

BYLAWS OF THE
AMERICAN ACADEMY OF MEDICAL ACUPUNCTURE
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

(With amendments adopted by mail ballot on August 12, 2014)

ARTICLE I

Name and Principal Office

1.1 Name.

The name of this corporation is the American Academy of Medical Acupuncture.

1.2 Principal Office.

The principal office for the transaction of the activities, affairs, and business of the corporation ("Principal Office") is located at 2512 Artesia Blvd, Suite 200, Redondo Beach, Los Angeles County, California. The Board of Directors (the "Board") may change the Principal Office from one location to another. A change in location of the Principal Office shall be recorded by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE II

Purposes

2.1 General Purpose.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit and Mutual Benefit Corporation Law.

2.2 Specific Purposes.

The specific purposes of this corporation are:

- a. To represent and serve the physicians who practice high level, sophisticated acupuncture as a medical art and science by interchanging ideas and news; providing fellowship and camaraderie; enabling quality peer reviews; and establishing a focus for acupuncture practice within American medicine;
- b. To strengthen and maintain standards of practice of medical acupuncture by establishing, supporting or influencing the quality of acupuncture education of physicians; upgrading the quality of acupuncture teaching; arranging international teaching exchanges; identifying appropriate standards of medical acupuncture practice; and encouraging the study of acupuncture by physicians;

c. To provide a professional response to legal and social concerns in acupuncture by responding to legislative and third party concerns regarding the regulation and appropriateness of acupuncture services; arranging legislative testimony and position papers; and creating an expert panel to assist local and state medical board review of acupuncture questions;

d. To encourage research in the integration of traditional and modern concepts of acupuncture into clinical practice by creating a network for reference materials and acupuncture research; maintaining a speakers' topics reference; and supporting a nonprofit institution to receive research and teaching grants in acupuncture medicine; and

e. To support the membership in areas of mutual concerns by arranging joint travel and educational tours; sharing the costs of developing medical presentations; establishing an equipment clearing house and/or joint buying service; and responding to issues of malpractice insurance and third party reimbursement.

ARTICLE III

Membership

3.1 Classes of Membership.

This corporation shall have nine (7) classes of members, designated as follows: Fellows, Full Members, Affiliate Members, International Affiliate Members, Student Members, Honorary Members, and Inactive or Retired Members. This corporation does not discriminate in membership on the basis of race, religion, national origin, sex or handicap. Any person dedicated to the purposes of this corporation and meeting the following qualifications for each class of membership shall be eligible for membership subject to approval of the membership application by the Board of Directors, or designee, and payment of such dues and fees as the Board may fix from time to time:

a. Fellow. Fellows shall be persons who have earned a recognized doctorate degree (M.D., D.O., or their equivalent), are licensed to practice as an M.D. or D.O., in the United States or Canada by the appropriate licensing authority, have achieved Board Certification in Medical Acupuncture by the American Board of Medical Acupuncture, have a minimum of five years of Western medicine practice experience or be Board Certified in their medical specialty and four years clinical experience in acupuncture, have published, or have accepted for publication, an acupuncture related article in a recognized medical periodical or have documented 10 hours or more of teaching experience to medical professionals on acupuncture related topics and who have been elected Fellow of the Academy by the membership.

b. Full Members. Full members shall be persons who have earned a recognized doctorate degree (M.D., D.O., D.D.S., D.P.M., or their equivalent), are licensed to practice as an M.D., D.O., D.D.S., or D.P.M. in the United States or Canada and may practice acupuncture under the scope of practice of that license, have completed Two Hundred Twenty (220) hours consisting of One Hundred Twenty (120) hours of didactic and One Hundred (100) hours of clinical acupuncture training in a program acceptable to the Board of Directors and who have been accepted for membership by the Board of Directors, or designee. Said Two Hundred Twenty (220) hour requirement may be waived at the discretion of the Board of Directors, or designee, following interview and examination if it appears that the candidate has completed the equivalent intensity in individual preceptor/apprenticeship or other training with qualified practitioners.

