

BYLAWS
Of
Connecticut Society of Acupuncturists

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ARTICLE I

Name, Principal Office, Purpose and Restrictions

- 1.01 *Name.* The Connecticut Society of Acupuncturists, hereinafter referred to as "CTSA", a Connecticut non-profit corporation.
- 1.02 *Principal Office.* The Board of Directors ("Board") shall determine the location of the principal office of the CTSA.
- 1.03 *Purpose.* The purpose of the Connecticut Society of Acupuncturists is as follows:
- 1.03.1 to support the continued development of the profession of Acupuncture and Oriental Medicine ("AOM") in Connecticut as a separate and distinct member of the healing arts professions.
 - 1.03.2 to work to establish a favorable legal and regulatory environment for the practice of AOM in Connecticut.
 - 1.03.3 to benefit the public by educating the public as to the benefits of AOM, increasing public awareness and increasing access to AOM services in Connecticut.
 - 1.03.4 to protect and benefit the public by encouraging adherence to professional ethics and high standards of practice on the part of Connecticut State Licensed Acupuncturists.
 - 1.03.5 to provide a forum and an informational and support network for Licensed Acupuncturists in Connecticut.
 - 1.03.6 to support appropriate educational and competency standards for the profession.
 - 1.03.7 to protect in every way not contrary to law the foundation of the philosophy, science and art of Acupuncture and Oriental Medicine as found in the classical medical texts of the tradition.

- 1.04 *Restrictions.* All policies and activities of the CTSA shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the Connecticut Non-stock Corporation Act under which the CTSA is organized and operated, and applicable tax-exemption requirements.

ARTICLE II

Members

- 2.01 *Membership Classes.* Membership in the CTSA shall consist of two classes: Professional Members and Associate Members
- 2.02 Professional Members, as defined below, shall have the right to vote on matters submitted to a vote of the members, and the right to hold office on the Board of Directors. All other members shall be non-voting members.
- 2.02.1 *Professional Members.* Any member holding a Connecticut State Acupuncture license in good standing whom either resides or practices in Connecticut
- 2.03 *Associate Members,* as defined below, shall not have the right to vote on matters submitted to the members, or hold office on the Board of Directors, and whose application has been approved by the Board.
- 2.03.1 *Student Members.* Any member who is currently enrolled in a school of acupuncture or Oriental medicine which is accredited by the Accreditation Commission for Acupuncture and Oriental Medicine (ACAOM).
- 2.03.2 *Allied Health Professional.* Any member who is licensed by the State of Connecticut as a health care provider, other than a Licensed Acupuncturist, and whose licensing scope of practice includes acupuncture
- 2.03.3 *Educational Institution.* Any member that is an institution engaged in AOM medical education.
- 2.03.4 *Merchant.* Any member that is a firm or corporation engaged in selling products or services to members of CTSA.

- 2.03.5 *Out-of-State Practitioner.* Any member who is an AOM practitioner licensed to practice acupuncture in a state other than Connecticut.
- 2.03.6 *Retired Practitioner.* Any member who no longer earns income as a practitioner of any activity for which a license to practice acupuncture is required.
- 2.03.7 *Honorary Members.* Any individual whom the CTSA wishes to honor and meets the qualifications established by the Board of Directors from time to time. A majority vote of the Board of Directors is necessary to confer Honorary Membership. The term of an Honorary Member shall be one year. The board may renew Honorary Memberships on an annual basis.
- 2.04 *Member in Good Standing.* A member in good standing is one who has not been found by the CTSA to be in violation of membership conditions and requirements established by the CTSA. Any member who is in arrears in the payment of any installment of fees, CTSA dues, or assessments of more than sixty (60) days after their due date, shall not be in good standing.
- 2.05 *Member Obligation to Follow CTSA Rules.* Each member agrees to be bound by these Bylaws and any amendments thereto, by the lawful actions of the Board, by the CTSA's Code of Conduct and Policies and Procedures.
- 2.06 *Suspension and Termination.* A member shall be suspended or terminated, in the Board's discretion, when the Board, in good faith, determines that any of the following events has occurred: (a) expiration of the period of membership, unless the membership is renewed according to the renewal terms as provided in Article III; (b) failure of a member to pay dues, fees, or assessments in the amount and under the terms as provided in Article III; (c) failure to abide by the lawful decisions of the Board, and (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications as defined in this section.
- 2.07 *Member Liability.* No member shall be personally or otherwise liable for any of the debts or obligations of the CTSA.

