

**BY-LAWS**

**OF**

**Acupuncturists of Hawaii**  
**(A Hawaii Domestic Non-Profit Entity)**

**PREAMBLE**

The Acupuncturists of Hawaii, a Non-Profit Membership Organization, is incorporated in the State of Hawaii. The Bylaws of the Corporation govern all actions of the Acupuncturists of Hawaii, except for those Bylaws provisions that conflict with law or the Articles of Incorporation.

These Bylaws were adopted on October 28, 2024.

## **ARTICLE 1. NAME**

The name of the Corporation is Acupuncturists of Hawaii.

## **ARTICLE 2. MISSION AND GOALS**

The mission of Acupuncturists of Hawaii is to protect, promote, and advance the acupuncture profession within the state. We are committed to safeguarding the scope of practice for our members, providing continuing education, and advocating for policies that support the integrity and growth of the acupuncture integrative medicine field. Through collaboration and transparency, we strive to enhance the professional by ensuring that our services remain accessible and beneficial to the community.

In furtherance of our mission, the Acupuncturists of Hawaii is committed to the following goals:

- a) Elevating and Protecting the Profession
- b) Unifying the Profession
- c) Promoting and Advancing the Profession
- d) Providing Support to Members
- e) Commitment to Transparency

## **Article 3. MEMBERSHIP**

### **3.1 Requirements for Membership**

Any person licensed to practice acupuncture in the State of Hawaii is eligible for membership in the association as a voting member. Others, including students, licensed acupuncturists from another state or country, or supporters of our profession, are eligible for membership as a non-voting member.

### **3.2 Membership Application**

Any Licensed Acupuncturist in good standing status with the State of Hawaii or an Acupuncture Student currently enrolled in an accredited school that wishes to apply for membership must submit an application for membership. A new member will be admitted upon an affirmative vote of the Membership committee and payment of membership dues. Any other person, institution or entity that wishes to become a member of the Association shall apply in writing stating the reasons that considers itself eligible for membership under the requirements in Section 3.1 above.

### **3.3 Annual Meeting of the Membership**

The annual meeting of the members shall be held each year at such time and place as the Board of Directors determines for the purpose of electing directors and transacting such other business as may come before the meeting. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Association and such other action may be taken, including the election of directors by the members.

### **3.4 Non-discrimination**

The Association shall not discriminate against any person on the basis of gender, race, color, sexual orientation, national origin or disability in any of its activities.

### **3.5 Resignation**

Any member may withdraw from the Association after fulfilling its obligations to the Association (including payment of past dues and return of any property) by giving written notice to the President. Such withdrawal shall take effect immediately upon written notification and shall be presented to the Board of Directors at its next meeting.

### **3.6 Grounds for Suspension and Expulsion**

The Board of Directors shall have the authority to suspend or expel a member or an entity from the Association for cause. Violation of any policy or practice properly adopted by the Association, conduct prejudicial to the interest of the Association or to the Association's mission and goals, or any activity that is illegal shall be considered sufficient cause for suspension or expulsion of a member or their representative.

### **3.7 Complaint Procedure**

Any complaint against a member or their representative shall first be forwarded to the Board of Directions for review, or to a Hearing Committee of the Association should such a committee be established. After reviewing the complaint and any response made by the member in question, and conducting any investigation it considers pertinent, the Executive (or Hearing) Committee may, at its discretion, refer the complaint if sufficient cause is found to the Board of Directors for review at a duly called meeting. At least 45 days prior to the meeting of the Board of Directors, the Executive (or Hearing) Committee shall inform the member in question of the nature of the complaint against the member and the committee's recommendation to the Board of Directors. The member in question shall have the right to submit to the Board of Directors any materials it considers relevant to the complaint, and to address the complaint at the meeting; every other member shall also have a

right to present materials and make a public presentation. Should the Executive (or Hearing) Committee decide not to submit the complaint to the Board of Directors, any members may request in writing that the Board of Directors hear the complaint. Suspension or expulsion, or any lesser sanction such as probation, shall require a two-thirds vote of the Board of Directors meeting at which a quorum present. No Board member that has a conflict of interest due to a financial or other connection with the member in question may vote on suspension or expulsion, or other sanction. An expelled member may apply for reinstatement after a period of one year.

### **3.8 Good Standing**

For purposes of these bylaws, a member is in "good standing" if the member is current on its annual membership dues and has not resigned or been suspended or expelled under this Article.