c. Student Members. Student Members shall be persons who are enrolled in a full time training program at a

recognized accredited school of medicine, osteopathic medical college, dental school, veterinary school or are serving an internship or residency or are physicians or dentists in training at a properly accredited hospital or medical facility, and who have been accepted for Student Membership by the Board of Directors, or designee.

d. Honorary Members. Honorary Membership may be conferred upon any person distinguished in service to medical acupuncture, for contributions to the objectives of the American Academy of Medical Acupuncture, and shall be elected by a majority vote of the Board.

e. Affiliate Members. Affiliate Members shall be persons who:

- 1) have earned a recognized doctorate degree (M.D., D.O., D.D.S., D.P.M., D.V.M., or their equivalent), are licensed to practice as an M.D., D.O., D.D.S., D.P.M or D.V.M. in the United States or Canada and have an interest in the practice of medical acupuncture.
- 2) are physician assistants (PA), Nurse Practitioners (NP), Nurse Anesthetists (CRNA) serving as Active Duty military personnel who have completed an organized acupuncture training program of 200 or more hours acceptable to the Academy or are physician assistants (PA), Nurse Practitioners (NP), Nurse Anesthetists (CRNA) who are licensed to practice acupuncture in their state.
- 3) are physicians who trained in medicine outside of the United States or Canada and whose medical training included completion of medical school and medical residency training. but are practicing acupuncture in the US as licensed acupuncturists.
- 4) are persons who have earned a graduate level research doctorate degree (PhD or EdD) or the equivalent, with an interest in medical acupuncture.

f. International/Affiliate Members. International/Affiliate Members shall be persons who have earned a recognized degree (M.D., D.O., D.D.S., D.P.M., D.V.M., or equivalent) and have an interest in the practice of medical acupuncture, and are currently practicing outside of the US or Canada.

g. Inactive or Retired Members. Any Full or Fellow member who is no longer active in the practice of medicine, is retired, disabled or for other reasons acceptable to the Board of Directors, or designee, may request inactive membership status. At any time, Inactive Members may request to be reinstated to his or her previous membership category, provided however, that all requirements and standards required of that category of membership are met.

3.2 Voting Members.

Fellows and Full Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors and Officers, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

3.3 Non-voting Members.

The corporation may refer to Affiliate Members, International Affiliate Members, Student Members, Inactive Members, and Honorary Members as "members" even though such persons or entities are not voting members as set forth in Section 3.2 of these Bylaws, and no such reference shall constitute anyone a member within the

meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for such a voting membership under Section 3.1.a. of these Bylaws. References in these Bylaws to members shall mean members as defined in Section 5056 of the California Corporations Code; i.e., Fellows and Full Members as set forth in these Bylaws. By amendment of its Articles of Incorporation or of these Bylaws, the corporation may grant some or all of the rights of a member of any class, as set forth in these Bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section 3.2 of these Bylaws, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporation Code.

3.4 Rights to Hold Office.

Fellows and Full Members shall have the right to hold office in national offices of the American Academy of Medical Acupuncture.

3.5 Dues, Fees, and Assessments.

Each member must pay, within the time and conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

3.6 Good Standing.

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

3.7 Causes of Termination.

A membership shall terminate on occurrence of any of the following events:

- a. Resignation of a member, on reasonable notice to the corporation;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- c. Failure of a member to pay dues, fees, or assessments as set by the Board within thirty (30) days after they become due and payable;
- d. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
- e. Termination based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Bylaws or rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. Any member may be expelled for cause by unanimous vote of the Board of Directors present and voting. Cause shall include but not be limited to conviction of a felony, action(s) involving moral turpitude, commission(s) or omissions(s) which tend to bring the name of the AAMA or medical acupuncture into disrepute.

3.8 Procedures for Termination.

If grounds appear to exist for termination of a member under Section 3.7 of these Bylaws, the procedure set forth below shall be followed:

- a. The member shall be given fifteen (15) days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the termination should take place.
- c. The Board, committee, or person shall decide whether or not the member should be terminated or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
- d. Any action challenging the termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the termination.

