Directors of AMAAZ may be determined at a special meeting or annual meetings of the then current directors in office. The Board shall be composed of at least seven (7) but no more than fifteen (15) members. Two (2) of those members shall be reserved for an eligible student not in their last year of school to represent the student body of the active acupuncture schools in Arizona.

Section 3. **Selection, Appointment, or Election of Directors.** Nominations for a non-student member of the Board of Directors will be solicited from the general membership. The AMAAZ Annual General Meeting which will be held yearly on the first Sunday of August at the Annual General Meeting. Nominations will not be taken from the floor during the annual AMAAZ meeting. The nominee must confirm his/her acceptance of the nomination with the President prior to the Annual General Meeting or must be present at the Annual General Meeting to qualify as a nominee. Candidates who accept nomination to the AMAAZ Board of Directors understand that Board Members are expected to attend regular board meetings and ad hoc board meetings, oversee and/or chair committee(s) as so designated by Board of Directors, submit committee reports as so designated by the President, and reply to phone and e-mail messages in a timely manner. Student BOD liaison candidates shall be interviewed annually in September by 2 Executive Committee Members using a designated questionnaire (SEE ATTACHMENT 2) and shall be elected voted upon by the BOD after all interviews have been conducted.

Section 4. **Board Member Criteria.** All individuals nominated pursuant to Section 3 above or appointed pursuant to Section 6 below shall be: (1) Professional or Student Members; (2) active members of AMAAZ; and (3) be a primary resident of the State of Arizona.

Section 5. **Seating.** The President and Executive Board shall serve a term of three (3) years or until a duly qualified successor is elected.

Section 6. **Resignation, Removal, Vacancies.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Any Director may be removed with cause at any time by affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose. Any Director proposed to be removed shall be entitled to at least seven (7) days' written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first regular meeting following the creation of such vacancy or at a Special Board Meeting called for that purpose, provided the person filling said vacancy shall meet the criteria set forth in Section 4.

Section 7. **Additional Powers and Duties of Directors.** In addition to those powers and duties set forth throughout these By-Laws, the Board of Directors shall have the authority and duty to:

- (a) hold meetings at times and places as may be deemed proper and necessary;

- (b) appoint committees on subjects from members of the Board of the Organization and to delegate authority to said committees to act on behalf of AMAAZ;
- (c) disburse the funds of AMAAZ;
- (d) print and circulate documents and publish articles;
- (e) carry on correspondence and communicate with other associations with the same interest;
- (f) employ agents;
- (g) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of AMAAZ;
- (h) terminate the contract of any firm, individual, or other entity employed by AMAAZ to perform any and all nature of services to AMAAZ;
- (i) employ, train, and terminate any employee of AMAAZ; and
- (j) exercise any and all rights, responsibilities, or duties consistent with the purposes of AMAAZ as stated herein, or in the Articles of Incorporation.

ARTICLE VI

BOARD OF ADVISORS

Section 1. **Advisors to Board.** The immediate Past-President shall act as a non-voting advisor to the Board of Directors and the then serving officers.

Section 2. **Management.** The general management of the affairs of AMAAZ shall be vested in the Board of Directors. The Board of Advisors will attend monthly BOD meetings but will not have the authority to vote on matters.

Section 3. **Number of Advisors.** The Board of Advisors shall be composed of no more than seven (7) members. Two (2) of those members shall be reserved for the CEO, Academic Dean, or appropriate representative determined by the school CEO of the active acupuncture schools in Arizona. The school advisor may not be an active or enrolled student at either school.

Section 4. **Selection, Appointment, or Election of Directors.** Nominations for appointment to the Board of Advisors will be solicited from the Board of Directors as needed to fill in vacancies. Newly appointed advisors will be allowed to attend a meeting for the purpose of introduction but shall not be allowed to stay in the general monthly meeting unless approved by the Executive Director or Executive Committee. The nominee must confirm his/her acceptance of the nomination with the President or the Executive Director. Candidates who accept nomination to the AMAAZ Board of Advisors understand that Advisor Members are expected to attend monthly regular board meetings. Elections will take place in June and will be staggered. The President, Secretary and Four BOD shall be elected on even ending years, the Vice President, Treasurer and Four BOD shall be elected on odd ending years. Both student representative members will hold office for one year from September to the following August.