ARTICLE III

Dues

- 3.01 *Dues.* The Board shall set dues and the terms of payment. Payment of dues is expected on the annual renewal date determined by the Board
- 3.02 *Fees and Assessments.* The Board may set fees and assessments. Payment is due within 60 days of a date determined by the Board.
- 3.03 *Delinquency.* Any member who is delinquent in dues, fees or assessments by more than sixty (60) days may be suspended, in the sole discretion of the Board

ARTICLE IV

Membership Meetings

- 4.01 *Annual Meeting.* The CTSA shall hold an annual meeting of the members at the place and on the date as determined by the Board. At the annual meeting, the minutes of the previous annual meeting shall be presented for approval, the Board shall report the activities of the CTSA to the members, Directors shall be elected, and other relevant business conducted. The minutes of the annual meeting shall be presented for approval at the next annual meeting or special meeting.
- 4.02 *Special Meetings.* The President, the Board or twenty (20) percent or more of the voting members may call special meetings of the members.
- 4.03 *Notice.* The Board must give CTSA members notice of all annual and special meetings, which notice shall include an agenda of the matters to be discussed and acted upon, and shall be given at least 30 days (but not more than 90 days) before the meeting.
- 4.04 *Quorum, Voting.* The presence of five (5) percent of the voting members at a meeting shall constitute a quorum. Whenever a quorum is present, an act or decision made by a majority of the voting members present, is a valid act or decision unless a greater number is required by statute or these bylaws. Proxy and alternate voting are not permitted at any meeting.

- 4.04.1 *Meeting by Teleconference or Other Electronic Means.* Members may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic means.
- 4.05 *Conduct of Voting* - Members shall vote either in-person or via electronic communication as specified by the President

ARTICLE V

Board of Directors

- 5.01 *Authority.* The Board is the governing body of the CTSA, and has authority and responsibility for the supervision, control, and direction of the CTSA.
- 5.02 *Eligibility and Number of Directors.* The authorized number of Directors of the CTSA shall be no less than four (4) and no more than seven (7). The exact number of directors shall be fixed from time to time by a resolution adopted by the Board. Except as provided in Section 5.02.1, all Directors must be Professional members in good standing of the CTSA.

The Board is comprised of the following, all of which are voting board members:

- 5.02.1 President, Vice President, Treasurer, Secretary and Immediate Past President and two other Directors.

One Director may be a Public Director appointed by the board who does not meet the qualifications of a Professional member as defined in these bylaws.

The term "Public Director" shall refer to any person who is not elected as a director by the voting members but is instead appointed to the board as a director in conformity with these bylaws. The term for this appointment is one year.

The Immediate Past President is the most recent President. If the Immediate Past President is unable to fulfill the position, the position can be filled by the previous IPP, if available. If no past president is able to fill the position, the position shall remain vacant.

No elected member of the Board shall concurrently sit on the board of another AOM/Medical organization. Additionally, no member of the Board shall concurrently be a member of an AOM organization whose goals and code of conduct conflict with those of CTSA.

- 5.03 *Nomination.* Nominations for the Board of Directors shall be made at least six weeks before the annual meeting. The slate of candidates shall be made known to the voting members at least 14 days prior to the annual meeting.

Each candidate shall submit to the Board a letter of interest and resume. A Board interview shall be conducted to vet each candidate to determine eligibility as defined in these bylaws. If a candidate is found to be eligible, the letter of interest and resume shall be sent by electronic means to the membership prior to the Annual Meeting.

