

**Vermont Acupuncture Association Bylaws**

**Amended November 6, 2021**

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## **Vermont Acupuncture Association**

Adopted: May 5, 2002

Amended: November 15, 2008

Amended: January 31, 2015

Amended: November 14, 2020

Amended: November 6, 2021

### **ARTICLE I NAME**

The name of the organization shall be “Vermont Acupuncture Association,” hereafter referred to as the VTAA or the Association.

### **ARTICLE II PURPOSE**

The VTAA is a not-for-profit association and professional organization of East Asian Medical Practitioners, Students, Allied Health Professionals, and others interested in East Asian Medicine throughout the State of Vermont for the following purposes:

1. To serve as a membership organization of the Acupuncture and East Asian Medicine profession in Vermont.
2. To serve as a membership organization of acupuncturists, students of acupuncture, and public members who are joined together to insure high professional standards in the quality of Acupuncture and East Asian Medicine practice.
3. To maintain the practice of Acupuncture and East Asian Medicine as a separate and distinct health care profession.
4. To protect and encourage in every way not contrary to law, the philosophy, science and art of Acupuncture and East Asian Medicine, and the professional welfare of its members.
5. To serve as an official advocate for and representative of the Acupuncture and East Asian Medicine profession in the State of Vermont and to assist all reputable organizations of

the profession throughout the world in carrying out compatible purposes, when the Board of Directors deems such purposes compatible as expressed in the by-laws.

6. 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 professional relationships, and to promote public understanding of Acupuncture and East Asian Medicine.
7. To promote ethical practice of Acupuncture and East Asian Medicine within the state by establishing and implementing a Code of Ethics and Conduct for professional acupuncturists.
8. To create alliances with other local, state, and national organizations in order to promote Acupuncture and East Asian Medicine, maintain high standards, and achieve the recognition and acceptance of Acupuncture and East Asian Medicine as a healthcare modality.
9. To serve as an informational resource to members and the general public concerning Acupuncture and East Asian Medicine.
10. To encourage continuing education for professional members by providing opportunities for education within Vermont.

### **ARTICLE III MEMBERSHIP AND VOTING**

**Section 1. Eligibility.** Any person or organization who is in accord with the principles and objectives of the VTAA is eligible for membership as:

- A. **Professional Member:** Any East Asian Medical practitioner licensed as an Acupuncturist by the State of Vermont, who ascribes to and practices the ethics of the VTAA and is current with his/her dues.
- B. **Honorary Member:** A distinction that may be conferred by the Board of Directors, voting unanimously, on any individual who has proven exceptional service to the art of Acupuncture and/or East Asian Medicine and/or the Association. Emeritus Members shall have privileges as voting members of the Association ad infinitum with no dues obligations. An Emeritus Member may be elected to the Board of Directors with full voting privileges and may serve in any capacity in the Association with privileges equal to a Professional Member. The privileges conferred to each Honorary Member shall be determined by a majority vote of the Board of Directors.

- C. Associate Member: Any interested party extending financial or any other assistance to the organization including students, allied health professionals, and interested members of the public. Associate members shall not have voting privileges and may not serve on the Board of Directors. Associate members may serve in other capacities in the Association. Other privileges of Associate membership shall be decided by the Board of Directors.

All membership categories shall be open to any individual or group regardless of race, creed, color, religion, sex, sexual orientation, or national origin.

**Section 2. Suspension, Expulsion or Denial of Membership**. Any person or organization may be denied membership, or any member may be suspended or expelled by the Board of Directors for violation of the Code of Ethics and Conduct. All charges against a member shall be reviewed and processed according to the Code of Ethics and Conduct. Any member subject to suspension, expulsion or denial of membership shall forfeit all dues and other fees that may have been paid.

**Section 3. Dues**. Dues for membership shall be assessed by the Board of Directors and periodically reviewed by the voting membership. All dues shall be payable in accordance with the payment plan approved by the Board of Directors. Annual membership dues shall be paid prior to participating in a VTAA event as a member.