Section 5. **Board Member Criteria.** All individuals nominated pursuant to Section 3 above or appointed pursuant to Section 6 below can be: (1) Professional Members; (2) Business owner in Arizona; and (3) must be a primary resident of the State of Arizona.

Section 6. **Seating.** Each Board Advisor shall serve a term of one year with a maximum of 3 years.

Section 7. **Resignation, Removal, Vacancies.** Any Advisor may resign at any time by giving written notice of such resignation to the Board of Directors. Any Advisor may be removed with cause at any time by affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose. Any Advisor proposed to be removed shall be entitled to at least seven (7) days' written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first regular meeting following the creation of such vacancy or at a Special Board Meeting called for that purpose, provided the person filling said vacancy shall meet the criteria set forth in Section 4.

ARTICLE VII:

EXECUTIVE DIRECTOR

Section 1. **Appointment.** The Board of Directors may employ a salaried staff head who shall have the title Executive Director and whose terms and conditions of employment shall be specified by the Board.

Section 2. **Authority and Responsibility.** The Executive Director (ED) shall be responsible for:

- (a) Management functions in accordance with these Bylaws and standing policies of the AMAAZ.
- (b) Managing and directing all activities of the AMAAZ as prescribed by the Board of Directors and shall be responsible to the President and the Board of Directors.
- (c) Coordinating committees and programs as they may propose or promulgate; and attending meetings of the general membership, Board of Directors, and Executive Committee.
- (d) Employ and may terminate the employment of members of the staff necessary to carry on the work of the AMAAZ and fix their compensation within the approved budget.
- (e) Define the duties of the staff, supervise their performance establish their titles, and delegate those responsibilities of management in the best interest of the AMAAZ.
- (f) Secure the introduction of legislation and take necessary steps to secure the adoption or defeat of legislation without an Executive Board vote.
- (g) Inform the Executive Board of the ongoing legislative activities taken on behalf of the Executive Committee.

ARTICLE VIII

OFFICERS

Section 1. **Number.** The executive committee shall be the officers of AMAAZ and shall be made up of the President, Vice President, Secretary, Treasurer.

Section 2. **Term of Officers.** Officers shall serve three (3) year terms and can be elected to serve multiple terms; however, the President may not serve for more than two terms for a total of six (6) consecutive years in succession unless approved by a $\frac{2}{3}$ majority vote of the Board. Terms of the Executive Committee shall be staggered.

Section 3. **Election of Officers.** The officers of the Organization shall be elected by the directors at the then applicable annual meeting of the Board of Directors; the officers must be active Professional Members and must have served on the Board of Directors for a minimum of one year prior to taking such office, unless determined otherwise by a majority vote of the Board of Directors.

Section 4. **Installation, Commencement of Duties.** The officers newly elected at the annual meeting of the Board of Directors shall take office upon election.

Section 5. **Removal, Vacancy of Officers.** Any officer may be removed with or without cause by the affirmative vote of at least a majority of the Directors present at any regular or special meetings of the Board for such purpose. Should the office of the President become vacant by reason of death, removal, or resignation during the term of office, the Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first regular meeting following the creation of such vacancy or at a Special Board Meeting called for that purpose.

Section 6. **Duties of Officers.** In addition to the duties below, the AMAAZ organization chart shall serve as a guideline for committee responsibilities. No BOD student position shall serve as a committee chair (SEE ATTACHMENT 1).