All Board candidates must have been professional members for a minimum of one year.

- 5.04 *Election and Term.* Elections of Directors will be held annually during the Annual Meeting, and will be elected for a term of two (2) years. Director elections will be staggered so that approximately half of the Directors will be elected annually, to allow for continuity of the Board.

- 5.05 *Vacancies.* If a vacancy occurs on the Board for any reason, the Board shall elect or appoint a successor to fill the unexpired term, or may choose to leave the seat vacant until the next election.

- 5.06 *Meetings.* A majority vote of the Board is required to call meetings of the Board.

The Board shall hold a minimum of 4 meetings per year at the time and place it selects. Additional meetings may be called by the President or a majority of the Directors

- 5.07 *Notice.* The Board may hold regular meetings without notice if the times and places of such meetings are fixed by the Board. The Board may hold special meetings upon 4 days notice by first class mail or 48 hours notice by electronic means.

- 5.08 *Quorum.* A majority of the directors then in office shall be necessary to constitute a quorum of the Board for every Board meeting

- 5.09 *Board Action.* Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, unless a greater number is required by statute or these Bylaws. The Board may adopt rules and regulations, which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.
- 5.10 *Meeting by Conference or Other Electronic Means.* Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic means.
- 5.11 *Action by Unanimous Written Consent In Lieu of a Meeting.* Any action required or permitted to be taken, by the Board under any provision of law may be taken without a meeting if all members of the Board shall consent in writing to such action in the manner specified in the Connecticut Non-stock Corporation Act.
- 5.12 *Conflict of Interest.* Any actual or potential conflict of interest by a Director should be disclosed immediately upon discovery of said conflict. Resolution of the conflict of interest may include, but shall not be limited to: recusal from a Board vote; resignation of the Director; or any other resolution that the Board deems necessary by majority vote, excluding the Director in question.
- 5.13 *Termination.* Any Director may be removed to the extent permitted by law either with or without cause by the vote of a majority of the Board, excluding the Director in question.
- Any Director, who is absent without prior approval from the President from two consecutive meetings of the Board of Directors may be declared vacant by the Board of Directors. Excusal requires a majority vote of board, excluding the director in question.
- 5.14 *Resignation.* Any Director may resign effective upon giving written notice to the Board, or the President of the CTSA. If the resignation of a Director is effective at a future time, the Board of Directors may elect to make the resignation become effective immediately by a majority vote of the board.
- 5.15 *Compensation of Directors.* Directors may not receive any compensation, but may be reimbursed for expenses pre-approved by the Board.
- 5.16 *Standing Committees.* Standing Committees are committees of the Board of

Directors, which the Board deems to be necessary for the continuing effective operation of the CTSA, and which are charged with responsibilities for organizational, structural, and/or administrative affairs of the CTSA, as provided herein.

The following shall be Standing Committees of the Board of Directors: Executive, Finance, and Governance.

5.16.1 *Executive Committee*

Can only be composed of current Board members and must be appointed by the Board. Otherwise it cannot act on behalf of the Board.

The Executive Committee shall be composed of the President, Vice-President, Treasurer, Secretary, and Immediate Past President. The Executive Director, if there is one, shall attend each Executive Committee meeting and the President shall serve as Chairperson. Except as prohibited by statute, (33-1101.) the Executive Committee shall act on behalf of the Board of Directors as appropriate in any case where immediate action is required and the matter is such that a special meeting of the full Board is not deemed necessary or possible, and except when prohibited by these bylaws or by statute.

A quorum of three (3) voting members of the Executive Committee is required for Executive Committee meetings. Notification of an Executive Committee meeting and agenda shall be provided to the Board of Directors prior to such meeting, and approved minutes shall be provided to the Board of Directors at the next meeting of the Board or within seven (7) days, whichever is sooner.

The Executive Committee may enter into contracts in accordance with established Board policy and shall oversee the annual performance review of the Executive Director or equivalent, if there is one.