3.9 Re-application after Termination.

A former member who has voluntarily terminated his or her membership may be readmitted on the same terms and in the same manner as an original applicant. A former member whose membership is terminated involuntarily by the Board may apply for readmission on the same terms and in the same manner as an original applicant provided that two (2) years have elapsed since the date of termination.

3.10 Membership Meetings.

Meetings of the members shall be held at any place within or outside California designated by the Board, by the Executive Committee, or by written consent of all persons entitled to vote at the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's Principal Office.

3.11 Annual Meetings.

An annual members' meeting shall be held on the second Saturday of April each year at 1:00 p.m., unless the Board or the Executive Committee fixes another date or time and so notifies members as provided in Section 3.15 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting any proper business may be transacted, subject to Sections 3.14 and 3.16 of these Bylaws.

3.12 Special Meetings.

A special meeting of the members for any lawful purpose may be called at any time by the Board, by the Executive Committee, or by five percent (5%) or more of the voting members. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled

to vote, in accordance with Sections 3.13 through 3.15 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If a notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

3.13 General Notice Requirement.

Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 3.15 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of that meeting and (i) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in Section 3.14 of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

3.14 Notice of Certain Agenda Items.

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or waiver of notice states the general nature of the proposal or proposals:

- a. Removing a Director without cause;
- b. Amending the Articles of Incorporation;
- c. Approving a contract or transaction between the corporation and one or more Directors, or between the corporation and any entity in which a Director has a material financial interest; or
- d. Electing to wind up and dissolve the corporation.

3.15 Manner of Giving Notice.

Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first class, registered, or certified mail, or by other means of written communication, charges pre-paid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice.

3.16 Quorum.

The greater of (i) ten percent (10%) of those entitled to vote or (ii) twenty-five (25) Fellows or Full Members, present or voting by proxy, shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person or by proxy by less than one-third (1/3) of the those members eligible to vote, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 3.13 of

these Bylaws. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

3.17 Adjournment and Notice of Adjourned Meeting.

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

3.18 Eligibility to Vote.

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be Fellows and Full Members in good standing as of the record date determined under Section 3.24 of these Bylaws.

3.19 Manner of Casting Votes.

Voting at meetings of members may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins. Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

3.20 Approval by Majority Vote.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law, the Articles of Incorporation, or these Bylaws.

3.21 Written Waiver of Notice or Consent.

The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present either in person or by proxy, and (ii) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 3.14 the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

3.22 Waiver by Attendance.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

3.23 Action without a Meeting

Any Action required or permitted to be taken by the members may be taken without a meeting, by mail ballot, except for the following actions:

- a. Removing a Director without cause;
- b. Amending the Articles of Incorporation;
- c. Approving a contract or transaction between the corporation and one or more Directors, or between the corporation and any entity in which a Director has a material financial interest; or
- d. Electing to wind up and dissolve the corporation.

3.24 Record Date for Notice, Voting, Written Ballots, Mail Ballots and Other Actions.

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to receive a mail or electronic ballot, or entitled to exercise any rights with respect to lawful action, the Board may fix in advance a record date. The record date so fixed for notice of a meeting shall be not more than ninety (90), nor fewer than ten (10) days before the date of the meeting. The record date so fixed for voting at a meeting, for receiving a mail or electronic ballot, or for any other action shall be not more than sixty (60) days before the date of the meeting or before the date of said action. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members or to receive a mail or electronic ballot shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held, and the record date for determining members to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relative to that action, or the sixtieth (60) day before the date of that action, whichever is later. For purposes of this Section, a person holding a membership at the close of business on the record date shall be a member of record.

3.25 Proxies.

Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written or electronic proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, electronic or telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact. If the Corporation has One Hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or a group of related matters and to provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks "withhold," or marks otherwise in a manner indicating that authority to vote for the election of

Directors is withheld, shall not be voted either for or against the election of a Director. Any revocable proxy covering matters for which a vote of the members is required, including any of the following matters, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on:

- a. Amendments to the Articles of Incorporation;
- b. Amendments to the Articles of Bylaws changing proxy rights;
- c. Removal of Directors without cause;
- d. The sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the corporation's activities;
- e. The principal terms of a merger or the amendment of a merger agreement;
- f. The election to dissolve the corporation; or
- g. Contracts or transactions between the corporation and one or more Directors or between the corporation and an entity in which the Director has a material financial interest.