(a) **President.** The President shall:

1. Preside over all meetings of members, Board of Directors, and the Executive Committee.
2. Serve as a member, ex-officio, with the right to vote on all committees except the Nominating Committee.
3. Make all required appointments of standing and special committee chairpersons with the approval of the Board of Directors.
4. Prepare an agenda for all meetings.
5. Prepare and deliver, at the Annual General Meeting, a report of the activities of AMAAZ during the previous year and goals for the coming year.
6. Ensure the Board and Membership are notified of the agenda, time, place, and dates of meetings.
7. When feasible, represent AMAAZ at the Annual Convention of any affiliated organization.
8. Keep the Executive Committee informed of all AMAAZ affairs.
9. Perform other such duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.
10. Serve as the Arizona representative for the American Society of Acupuncturists (ASA).

(b) **Vice-President.** The Vice-president shall:

1. Assist the President in all duties.
2. Preside over meetings in the absence of the president as determined by the Executive Director.
3. Act as liaison between the committee chairpersons and the Board of Directors, when needed.
4. Perform the duties of President in the event of the latter's inability to serve.
5. Co-Chair the Annual Conference Committee.
6. Serve as the secondary Arizona representative for ASA.

(c) **Secretary.** The Secretary shall:

1. Ensure AMAAZ's records and data are properly maintained and secured.
2. Ensure the proper and legal mailing of notices to members.
3. See to the proper recording of proceedings of meetings of the general membership, Board of Directors, and Executive Committee.
4. Ensure the meeting minutes are shared with the members.
5. Ensure the general membership is notified of the date, time, and place of the Annual General Meeting sixty (60) days prior to the event.
6. Ensure accurate records of all members are maintained.

(d) **Treasurer.** The Treasurer shall:

1. Ensure proper accounting procedures for the handling of AMAAZ's funds and be responsible for the keeping of such funds in such banks, trust companies, and/or investments as are approved by the Board of Directors.
2. Ensure appropriate taxes are filed.
3. Report on the financial conditions of AMAAZ at all meetings of the Board of Directors and at other times when called upon by the President.
4. Ensure AMAAZ's annual financial reporting, statements and filings are reviewed and prepared by a professional accountant, who verifies AMAAZ's financial practices comply with Internal Revenue Service tax code and Arizona statutes governing a 501(c)6 charitable organization.
5. Ensure AMAAZ's financial systems and records are examined by a professional accountant using a compilation, review, or audit process no less than every three years.
6. Ensure the financial report and budget are prepared and delivered to the Board and Membership at AMAAZ's Annual General Meeting.
7. Ensure that all AMAAZ financial records, funds and other property possessed or maintained by the Treasurer is delivered to the successor within 30-days. If no successor is named, then all said property is to be delivered to the President.

Section 7. **Assignment of Duties**. Any of the aforementioned may be delegated to a management company or Executive Director.

Section 8. **Other and/or Subordinate Officers**. The Board may appoint such other officers as the business of AMAAZ may require (such as a Assistant Secretary, and/or Assistant Treasurer), each of whom shall hold office for such period, have such authority and perform such duties as are provided for by an instrument of appointment as the Board of Directors may from time to time determine.

ARTICLE IX

ORGANIZATION MEETINGS

Section 1. **Annual General Meeting**. The Annual General Meeting of AMAAZ may be held annually on the first Sunday of August at a date and time as determined by the majority of the Board of Directors. Written notice of each annual meeting shall be mailed and/or e-mailed to AMAAZ's members at least sixty (60) days prior to the meeting. There shall be no proxies authorized.

Section 2. **Special Member Meetings**. Special Member Meetings of AMAAZ may be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meetings of the Board or by the Secretary upon receipt of a petition signed by twenty percent (20%) of the active voting members of AMAAZ who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed and/or e-mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other organization business may be transacted thereat. The quorum for such a meeting shall be 20% of the active voting members in good standing.

Section 3. **Board of Directors Meetings**. Meetings of the Board of Directors shall be held monthly via in person or over the web. Notice of the time, date, and place shall be sent to all Board Members at least thirty (30) days prior to such meetings, except in the case of a Special Board Meeting. An agenda shall be sent to all Board members at least seven (7) days prior to such meetings, except in the case of a Special Board Meeting.