**Section 4. Voting Rights**. Voting members whose dues are current have full voting privileges. Voting members shall be entitled to one (1) vote on each motion.

**Section 5. Ruling Body**. The Voting Membership is the sole ruling body of the VTAA.

**Section 6. Quorum**. Consists of a minimum of eight voting members.

**Section 7. Amending the by-laws** at a general meeting or any other time shall require a two thirds (2/3) majority vote of those present so long as there is a quorum.

**Section 8. Manner of acting**. The action of a majority of those present and voting at a meeting at which a quorum is present shall be the action of the Board unless a greater number is required by law or by these by-laws.

**Section 9. Election Protocol**. All nominees for the Board of Directors will be contacted by the current Board of Directors during the week following nominations to obtain their acceptance to run for a directorship. Each candidate will be asked to submit a statement of their qualifications and ideas as a director by a date set by the Board. A special newsletter will then be sent to all members, which will include all nominees' statements. In the case of insufficient nominees for open positions, nominations will be reopened at the annual meeting of the general membership, hereafter called the Annual Meeting. All candidates will be given the opportunity to give a 5minute presentation of their platform before the ballots are cast at the Annual Meeting.

**Section 10. Voting by Mail.** Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail, and/or electronic mail, in such a manner as the Board of Directors shall determine. Members may request an absentee ballot from the Board to vote in a posted election if unable to attend a scheduled meeting. Absentee ballots must be received via United States Postal Mail, no later than three (3) days prior to the date of the election. The name and return address of the person voting must appear on the envelope in order for the ballot to be valid. Electronic mail must be received 24 hours prior to the date and time of the election and sent from the electronic address the member has designated to be used by the VTAA.

**Section 11.** Elections shall be conducted in accordance with “Robert’s Rules of Order”.

**Section 12.** No vote that can change the by-laws or that substantially affects the membership may be held without allowing a minimum of 30-day notice to the general membership.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** A convention of members shall be held each year for the purpose of electing officers and directors, amending by-laws, reviewing the activities of the Association and such other items as the membership and the Board of Directors may deem necessary.

**Section 2. Place of Annual Meeting.** The Board of Directors may designate any place within the boundaries of the State of Vermont as a place of meeting.

**Section 3. Notice.** Written notice of the Annual Meeting shall be made no less than forty-five (45) days prior to the meeting. This notice shall be deemed delivered upon posting with the United States Postal Service and/or via electronic communications.

**Section 4. Special General Meetings.** Upon call of two-thirds (2/3) majority of the Board of Directors or at least three-quarters (3/4) of the general voting membership, a special meeting may be convened for the body of the membership and notification provided in accordance with the provisions of Section 3 of this article.

**Section 5. Proxies.** A proxy is a member who is entitled to vote, authorizing another member to vote in his/her place. No proxies are authorized in any meeting.

**ARTICLE V**  
**THE GOVERNING BOARD**

**Section 1. General Powers.** The Board of Directors shall:

1. Conduct the general business of the Association
2. Control and manage funds and property of the Association
3. Ensure that the Association does not engage in any activity that will jeopardize the Association's federal tax exemption.

**Section 2. Number Tenure and Qualification.** On the Board of Directors, in addition to the President, Vice President, Secretary and Treasurer as described in Article VI (officers), there shall be up to three additional Board Directors who shall be elected for three-year terms. If there is an opening for a Director, that vote shall take place after the officers have been elected at the Annual Meeting. At least one Director will be elected from the VTAA Professional membership and must be licensed in and have a primary practice in Vermont. The remaining Director may be elected from any voting member category.