A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until (a) revoked by the member executing it before the vote is cast under that proxy (i) by a written notice delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. The revocability of a proxy which states on its face that is irrevocable shall be governed by Section 7613 of the California Corporation Code.

3.26 Continuing Education of Membership-Fellows.

At the time of annual renewal of membership, upon each three-year anniversary of their election, Fellows shall document a minimum of 75 hours of continuing medical education in acupuncture acceptable to the Board of Directors which the member has earned in the previous three years. Upon request, the Board of Directors may, at its discretion, grant up to a one year extension in order to meet this requirement. Failure to document continuing medical education hours every three years or any extension of time approved by the Board shall cause the member's membership category to revert to Full or Affiliate Membership as determined by the Board of Directors and all rights as Fellow of the Academy shall be suspended until such time as the continuing medical education documentation has been received and approved by the Board of Directors.

ARTICLE IV

The Board of Directors

4.1 General Corporate Powers of the Board of Directors.

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's Direction.

4.2 Specific Powers of the Board of Directors.

Without prejudice to the general powers set forth in Section 4.1 above of these Bylaws, but subject to the same limitation, the Directors shall have the power to:

a. Appoint and remove at the pleasure of the Board all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, subject to limitations of 4.16 below, and acquire from them security for faithful performance of their duties.

b. Change the Principal Office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

c. Adopt and use the corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.

d. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages pledges, hypothecations, and other evidences of debt and securities.

4.3 Number and Qualifications of Directors.

The authorized number of Directors shall be at least five (5) but no more than fifteen (15) voting members, the exact number to be determined by a resolution adopted by the Board. Each Director must be a Full Member or Fellow of the Academy. The total number of Directors determined by the Board resolution shall include the five (5) Officers and the remaining Directors-at-Large.

4.4 Elections and Term of Directors.

Subject to the limitations and exceptions provided in Sections 4.5 and 4.6 below, all Officers and Director-at-Large members shall be elected to their position at the annual meeting of members and/or by mail ballot to hold office. An Officer may serve as an Officer in that office for up to two (2), consecutive one (1) year terms. Director-at-Large members may serve as a Director-at-Large member on the Board for up to two (2) consecutive, two (2) year terms. No member may serve more than 8 consecutive years on the Board with the exception of a Past President serving additional years after these 8 consecutive years on the Board as a result of his or her serving as Immediate Past President pursuant to sections 4.6 and 5.9 below. Each such Director-at-Large member or Officer, including a Director-at-Large member or Officer elected pursuant to 4.9 below to fill a vacancy, shall hold office until expiration of the term for which elected. A member who has served the maximum term limit or the maximum number of consecutive years is eligible to serve on a future board in any

position subject to the same term limits and maximum number of consecutive years set above after at least two (2) years of no service on the Board. One half (50%) of the Director positions shall be elected each year in order to stagger the terms of office. If there are an odd number of Directors the term of the odd numbered position shall be elected in odd numbered calendar years. Nominees for the positions of President, Vice President, Secretary and Treasurer shall be selected from among current members of the Board of Directors or members who have previously served on a Board of Directors.

4.5 Nominating Committee.

a. A Nominating Committee shall be appointed by the President not fewer than 120 days before the date set for the Annual Meeting of Members and Election of Officers and Directors. The Nominating Committee shall not have any member on it who is seeking election. Membership of the Nominating Committee shall consist of three members. Members of the Nominating Committee shall be the current President (unless seeking election to the Board), the immediate Past President, who shall be the Chairperson, and the remaining position (or positions if the President is seeking election) which is (are) to be appointed by the President from the Board members or the Membership-at-Large who are not seeking election, and may include members who have served previously on a prior Board whether as an Officer or not. Should the immediate past President not be able or willing to serve, another available and willing past President shall be appointed by the President as the Chairperson. The Nominating Committee shall solicit and consider names for the slate from both the Board of Directors and the voting Members-at-Large. The Nominating Committee shall provide its recommendations to the Board for election of Officers and Directors not fewer than 30 days prior to the Annual Meeting of Members and Election of Officers and Directors. The Nominating Committee shall provide its recommendations to the membership for election of Officers and Directors not fewer than 10 days prior to the Annual Meeting of Members and Election of Officers and Directors. Nominees for the positions of President, Vice President, Secretary and Treasurer shall be selected from current members of the Board of Directors or previous members of a previous Board of Directors.