(a) The minutes of each Board meeting shall be summarized and notified to all members within twenty (20) days following Board approval of the minutes. If twenty percent (20%) of the active voting membership disagrees in writing within two (2) weeks of the mailing of the minutes, with any action taken by the Board, then the disputed action shall be placed on the agenda for further discussion.

Section 4. **Executive Committee Meetings**. The Executive Committee shall meet as frequently as necessary between meetings of the Board to carry out the needs of AMAAZ. The President or any two members of the Executive Committee may initiate a meeting of the Executive Committee. The Executive Committee shall meet, or be in conference, at least thirty (30) days prior to the annual general meeting.

Section 5. **Notice**. The Executive Director shall give notice to all voting members of all meetings of the Board of Directors at least thirty (30) days prior to the scheduled date of such meetings setting forth in such notice an agenda of matters to be brought before the Board.

Section 6. **Board of Directors Special Meetings**. Special meetings of the Board may be called by request of one-third (1/3) of the Board of Directors or by a petition signed by one-tenth (1/10) of the active voting membership. Such meeting shall be held at such place date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed and/or

e-mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 7. **Special General Meetings.** Upon call of two-thirds (2/3) of the Board of Directors or upon a petition signed by three-quarters (3/4) of the active voting membership, a special meeting shall be convened for the body of the membership and notice shall be sent as provided in Section 5.

Section 8. **Voting of Active Members.** Each active voting member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any Annual General Meeting or special member meeting. Proxy voting will not be permitted at any Annual General Meeting or special member meeting.

Section 9. **Voting for the Board of Directors.** Each member of the Board of Directors shall be entitled to one (1) vote at any Board of Directors or special Board of Directors meeting. Proxy voting will not be permitted at any of the aforementioned meetings.

Section 10. **Teleconferences.** Meetings may be held by teleconference to conduct business or to complete a quorum. Teleconference presence may be limited to Officers, Executive Directors, Directors, Advisory members and Committee members.

Section 11. **Compensation of Directors.** Directors shall receive no compensation for their services: but nothing herein contained shall be construed to preclude any Director from serving AMAAZ in any other capacity (the Board of Directors shall have the power to appoint and/or employ on such terms and conditions as the Board of Directors may approve, and fix compensation and duties related to such other capacity) and the receiving of compensation. Also, the Board of Directors shall have the power to appoint and or employ on such terms and conditions as the Board of Directors may approve, and fix compensation and duties, a fundraiser and/or event coordinator, but shall also exercise supervisory control over the activities of the said staff members of the organization.

Article X

REFERENDUM AND RECALL

Section 1. **Referendum.** Any action taken or policy adopted by the Board of Directors of AMAAZ shall upon a petition signed by twenty percent (20%) of the active members, be referred to the Annual General Meeting or special member meeting for review and determination.

Section 2. **Initiative.** Upon a petition signed by twenty percent (20%) of the active voting members of AMAAZ, an action may be brought before the Board of Directors at a special member meeting, as set forth in Article VIII of these By-Laws.

Section 3. **Recall.** Upon a petition signed by twenty percent (20%) of the active members demanding recall of any officer of AMAAZ, the matter shall be placed before the general membership or a Special Meeting of the Board of Directors. The petition shall state before which body the matter will be placed. In either case, two-thirds (2/3) vote of the voting members shall be necessary for a recall.

ARTICLE XI

COMMITTEES

Section 1. **Executive Committee.** The Executive Committee of AMAAZ shall consist of the Executive Director, President, Vice President, Secretary, and Treasurer.

(a) The Executive Committee shall handle such affairs of the Corporation referred by the Board of Directors, and during the interval between meetings of the Board of Directors shall handle the day-to-day operations of AMAAZ.