**Section 3. Business Meetings.**

1. The Board of Directors shall meet at least four (4) times a year. The date, time and location will be determined by the majority of the Board. Members of the Board of Directors shall be notified of a meeting at least ten (10) days prior to the date of the meeting. The President or a majority of the Board of Directors may call for an emergency meeting and waive the ten (10) day notice. Meetings of the Board of Directors shall be open only to members of the Association and to others who have been invited to attend. Any member interested in attending a meeting of the Board must contact a Board member to receive notice of the next scheduled 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/emergency Board meeting.
2. **Executive session.** All meetings of the Board of Directors shall be open to the general membership and to non-members invited by the board except in instances where the board may go into Executive (closed) Session to discuss sensitive matters. The board may go into Executive Session by a simple majority vote of the directors present and voting.
3. Meetings may be held by teleconference to conduct business or to achieve a quorum.
4. In the event that meeting in person or teleconference is not feasible to meet a deadline, Email voting is an option:
  - a. Need two-third (2/3) vote to pass an email vote,
  - b. 48 hours is generally a reasonable amount of time to respond
  - c. This is a last resort use, for voting purposes.

5. In the event of a tie vote, the President's vote breaks the tie.

**Section 4. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors.

**Section 5. Vacancies.**

1. If a vacancy occurs on the Board of Directors for any reason between Annual Meetings, the position shall be filled by appointment with a two-third (2/3) vote by the Board of Directors from a list of alternates nominated during the previous year's Annual Meeting. The appointed alternate shall take the place of that Director and serve for the remaining term of office.
2. If a vacancy occurs in the office of President, the Vice President shall assume the duties, responsibilities, and authority of the President until the next Annual General Meeting.

**Section 6. Compensation.** Members of the Board of Directors shall not receive any manner of compensation or salary for their services, but by resolution of the Board of Directors, may receive reimbursement for certain authorized expenses for travel, food, and lodging to attend specified meetings pertaining to the affairs of the Association.

**Section 7. Removal from Office.** Any board member may be removed with or without cause by a two-thirds (2/3) vote by the entire board of directors. Any member of the Board missing two (2) consecutive board meetings may be replaced at the discretion of the Board of Directors.

**Section 8. Passage of Resolutions.** Resolutions before the Board of Directors shall be decided by a majority of the votes cast by the members of the Board of Directors present. All parties concerned shall accept the declaration by the presiding officer of the results of such voting as final.

**Section 9. Committees.** The Board of Directors may create committees as needed, and all VTAA committees must be approved by the BOD. Any active VTAA member is eligible to become a chairperson on a committee. If no members volunteer, then the BOD may assign a BOD member to facilitate that committee as needed. All Committee chairpersons shall be approved by a vote of the majority of the Board of Directors.

## **ARTICLE VI OFFICERS**

**Section 1.** The officers of the Association shall be: President, Vice President, Secretary and Treasurer.

**Section 2. Qualifications for officer.** Any voting member who has participated in one or more meetings of the association in the previous year shall be eligible for nomination to the Board of Directors. All officers must be licensed in and have a primary practice in Vermont.

**Section 3. Tenure.** Each Officer shall serve a three-year term, which shall begin at the end of the annual meeting. President and Vice President may serve two consecutive terms and may then become eligible for re-election after an interval of one year. Secretary and Treasurer may serve unlimited consecutive terms.

**Section 4. Removal from office.** Any officer may be removed from office with or without cause by a two-thirds (2/3) vote of the entire Board of Directors.

**Section 5. Duties of the Officers and Directors.**

1. The Board shall have such powers as are delegated to it by these by-laws and/or by vote of the Association membership referring specific individual matters to it.
2. The Association's membership may vote to give the Board instructions, which the Board shall carry out, and may countermand any action of the Board by calling a special meeting and obtaining a majority vote.
3. Contracts may be entered into by the Board as long as the contracts are in accordance with the stated goals of the VTAA.