b. Nominations from the Membership-at-Large (i.e. the floor) for a Full Member or Fellow of the Academy eligible to run for a specific position will be added to the slate if at least 10% of the total number of those members eligible to vote, whether present or not, support, by voice, written signature, and/or proxy, the said member's name being added to the slate for that position at the Annual Meeting of Members and Election of Officers and Directors.

4.6 Composition of the Board of Directors.

The Board of Directors shall consist of five (5) Officers, (i.e. the President, Vice President, Secretary, Treasurer, and the Immediate Past President) and such additional Directors-at-large as the Board may provide by resolution, subject to the limitations of Section 4.3. above. If the most Immediate Past President is unable or unwilling to serve, the President shall appoint the next most recent Past President, who is able and willing to serve in the position. The Past President shall serve in the position until the subsequent Past President is available whether that is for one or two years.

4.7 Vacancies on the Board.

A vacancy on the Board shall exist on the occurrence of the following: (i) the death or resignation of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony; (iii) a two-thirds (2/3) vote of the

Fellows and Full Members represented and voting at a meeting of members called expressly for that purpose at which a quorum is present; (iv) the increase of the authorized number of Directors; or (v) the failure of the members, at any meeting of members at which any Directors are to be elected, to elect the number of Directors required to be elected at that meeting.

4.8 Resignations.

Any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board subject to 4.9 below may elect a successor to take office to complete the balance of said term when the resignation becomes effective.

4.9 Filling Vacancies.

Except for vacancies created by removal of a Director by the members, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The members may fill any vacancy or vacancies not filled by the Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

4.10 Directors' Meetings.

Meetings of the Board shall be held at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the Principal Office of the corporation. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

4.11 Regular and Special Meetings. The Board shall hold regular and special meetings at times set by the President or Executive Committee for purposes of organization and the transaction of other business. Any two Directors may call a special meeting of the Board for specific purposes.

4.12 Notice of Meetings.

Notice of the time and place of Directors' meetings shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first class mail, postage pre-paid; (iii) by telegram, charges pre-paid; (iv) by telephone or (v) by electronic means. All such notices shall be given or sent to each Director at his or her business address as shown on the records of the corporation. The notice shall state the time of the meeting, and the place if the place is other than the Principal Office. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice of meeting. Notice by first class mail shall be sent at least four (4) days prior to the date of the meeting, and notice by personal delivery, telephone, telegraph or electronic means shall be given at least forty-eight (48) hours prior to the date and time of the meeting.

4.13 Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the voting Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent

provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions between the corporation and one or more Directors or between the corporation and one or more Directors has a material financial interest; (ii) creation of and appointments to committees of the Board; and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the voting members required for a quorum for that meeting.

4.14 Waiver of Notice.

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written or electronic consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

4.15 Action without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all voting members of the Board consent in writing or via electronic means to that action. Such action by written consent or electronic means shall have the same force and effect as any other validly approved action of the Board. All such written or electronic consents clearly identifying the Director shall be filed with the minutes of the proceedings of the Board.

4.16 Compensation and Reimbursement.

Directors shall serve without compensation for their services as Directors, although they may be reimbursed for all necessary and reasonable expenses of performing their duties, as may be determined by Board resolution to be just and reasonable.

4.17 Medical Acupuncture Research Foundation.

The Board shall approve nominees for election to the Board of Trustees for the Medical Acupuncture Research Foundation, an affiliated nonprofit public benefit corporation organized to engage in research and education in the field of acupuncture and oriental medicine in accordance with these Bylaws and the Bylaws of the Medical Acupuncture Research Foundation.