Section 2. **Additional Committees.**

(a) The Board of Directors may create one (1) or more committees (that may be advisory in nature or authorized to carry out one or more functions of the Board) as are necessary and that are not in conflict with the other provisions of these By-Laws. The duties of any such committee shall be prescribed by the Board upon its designation of the committee. If a committee is authorized to exercise any authority of the Board in governing the affairs of AMAAZ, such committee shall consist of two (2) or more persons appointed by the Board.

(b) Any non-director who becomes a member of any committee authorized to exercise any authority of the Board shall have the same responsibilities with respect to such committee as a Director who is a member thereof. A committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board. If a committee is established to carry out a particular task, upon completion of such task for which designated, such committee shall stand dissolved.

(c) Committees may include, but not be limited to:

1. **Standing Committees.** The following standard committees may be maintained and directed by the President:

- i. Membership and Benefits
- ii. Communications
- iii. Legislation and AMAAZ Bylaws
- iv. Continuing Education
- v. Events/Marketing and Public Relations
- vi. Herbal
- vii. Ad Hoc

Section 3. **Delegation of Power.** In the event the Board delegates any of its powers to a committee, any action taken by such committee shall be as effective as if taken by the Board upon Board approval by majority vote. The designation of such a committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon him or her by law.

Section 4. **Quorum and Voting.** A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which quorum is present shall be that act of the committee. Proxies may not be used by a committee member for any purpose. If a topic is deemed an emergency, it may be voted on by electronic means.

Section 5. **Informal Action by Committee Members.** Any action required or permitted to be taken at a meeting of any committee, or any action which may be taken at a meeting of any committee, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all members of the committee.

Section 6. **Meetings and Notices.** Meetings of committees may be called by the President or the Chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings and send a copy of such minutes to the Board of Directors for inclusion in the records of AMAAZ.

Section 7. **Resignations and Removals.** A member of any committee may resign at any time by giving notice to the Chair of the committee or the President. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board may remove at any time, with or without cause, any member of any committee who was originally appointed thereto by the Board as provided in these By-Laws.

Section 8. **Terms and Vacancies.** All individuals appointed or who have volunteered for any committees shall serve in such committees for a one (1) year term or until a successor is appointed and takes office. Committee members may serve successive terms, if so appointed. A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant of the committee by an appointment from the Board of Directors as is specified in Section 1 of this Article X.

ARTICLE XII

FINANCE AND RECORDS

Section 1. **Funds.** The funds of AMAAZ shall be maintained in an account at a federally insured financial institution and shall be used only in accordance with the goals and objectives of AMAAZ and for the general administration and operation of AMAAZ. The bank should be geographically accessible in the following areas: greater Phoenix area, Tucson area and Flagstaff area. The banking software NetSuite (Oracle) shall be used to track all financial transactions for the life of AMAAZ.

Section 2. **Expenditures.** Expenditures over one thousand (\$1,000.00) dollars shall require a majority vote of the Board of Directors.

Section 3. **Budget.** A budget committee composed of the Executive Committee and the Executive Director shall compose an annual budget covering all expenses of AMAAZ every November to recommend to the Board of Directors and shall be implemented for the following January.

Section 4. **Compensation.** A per diem, or reimbursement for reasonable, necessary and direct expenses incurred may be paid to any member of AMAAZ in accordance with policies established by the Board of Directors. Compensation must be approved prior from the Executive Director and Executive Committee prior to the purchase and reimbursement to any person.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. **General.** To the fullest extent permitted by law, AMAAZ shall indemnify any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of AMAAZ), by reason of the fact that such person is or was a director or officer of AMAAZ or is or was serving at the request of AMAAZ as a director or officer of another organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of AMAAZ and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of AMAAZ or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. **Actions By or In the Right of Organization.** In any action, suit or proceeding, threatened, pending or completed, by or in the right of AMAAZ, indemnification shall be made as provided in Section 1 of this Article XII, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the

performance of his or her duty to AMAAZ, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which such court shall deem proper.