**Section 6. The President shall:**

1. Preside at general meetings of the Association and of the Board of Directors.
2. Prepare an agenda for all meetings agreed upon by the Board of Directors. This agenda should be distributed before the meeting. The President shall call for additions to the agenda from the general body.
3. Be an ex-officio member of all committees.
4. Prepare and deliver a report of the activities of VTAA during the previous year and goals for the coming year to the membership at the annual meeting.
5. Represent the interests of the Association to national acupuncture and oriental medicine associations and groups.
6. Keep the Vice President informed of association affairs.
7. Act as a liaison for the Association with the general public, State of Vermont, and other professional organizations.

**Section 7. The Vice President shall:**

1. Assist the President in all duties.
2. Act as a liaison between members and the Board of Directors.
3. Chair meetings in the absence of the President.
4. Assume the duties of the President in the event of the President's inability to serve.
5. Receive, answer, and file all VTAA email correspondence from the current BOD account and distribute messages to the appropriate officer.
6. Send copies of important correspondence and information on matters of general business of the Association to the President.
7. Maintain the general membership information with the VTAA Secretary and Webmaster. This includes maintaining and sharing the current list of members (contact information and membership status) and maintaining email group lists (members, BOD, committee, etc.).

**Section 8. The Secretary shall:**

1. Record and file all minutes of the Annual Meeting, special general meetings, and Board meetings. Prepare and distribute the minutes to all of the Board members.
2. Send the Presidents of the national organizations of acupuncture and Oriental medicine the names and addresses of officers of the Association after elections have taken place at the Annual Meeting.
3. Keep a joint list of members with address, phone number and dues status with the Vice President & the VTAA Webmaster.
4. Send copies of Association by-laws to new members upon request.
5. Notify all members of the date, time and place of the Annual Meeting forty-five (45) days prior to the event. Notify all members of any special meetings or election information as set forth by rules.
6. Notify members of time, place, and date of all other meetings at least ten (10) days prior to the meeting date or as soon as possible in the event of an emergency meeting.
7. Notify all members of annual membership renewal forty-five (45) days prior to renewal date.

**Section 9. The Treasurer shall:**

1. Receive moneys of the Association, pay bills, and disperse funds as directed by the Board of Directors.
2. Be responsible for the collection of all member dues and/or assessments.
3. Prepare an annual budget for the Association to be reviewed and approved by majority of the Board of Directors.
4. Prepare a written report for the Annual Meeting.
5. Prepare and file all appropriate taxes by the Treasurer or a professional accountant.
6. Keep the financial record of the Association in good order
7. See that the financial records of the Association are audited by 2 voting members or by a professional accountant prior to the Annual Meeting.
8. Within 30 days of successor's appointment deliver to his/her successor all books, money, and other property of the VTAA that is in his/her charge with a full and complete accounting of all VTAA funds and property. In the absence of a successor, he/she shall deliver such properties to the President.

**Section 10. The Directors shall:** Support the BOD Officers with their various tasks. This may include but is not limited to facilitating committees, checking the PO Box, completing the monthly lobbyist filing with the Secretary of State, editing membership communications, or other tasks as deemed necessary and agreed upon or as delegated by other BOD members.

**Section 11. Conflict of Interest.** Each member of the Board of Directors shall sign a conflict-of-interest policy statement and shall not use his or her position on the Board to profit his or her own interests. If any action of the Board may present a real or perceived conflict of interest for a Board member, that Board member shall explain the reasons and not vote or participate in discussion of the matter.

## **ARTICLE VII LIMITATION OF LIABILITY OF DIRECTORS**

No member of the Board of Directors shall have any personal liability in connection with any contract, act, or omission of the Board, except as provided in these by-laws.

No member of the Board of Directors shall be liable to the Association or its members for errors of judgment, negligent or otherwise, except that each member of the Board of Directors shall be liable for claims arising from his/her acts of unlawful conduct, bad faith, willful misconduct, malfeasance, or nonfeasance.