ARTICLE V

Officers

5.1 Officers of the Corporation.

The Officers of the corporation shall be the President, Vice President, Secretary, Treasurer and a past President. The Officers shall comprise the Executive Committee as provided in section 6.1 below.

5.2 Election of Officers.

The officers of the corporation shall be chosen by the members as specified in Section 4.4 and 4.5 above. The past President shall be chosen as specified in Section 5.9 below.

5.3 Removal of Officers.

Any officer may be removed, with or without cause, by a two-thirds (2/3) vote of the full Board of Directors.

5.4 Resignation of Officers.

Any officer may resign at any time in the manner provided in Section 4.7 above. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contracts to which the officer is party,

5.5 President

The President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all meetings of the members of the corporation and shall chair the Board of Directors and the Executive Committee. The President shall have such other powers and duties as the Board or Bylaws may prescribe.

5.6 Vice President.

In the absence or disability of the President, the Vice President shall perform all duties of the President. The Vice President shall have such other powers and perform such other duties as the Board or Bylaws may prescribe.

5.7 Secretary.

The Secretary shall keep or cause to be kept, at the corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and Committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the Principal Office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date, and a record of the corporation's members, showing each member's name, address, and class of membership. The Secretary shall give, or cause to be given, notice of all meetings of members of the Board, and of Committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

5.8 Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and Directors such financial statements and reports as are required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall be responsible for the collection of fees, dues, and assessments and shall deposit the same in the name of the Academy in such banks, trust companies or other depositories as the Board shall

select. The Treasurer shall disburse the corporation's funds as the Board may order, shall render to the President and to the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

5.9 Immediate Past President

The Immediate Past President shall serve as an Officer as these Bylaws prescribe. The individual who last served in the Office of President shall assume the office of Immediate Past President. If the most Immediate Past President is unavailable or unwilling to serve, the President may appoint another Past President, to serve in this office as Immediate Past President. If another Past President is unavailable or unwilling to serve in the office of Immediate Past President, the President shall declare the position vacant until a successor is chosen as per section 4.9 above.

5.10 Compensation.

Officers shall serve without compensation for their services, although they may be reimbursed for all necessary and reasonable expenses of performing their duties.

ARTICLE VI

Committees

6.1 Executive Committee.

The Executive Committee, which shall consist of the five (5) Officers, the President, the Vice President, the Secretary, the Treasurer and the Past President, subject to the limitations specified in Section 6.2 below, shall be empowered to act on behalf of the Board in all matters not requiring Board approval and shall carry out such duties as are imposed upon it by these Bylaws or by the Board.

6.2 Additional Committees of the Board of Directors.

The Board, by resolution adopted by a majority of the Directors then in office and with a vote, provided a quorum is present, may create additional committees of the Board, each consisting of at least two (2) Directors and of no persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be approved by a majority vote of the Board. Any such committee, to the extent provided in the Board resolution, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- a. Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Fix compensation of the Directors for serving on the Board or on any committee;
- d. Amend or repeal Bylaws or adopt new Bylaws;

- e. Amend or repeal any Board resolution that by its expressed terms is not so amendable or repealable;
- f. Create any other committees of the Board or appoint the members of committees of the Board;
- g. Extend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- h. With regard to any assets held in charitable trust, approve any contract or transaction between the corporation and one (1) or more of its Directors or between the corporation and an entity in which one (1) or more of its Directors have a material financial interest, subject to the special approval provisions of Section 5233 (d) (3) of the California Corporations Code.

6.3 Meetings and Actions of Committees.

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

6.4 Other Committees

The President may establish additional committees to advise the President, Executive Committee or Board of Directors. Appointments to such advisory committees may include Directors, Fellows or Full Members. Such committees shall have such responsibilities as assigned by the President, provided, however, that no such committee shall have the power or responsibility of the Board of Directors unless it is a Committee of the Board and meets the provisions of Section 6.2.