Section 3. **How Affected.** Indemnification pursuant to Section 1 or Section 2 of this Article XII, unless pursuant to a determination by a court, shall be made by AMAAZ only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding referred to in Section 1 or Section 2 of this Article XII, or in the defense of any claim, issue or matter therein, AMAAZ shall be obligated upon proper application to indemnify such person in respect of expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. **Prepayment of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceedings may be paid by AMAAZ in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section 3 of this Article XII that such indemnified person meets the applicable standard of conduct referred to therein and after receipt of an undertaking satisfactory in form and substance to AMAAZ that such person will promptly repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by AMAAZ as authorized in this Article XII.

Section 5. **Non-Exclusivity.** The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in any official capacity and as to action in any other capacity while holding office with AMAAZ. The Board of Directors, may, at any time, approve indemnification of any other person that AMAAZ has the power by law to indemnify, including, without limitation, employees and agents of AMAAZ. The indemnification provided for in this Article XII shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall insure to the benefit of such person's heirs and personal representatives.

Section 6. **Liability Insurance.** Upon a majority vote of a quorum of the Board of Directors, AMAAZ may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of AMAAZ, or is or was serving at the request of AMAAZ as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability in any such capacity, or arising out of his or her status as such, whether or not AMAAZ shall have indemnified the person against such liability under the provisions of this Article XII.

ARTICLE XIV

CODE OF ETHICS

The members of the AMAAZ adhere to the following Code of Ethics:

Board of Directors and Advisory Members of the Asian Medicine Acupuncturists of Arizona work to advance the profession of acupuncture in Arizona. Our work demands that we foster and sustain an environment that allows for collegial and constructive debate. To that end, Representatives and Alternates agree to uphold the following:

- Respect for Process: All BOD and AM shall respect process pursuant to the AMAAZ bylaws and standard operating procedures.
- Integrity: All BOD and AM shall have integrity for the profession and AMAAZ.

- Clarity of Communication: No BOD or Advisor shall respond via written, oral electronic communication on behalf of AMAAZ on any subject without the prior approval of the AMAAZ President or Executive Director.
- Professionalism: BOD and Advisors will adhere to generally accepted principles of respect, collegiality, and good faith in interactions with other BOD and Advisors
- Contact & Accessibility: BOD and Advisors will maintain up-to-date contact information with the AMAAZ via the AMAAZ Google Drive Document.
- Participation: BOD members are expected to actively participate in the activities, discussions, and votes of the AMAAZ pursuant to the AMAAZ bylaws.

ARTICLE XV

CONDUCTING MEETINGS

All meetings of AMAAZ shall be governed by the latest edition of “Robert's Rules of Order.”

ARTICLE XVI

FISCAL YEAR

The fiscal year of AMAAZ shall commence on the first day of January and terminate on the last day of December.

ARTICLE XVII

CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 1. **Contracts.** The Board of Directors may authorize the executive director and the president any officer or agent of AMAAZ to enter into any contract or to execute and deliver any instrument or document on behalf of AMAAZ, which authority may be generally or specifically granted by a majority vote of the Board of Directors.

Section 2. **Deposits.** All funds received by AMAAZ shall be deposited to the credit of AMAAZ in such federally insured financial institutions or invested in such ways as may be approved and authorized by the Board of Directors.

Section 3. **Checks.** All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of AMAAZ shall be signed by such officers or agents as set forth in these By-Laws.

Section 4. **Gifts.** The Board of Directors may accept on behalf of AMAAZ any contribution, gift, bequest, or devise for the general purposes or for any special purpose of AMAAZ.

ARTICLE XVIII

SURETY BONDS

Section 1. **Persons Insured.** Unless otherwise waived by specific affirmative act of the Board of Directors, no persons having access to any cash or negotiable assets of AMAAZ shall be required to be

bonded for fidelity loss and faithful performance of duty. If required, the amount of such bonds shall be fixed by the Board of Directors.

Section 2. **Premiums.** The premiums for all bonds required shall be paid by AMAAZ.