## **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The VTAA shall indemnify its Officers, Directors, employees and agents against expenses, judgments, settlements, or other liabilities actually and reasonably incurred by such persons in the course of their responsibilities and obligations to the VTAA.

No indemnification shall be made unless it is determined that the person claiming the right of indemnification acted in good faith and in a manner reasonably believed to be in the best interest of the VTAA and, in any situation involving a criminal proceeding, unless such person had no reasonable cause to believe that his/her conduct was unlawful. Such determination shall be made by a duly adopted resolution of the Board of Directors.

## **ARTICLE IX CODE OF ETHICS & CONDUCT**

**Section 1. Code of Ethics.** As a voting member of the VTAA, I commit myself to practice Acupuncture and East Asian Medicine responsibly and to the best of my ability; 2) to the growth of my profession's role in the broad spectrum of health care in Vermont; and 3) to maintain respectful behavior and communications with my peers, my clients, and through all of my professional communications within and outside the VTAA. As such, I subscribe to each of the commitments stated below:

1. To render the highest quality care. This includes explaining treatment procedures and likely outcomes to avoid making false promises or creating unreasonable expectations; making appropriate and timely referrals to other health care professionals; and keeping accurate and confidential records of client history, treatment and any other personal information provided.
2. To place the health and well-being of my patients first and foremost in my mind, conforming to the rule of 'health care first, business second.' This includes providing accurate information regarding my education, training, experience, professional affiliations, certification, and licensure; only recommending supplements or other retail products solely for the health and well-being of my clients; and making every effort to keep health care costs within the reach of the public.
3. To follow all current Vermont laws for practicing acupuncture. This includes adhering to State and Federal guidelines to prevent communicable disease; observing any temporary changes in regulations for emergent health crises (including closure of business operations when dictated); and not representing myself as, or using the word 'Doctor' or its abbreviation on any signs, stationary, advertising material or for any purpose whatsoever unless I have obtained a doctoral degree in Acupuncture or East Asian Medicine by an appropriately accredited institution, or am separately licensed to do so expressly by the State of Vermont.
4. To conduct my business and professional activities with honesty and integrity. This includes establishing clear boundaries and a safe atmosphere to guard against physical, sexual, and emotional abuse; not engaging with clients if my judgment or competence is impaired by chemical dependency, physical or mental-emotional incapacity; and abstaining from any sexual or intimate conduct with patients for at least two years after any initial practitioner-client relationship has terminated.
5. To project a professional image in all aspects of my practice and make a sincere effort to contribute towards the standards of the profession of acupuncture. This includes striving for professional excellence by regular assessment of personal and professional strengths and weaknesses, and regular pursuit of professional growth opportunities beyond any state licensure requirements for continuing education.
6. To respectfully engage with other members, colleagues, and all health care providers, appreciating the efforts of individuals and honoring the integrity of all health care

traditions. This includes communicating with respect and civility in all forms of communication (including, but not limited to, email, phone, online, and in-person), even when in disagreement, maintaining ethical and professional conduct, with the understanding that disrespectful, defamatory, or otherwise abusive behavior (including, but not limited to, stalking, threats, and intimidations) is not tolerated; and developing collaborative relationships with other care providers whenever possible to bring the best possible care to our patients.

7. To avoid claims of representing the VTAA to any organization, person, or governmental agency in any form of communication (including, but not limited to, email, phone, online, and in-person) without clear approval from the voting body of the association. This includes any surveys sent to the membership, which must be pre-approved by a board member or be clearly and boldly indicated that it is not a VTAA survey.

**Section 2. Code of Conduct.** The VTAA values integrity and professional conduct, and in all interactions, we aim to respectfully hold each other accountable to these values. Being part of this organization is a privilege, not a right. Recognizing that acting with respect is fundamental to our strength as an organization, and that understanding ethics and professional conduct is paramount to that respect, this document specifically outlines behavioral expectations for our members, the procedure utilized for managing complaints and determining actions, and the ability to regain membership privileges.