## **ARTICLE 4. OFFICES**

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Hawaii, as the Board may designate or as the business of the Corporation may require from time to time.

## **ARTICLE 5. BOARD OF DIRECTORS**

### **5.1 General Powers**

The affairs of the Corporation shall be managed by a Board of Directors.

### **5.2 Number**

The Board shall consist of not less than three Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **5.3 Elections and Qualifications**

The directors shall be elected by the members at the annual membership meeting described Section 3.3 hereof. Only voting members in good standing may qualify as candidates for the Board of Directors or as prescribe by amendment to these Bylaws.

#### **5.4 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

#### **5.5 Annual Meeting**

The annual meeting of the Board shall be held in-person or remotely at least annually. Special meetings may be called by the President or Board of Directors.

#### **5.6 Regular Meetings**

By resolution the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

#### **5.7 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either in-person or remotely as the place for holding any special Board or committee meeting called by them.

#### **5.8 Meetings by Telephone**

Directors of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **5.9 Place of Meetings**

All meetings shall be held at the principal office of the Corporation or at any other such place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

#### **5.10 Notice of Meetings**

Notice of Board or committee meetings shall be given to a Director in writing or by personal communication with the Director no less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any meeting need be specified in

the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

## **5.11 Waiver of Notice**

### **5.11.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Hawaii law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### **5.11.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **5.12 Quorum**

Three of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **5.13 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Hawaii law.

## **5.14 Presumption of Assent**

A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **5.15 Action by Board without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### **5.16 Removal of Board Members**

The entire Board or any individual Director may be removed from the Board by a vote of the remaining Directors with cause only. Directors may only be removed by a two-thirds vote of the board of directors, following a formal hearing process. Written notice specifying the grounds for removal must be provided at least 30 days in advance. The Director shall have the opportunity to present a defense before any final vote.

### **5.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective.

### **5.18 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **5.19 Board Committees**

#### **5.19.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any Director or officer

of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **5.19.2 Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum.

#### **5.19.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **5.19.4 Removal of a Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **5.20 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

### **5.21 Conflict of Interest**

Members of the Board are committed to the very highest ethical conduct in carrying out their requirements under state and federal laws. Members agree to: Where a board member considers that a conflict of interest exists with respect to an agenda item, he or she shall disclose this fact to the meeting and not participate in any discussion and/or vote. Base personal decisions upon all available facts in each situation; vote honestly with conviction in



every case; and abide by and support the final majority decision of the Board. Any potential conflict of interest involving the President shall be disclosed to the board of directors. The President may not vote on matters in which they have a direct financial interest, but shall otherwise retain all decision-making authority.

## **5.22 Indemnification**

The President and any other officer or director of the organization shall be indemnified and held harmless to the fullest extent permitted by law for all actions taken in good faith while performing their official duties. The organization shall also maintain appropriate Directors and Officers insurance to cover any potential liabilities.

## **ARTICLE 6. OFFICERS**

### **6.1 Number and Qualifications**

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **6.2 Election and Term of Office**

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **6.3 Resignation**

Any officer may resign at any time by delivering a written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **6.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The President may only be removed by a two-thirds vote of the board of directors, following a formal hearing process. Written notice specifying the grounds for removal must be provided at least 30 days in advance. The President shall have the opportunity to present a defense before any final vote.

#### **6.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **6.6 President**

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of the President and such other duties as are assigned to him or her by the Board from time to time. The President shall not hold office for more than two years.

#### **6.7 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

## **6.8 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address and class, if applicable, of each director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

## **6.9 Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

## **6.10 Salaries**

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a Director of the Corporation.

## **6.11 Delegation of Duties of Officers**

In the case of the absence of any officer of the Corporation or for any reason that the Board of Directors may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the Directors concur therein.

**ARTICLE 7. ADMINISTRATIVE PROVISIONS**

**7.1 Books and Records**

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable.

**7.2 Accounting Year**

The accounting year of the Corporation shall be the twelve months ending December 31st.

**7.3 Rules of Procedures**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when no applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**7.4 Powers of Execution**

All checks and other demands for money, notes, and monetary instruments be signed on behalf of the Corporation by the President and Treasurer. All of the contracts, deeds, leases, mortgages, notes, and bonds shall be signed by the President and Treasurer or Vice President.

**ARTICLE 8. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws.

The foregoing Bylaws were adopted by the Incorporators on October 28, 2024.

\_\_\_\_\_  
Name of Incorporator

\_\_\_\_\_  
Signature of Incorporator

\_\_\_\_\_  
Date