ARTICLE XIX

RECORDS

AMAAZ shall maintain permanent, correct, and complete written books and records of account and shall keep signed and approved minutes of all the meetings of the Board of Directors, and committees having the authority of the Board of Directors, at the principal office of AMAAZ and at such other offices in such form and manner as required by law. All such records may be inspected by any Director, or the agent or attorney of any Director at any reasonable time.

ARTICLE XX

CORPORATE SEAL

The seal of AMAAZ shall be circular in form and bear the name of Asian Medicine Acupuncturists of Arizona with AMAAZ in the middle of the circle. The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or any corporate obligation for the payment of money may be facsimile, engraved or printed.

ARTICLE XXI

EXECUTION

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE XXII

NOTICE AND WAIVER OF NOTICE

Section 1. **Notice.** Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by emailing and/or depositing the same in the post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his or her last known post office address and/or email to the person entitled thereto. Persons not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Section 2. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of AMAAZ, or these By-Laws:

- (a) a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or

(b) attendance by such person or persons at such meeting without protesting the lack of notice prior to or at commencement of the meeting, shall be deemed equivalent there too.

ARTICLE XXIII

CONSTRUCTION

Whenever a conflict arises between the language of these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE XXIV

CONDUCT OF BUSINESS WITHOUT MEETINGS

Any action of the Directors and committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors or committee members who would be entitled to vote on such action at a duly called meeting and filed with the Secretary of AMAAZ as part of the proceedings of the Directors or committees as the case may be.

ARTICLE XV

AMENDMENT TO THE BY-LAWS

The By-Laws of AMAAZ may be amended, repealed, or altered, in whole or in part, by a two thirds (2/3) majority vote of the active voting members present at any duly called and noticed meeting of the members at which a quorum is present or by a two-thirds (2/3) majority vote of the members of the Board of Directors at any duly called and noticed meeting of the Directors at which a quorum is present.

ARTICLE XXVI

DISSOLUTION

Upon the dissolution of AMAAZ, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of AMAAZ, dispose of all of the assets of AMAAZ exclusively for the purposes of AMAAZ in such manner, or to such organization or organizations organized and operated exclusively for social welfare, charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by an appropriate Circuit Court within the state of Arizona exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XXVII

GENERAL PROVISIONS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of AMAAZ, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AMAAZ, and such authority may be general or confined to specific instances.

Section 2. **Invalid Provisions.** If any of the provisions of these By-Laws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these By-Laws shall be construed and enforced as if such illegal, or unenforceable provision had never been comprised a part hereof; and the remaining provisions hereof shall be in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance therefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as part of these By-Laws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid and enforceable.

Section 3. **Headings.** The headings used in these By-Laws are for reference purposes only and do not affect in any way the meaning or interpretation of these By-Laws.

ADOPTED this by the active voting members. Asian Medicine Acupuncturists of Arizona (AMAAZ), a Arizona not-for-profit organization.

Date: 11/19/2022

President Name: Nadine P. Baldwin

President Signature:



Witness Name and Title: Robert "Kirby" Woods, Secretary

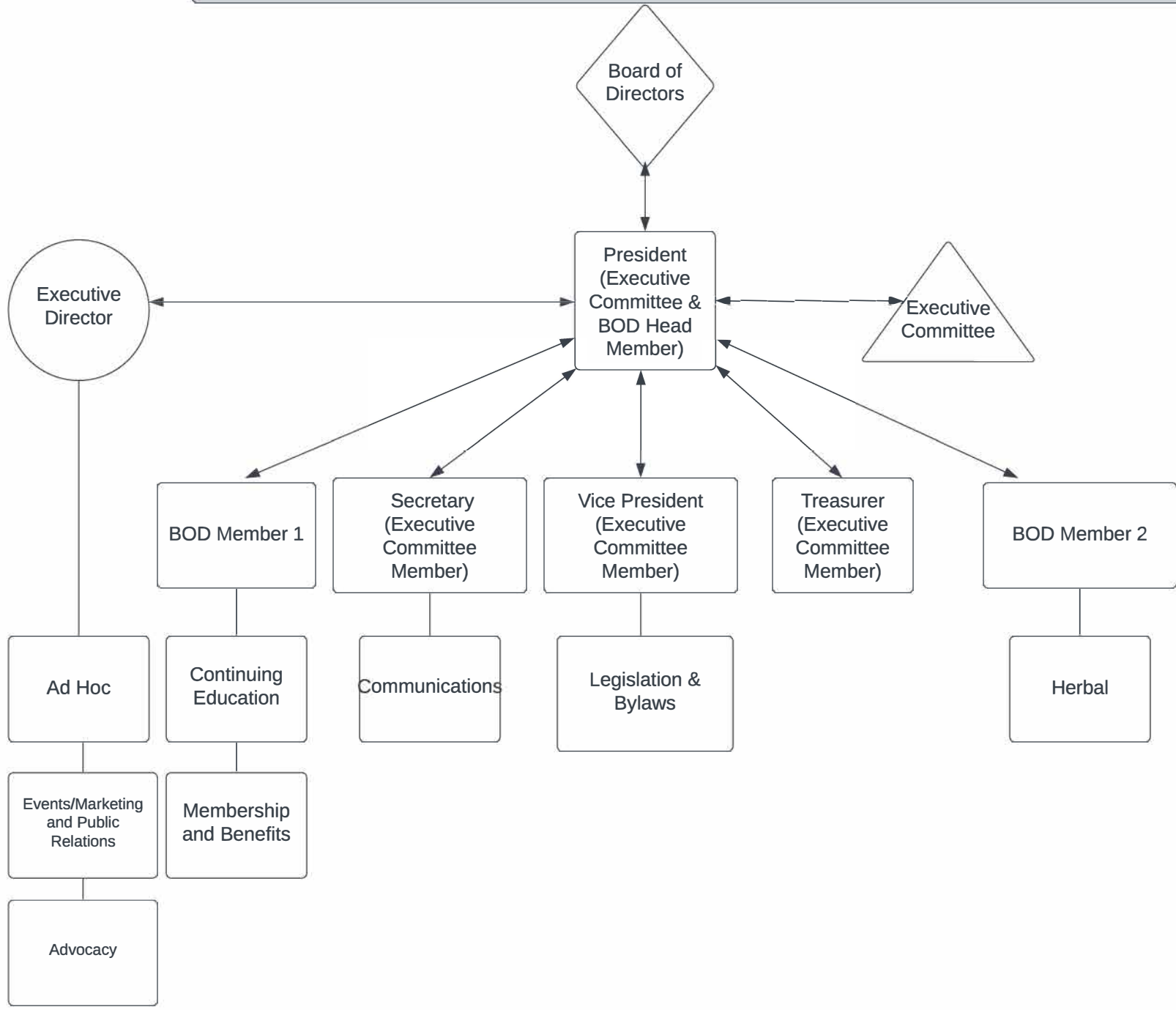
Witness Signature:



Robert "Kirby" Woods, LAc

Asian Medicine Acupuncturists of Arizona Organizational Chart - revised 11.19.2022

Attachment 1





ASIAN MEDICINE
ACUPUNCTURISTS OF ARIZONA

AMAAZ Board Student Liaison Position Interview

Date:

Student Name:

AMAAZ Interviewer:

AMAAZ Position:

1. Tell us about yourself.
2. Describe your work style in a sentence.
3. Why are you interested in becoming a student liaison?
4. What do you know about this job?
5. Tell us about a situation that did not go as planned and how you resolved the conflict and what you learned from the situation.
6. How would you manage your time between school and AMAAZ?
7. How do you communicate with patients and families?
8. What does a typical day look like for you?
9. What's the hardest decision you've ever made?
10. How do you organize your workday?
11. What's your work style?
12. What are 3 goals that you want to accomplish as the student liaison?
13. Do you have any questions for us?