5.16.2 *Finance Committee*

The Finance Committee shall be composed of the Treasurer plus up to two more members. It shall advise the board of directors on matters pertaining to the CTSA'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 CTSA in meeting its budget, and present that information to the full Board. The committee shall oversee the preparation and filing of tax returns.

5.16.3 *Governance Committee*

The Governance Committee shall assess governance practices and make recommendations to the Board of directors on the following:

- (a) Organization and structure of the Board of directors and its committees and any task forces or workgroups;
- (b) Bylaws and procedures, including nominations and elections processes;
- (d) Orientation of new directors;
- (f) Other aspects of CTSA governance, as appropriate.

5.17 *Other Committees, Task Forces, and Workgroups*

The board of directors may establish other (non-Board Standing) committees, task forces, and workgroups as needed to fulfill the purposes of the CTSA.

All non-Board committees shall act in an advisory capacity only.

The formation, purpose, and dissolution of any such committee shall be by majority vote of the board of directors.

ARTICLE VI

Officers

- 6.01 *Officers.* The officers of the CTSA shall be a President, Vice-President, Treasurer, and Secretary, and such other offices as may be created by the Board from time to time.
- 6.02 *Qualifications.* Each officer must be a Professional Member.
- 6.03 *Election and Term of Office.* The officers shall be elected by the Board to serve terms of two (2) years. A candidate for President and Vice-President shall have previously served at least one term as Treasurer, Secretary, or Director.

Term Limits. No officer may serve for more than six (6) consecutive years or three (3) terms in one position. After six (6) consecutive years in one

office, an officer may serve only in a different office. After two (2) years or one (1) term has elapsed, an officer may return to a previously held office.

6.04 *Duties.* The officers perform those duties that are usual and customary to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time.

6.04.1 *President.*

The President shall:

- (a) Act as Chair of the Board;
- (a) Be the chief elected officer of the CTSA;
- (b) Supervise the business of the CTSA, and its officers;
- (c) Preside at all meetings of the members and of the Board;
- (d) Present an annual report detailing the business of the CTSA at each Annual Meeting
- (e) Ensure that all resolutions of the Board are carried out;
- (f) Be authorized to sign contracts and other instruments, along with another Officer, on behalf of the CTSA which are authorized and legal.

6.04.2 *Vice-President.*

The Vice-President shall:

- (a) Perform duties as a re from time to time assigned by the Board or the President
- (b) At the request of the President or in the President's absence or disability, perform all the duties of the President.

6.04.3 *Secretary.*

The Secretary shall:

- (a) Keep, or cause to be kept, the minutes of the Annual Meeting and other meetings of the Board;
- (b) Ensure that all notices are duly given in accordance with these bylaws;
- (c) Serve as the official custodian of the books and records, other than financial;

- (d) In general, perform all duties incident to the office of Secretary and such other duties as from time to time, may be assigned by the Board or by the President.

6.04.4 *Treasurer.*

The Treasurer shall:

- (a) Serve as Chair of the Finance Committee;
- (b) Prepare and distribute to the directors a written annual report within 90 days after the end of the fiscal year on the financial conditions of the CTSA
- (c) Regularly report to the Board on key financial events, trends, concerns, and assessment of fiscal health;
- (d) Assure that preparation and filing of tax returns is conducted in a timely and appropriate manner; and
- (e) Serve as Acting Secretary in the absence of the Secretary for the purpose of attesting the signature of other officers when required.

ARTICLE VII

Executive Director

7.01 Employment or Contractual Agreement

At such time as the volume and type of activity and operations of the CTSA make it appropriate, in the judgment of the Board, the Board may retain/hire an Executive Director, who shall be an employee of the CTSA.

When the Board has acted to employ an Executive Director as an employee of the CTSA, the CTSA shall enter into an agreement with such individual or management firm to serve as the Executive Director in accordance with any board-approved contract or agreement.