1. Behavior of Members: All members are expected to act according to the Code of Ethics found in our bylaws, emphasizing that all communications be respectful and civil, providing a welcoming and safe place for members to have productive and professional debate. There is no place for rudeness, hostility, intimidation, bullying, sarcasm, sexism, homophobia, racism, or any other form of oppressive behavior. Should any member feel that another member has violated any of the above, and after seeking resolution directly with the individual remains unsatisfied, they may raise their concern to the board of directors. If a member feels unsafe addressing the individual directly, they may approach any member of the board for support.
2. Complaint Process: Complaints may be made to any member of the board, and the option to retain confidentiality always exists. If you have concerns with the board itself, you can ask someone you trust to initiate a complaint in your stead, whether or not that person is a member of the VTAA. All complaints must be in writing with detailed information regarding the offense, including date, place, description of events, and any witnesses when applicable. For email / text, please forward the original conversation thread noting the specific area of concern. Once a single complaint against a member is received, action will be taken in the following steps:
  - a. The board will review the complaint at their next meeting, or within 30 calendar days, whichever comes sooner. If there are multiple complaints against the same

member, the individual complaints shall be viewed as a whole picture; this may receive an increased disciplinary response (see Disciplinary Actions below).

- b. The board members will determine if there is reasonable cause of violation. In the case where a board member is also a complainant, that board member must recuse themselves from this discussion. If a complaint is made against a board member, that board member will recuse themselves from the investigation and any voting.
- c. The board will invite the member whose actions are in question to respond to the accusations in writing (email is acceptable), with 14 calendar days allowed for such response.
- d. The board will review the response within 14 calendar days. If after evaluation of all documents 3 different people (none of whom is a complainant) feel that the actions violate either the Code of Ethics or Code of Conduct, the board will send a written warning stating clearly that evidence of such behavior occurring again within the next 12 months will result in disciplinary action.

3. Disciplinary Actions: If there is a second occurrence within 12 months, or if any single complaint is related to a criminal charge, the member in violation could be, without written warning:

- a. able to receive messages but prevented from posting to the list-serve for a period of one year, and/or
- b. suspended from the VTAA group email list for a period of one year, and/or
- c. dismissed from board or committee work for a period of one year, and/or
- d. banned from attending the next annual meeting, and/or
- e. suspended from the practitioner listing on the VTAA website for a period of one year, and/or
- f. permanently expelled from the VTAA if the actions in question are most severe, especially those regarding public and patient safety concerns, without any refund of dues or other fees paid to date.

Appeal Process: The member to whom disciplinary action has been warned or enacted is allowed to appeal the decision of the board within 30 calendar days of the notice. Any appeal must be in writing (email is acceptable) to a member of the board. Appeals shall be reviewed by all available members of the board and the committee on Ethics, Conduct, and Inclusion (excluding only those that are complainants) within 30 days. Final decision to support or revise the warning or action must be made by majority vote of these members.

Regaining Membership Privileges: The member to whom disciplinary action is warned or enacted shall be able to regain full membership status and all benefits through reparative justice means. This may include taking responsibility for behavior and acknowledging the impact it has had on others, and a demonstration of a willingness to change behavior patterns. Reparations, progress, and restitution will be determined on a case-by-case basis, and will be evaluated by the committee on Ethics, Conduct, and Inclusion excluding those that are complainants. In the case that the Ethics, Conduct, and Inclusion committee is defunct, the VTAA Board of Directors will fulfill this obligation.

## **ARTICLE X DISSOLUTION**

Upon dissolution, the net assets of the Association shall be distributed either to a 501c(6) corporation with goals and objectives in accordance with those of the Association in accordance with the Internal Revenue Service, or if the dissolution was for purposes of forming another association, the assets would go to the successor association/corporation and/or colleges/universities accredited by an agency acceptable to this Association or its successor, and having status with the United States Department of Education.