ARTICLE VII

Contracts, Loans, and Checks

7.1 Contracts.

Subject to the terms of Section 3.2 above granting members the right to vote on the disposition of the assets of the corporation, on any merger, and on any election to dissolve the corporation, the Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such in the name of and on behalf of the corporation and such authority may be general or confined to specific circumstances.

7.2 Loans.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific circumstances. The corporation shall not loan money to or use its credit to assist its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable

to the corporation for the amount of such loan until repayment thereof.

7.3 Checks and Other Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or agent and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII

Records

8.1 Maintenance of Corporate Records.

The corporation shall keep at its Principal Office adequate and correct books and records of accounts, written minutes of the proceedings of its members, Board, and committees of the Board, a copy of the Articles of Incorporation and Bylaws, and a record of each member's name, address, and class of membership.

8.2 Inspection by Members.

Subject to Section 8330 et seq. of the California Corporation Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- a. Inspect and copy the records of member's names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
- b. Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after (i) the demand is received, or (ii) the date specified in the demand as of the date of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or it provides a reasonable alternative under this Section, it may deny the member access to the membership list. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. In each instance where any attorney or agent shall be the person who seeks the right to inspection, the demand for inspection shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to do so on behalf of the member. The right of inspection extends to the records of any subsidiary of the corporation.

On written demand of the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and the committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

8.3 Inspection by Directors.

Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE IX

Dissolution

9.1 Upon a vote of the membership approving the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, or any corresponding provision of any United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court for the county in which the Principal Office is then located, exclusively for such purposes or to such organization or organizations as such court shall determine to be organized and operated exclusively for such purpose.

ARTICLE X

Annual Reports and Statements

10.1 Annual Report.

An annual report shall be prepared within One Hundred Twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in an appropriate detail:

- a. A balance sheet as of the end of the fiscal year, and an income statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.
- b. The statement of the place where the names and addresses of the current members are located.
- c. Any information that is required by Section 10.2 below.

The corporation shall notify each member annually of the member's right to receive a financial report under this Section. Except as provided below, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. This Section shall not apply if the corporation

receives less than Ten Thousand Dollars (\$10,000.00) in gross revenues or receipts during the fiscal year.

10.2 Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its Directors a statement of any transaction or indemnification of the following kind within One Hundred Twenty (120) days after the end of the corporation's fiscal year: Unless approved by members of Section 7233(a) of the California Corporations Code, any subsidiary is a party, which involved more than Fifty Thousand Dollars (\$50,000.00) or was one of a number of transactions with the same person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00), and in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest): (i) any Director or officer of the corporation, its parent, or its subsidiary; or (ii) any holder of more than ten (10) percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided that, in the case of a partnership in which such person is a partner, only in the interest of the partnership need be stated.

ARTICLE XII

Amendments

12.1 Amendment by Members – Majority Approval.

Subject to the provisions under Section 12.2 below, the Members by majority vote of a quorum of the members at any meeting or by mail ballot, may adopt, amend, or repeal these Bylaws.

12.2 Amendment by Members – Extraordinary Vote.

The approval of a two-thirds (2/3) vote of a quorum of the members at any annual meeting or at any special meeting called specifically for this purpose, or by mail ballot is required to adopt, amend, or repeal any Bylaws that would:

- a. Increase or extend the terms of Directors;
- b. Allow any Directors to hold office by designation;
- c. Increase the quorum for members' meetings;
- d. Repeal, restrict, create, expand, or otherwise change proxy rights;
- e. Authorize cumulative voting;
- f. Change the fixed numbers of Directors, or change from a fixed to a variable number of Directors, or vice versa;
- g. Amend the amount of compensation for their services which may be received by Directors and Officers of the corporation;

- h. Authorize a new class of membership;
- i. Materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer;
- j. Increase or decrease the number of members authorized in total or for any class; or
- k. Effect an exchange, reclassification, or cancellation of all or part of the memberships.

ARTICLE XIII

Fiscal Year

13.1 Fiscal Year.

The fiscal year of the corporation shall be July 1 through June 30.