7.02 Authority and Responsibilities

The Executive Director or equivalent, if there is one, shall:

- (a) Serve as an ex-officio member of the Board of Directors and the Executive Committee, without voting rights;
- (b) Manage and direct all activities of the CTSA in accordance with the

- CTSA's policies and Board directives;
- (c) Ensure that all State legal and financial requirements are met;
 - (d) Prepare the CTSA's budget;
 - (e) Within the budget approved by the Board of Directors, employ and terminate, as necessary, staff to accomplish the work of the CTSA; and define duties, establish titles, set compensation, and supervise performance of staff;
 - (f) Sign contracts on behalf of the CTSA as authorized by the Board of Directors;
 - (g) Provide reports to the Board as directed;
 - (h) Conduct other duties as specified in the employment agreement or contract; and
 - (i) Comply with the CTSA's Code of Conduct.

ARTICLE VIII

Committees

8.01 General

Board Standing Committees, other committees, task forces, and workgroups may be established as needed by the Board of Directors.

Any member in good standing shall be eligible to serve on any non-board committee.

Committee Chair may select a reasonable number of members. All committees shall include at least one director.

ARTICLE IX

Code of Conduct

9.01 The members of the CTSA shall adhere to the following Code of Conduct:

1. To maintain personal and professional behavior that is consistent with the best interests and the Bylaws of the CTSA.
2. To provide only accurate information regarding education, training, experience, professional affiliations and certification.

3. The title Doctor of Acupuncture (DAc) or Doctor of Oriental Medicine (DOM) is not permissible by law in the state of Connecticut. A member may not use a title based on a license in another state.
4. To only make public statements regarding the effectiveness of Oriental medicine which are within the generally accepted experience of the profession.
5. To respect the broad diversity of Acupuncture and Oriental Medicine practice. Recognize the energetic basis and respect its dynamic, evolving nature.
6. Place the healing relationship and the well being of the individual patient at the center of Acupuncture and Oriental Medicine practice.
7. To respect the integrity of other forms of health care and develop collaborative relationships to achieve the best possible care for individual patients.

ARTICLE X

Indemnification and Insurance

- 10.01 *Indemnification.* Directors, officers, and other authorized employees and agents of the CTSA shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of the CTSA to the full extent permitted by law. Including advancement of expenses.
- 10.02 *Insurance.* The CTSA may purchase and maintain insurance to the full extent permitted by the law on behalf of its Agents against any liability asserted against or incurred by the Agent acting in such capacity.

ARTICLE XI

Dissolution

- 11.01 *Dissolution.* Upon dissolution or other termination of the CTSA, in a manner consistent with the law and the bylaws, (33-1171 et seq) all property of the CTSA, after the discharge of valid obligations of the CTSA, shall be distributed to such charitable non-profit organization as the Board of Directors may direct, in accordance with Connecticut Non-stock Corporate Act.

No property of the CTSA shall be distributed to or inure to the benefit of any member, Director or Officer of the CTSA.

ARTICLE XII

Reserved for the Seal of the CTSA

ARTICLE XIII

Amendment of Bylaws

13.01 *Amendment of Bylaws.* These Bylaws may be amended by a majority vote of the Board, provided that written notice of the substance of any proposed Bylaw shall first have been sent to each Director at least fourteen (14) days in advance of any meeting at which such Bylaw amendment will be considered. In addition, the members shall be notified of any Bylaws amendment within thirty (30) days, by posting such on the website of the CTSA.

Certain amendments to the Bylaws, as specified in the Connecticut Non-stock Corporation Act, including those that could materially affect the rights of members or change the authorized number of Directors, must be approved by the members by a majority vote.

ARTICLE XIV

Interpretation

14.01 *Interpretation.* These Bylaws constitute a written agreement between the CTSA and its members, Directors and officers. The Bylaws should be interpreted in connection with the Connecticut Non-stock Corporation Act that supplements and controls these Bylaws.

Amended November, 2018