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**FLORIDA STATE ORIENTAL**

**MEDICAL**

**ASSOCIATION**

**BY-LAWS**

**2007**

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**BY-LAWS OF THE  
FLORIDA STATE ORIENTAL MEDICAL ASSOCIATION**

**ARTICLE I: NAME**

The name of the corporation shall be the Florida State Oriental Medical Association, hereinafter referred to as FSOMA.

**ARTICLE II: ADDRESS**

The principle office of the FSOMA shall be in the State of Florida. The registered office shall be the President's place of business until such time as a permanent headquarters shall be established. The corporation may have offices at other places within and without Florida as the Board of Directors may determine.

**ARTICLE III: REGISTERED AGENT**

The FSOMA may have, and may continue to maintain, a registered agent at a location specified within the boundaries of the State of Florida and listed within the FSOMA's Articles of Incorporation.

**ARTICLE IV: PURPOSE**

The purpose of the Association shall be as follows:

1. To serve as a representative membership organization of the Oriental medical profession.
2. To maintain the practice of Oriental medicine as a separate and distinct member of the healing arts professions.
3. To protect in every way not contrary to law the philosophy, science and art of Oriental medicine, and the professional welfare of its members.
4. To serve as an official spokesperson for and representative of the Oriental medical profession in the State of Florida and to assist all reputable organizations of the profession throughout the world in carrying out compatible purposes, when such purposes are deemed compatible by the Board of Directors as expressed in these By-Laws.
5. To develop and maintain, when deemed necessary, and in the manner deemed by the Board of Directors, standards of education, ethics and professional competency, health research programs, and inter-

- professional relationships and to promote public understanding of Oriental medicine.
6. To do all things necessary and proper in the interest of the Oriental medical profession and its members in carrying out the foregoing purposes.

## **ARTICLE V: APPLICATION**

Members shall be acupuncture physicians or other persons of good moral character meeting the conditions of membership as set forth in ARTICLE VI.

Application for admissions shall be made on forms prescribed by the Board of Directors of the FSOMA. Approval of admission to membership shall be made by the Board of Directors pursuant to the procedures set forth in the By-Laws.

The different categories of membership, the property (if any), voting, other rights, privileges and responsibilities of members, their liability for dues, the method of collection thereof and matters relating to eligibility of membership shall be set forth in the By-Laws by the FSOMA.

## **ARTICLE VI: MEMBERSHIP**

Section A - Categories. There shall be six (6) categories of membership: Acupuncture Physician (AP), Doctor of Oriental Medicine (DOM); Student of Oriental Medicine; Allied Health Professional; General Member; Business Member; and Honorary Member.

Section B - Eligibility. Any person or organization of good moral character who is in accord with the principles and objectives of the FSOMA is eligible for membership in this organization.

Section C - Acupuncture Physician(AP), Doctor of Oriental Medicine (DOM): Any licensee of Chapter 457, Florida Statutes who meets with other eligibility requirements shall, upon application to and acceptance by the Board of Directors of the FSOMA, be an Acupuncture Physician(AP), Doctor of Oriental Medicine (DOM) member and shall have all rights and privileges of membership, which shall include the right to vote and hold office in the FSOMA.

Section D – Student of Oriental Medicine (SOM). Any person currently enrolled and engaged in a complete course of study in a school of acupuncture and/or Oriental Medicine, whose curriculum meets the requirements of the Florida State Board of Acupuncture, and who meets the other eligibility requirements shall, upon application to and acceptance by the Board of Directors of the FSOMA, be a Student of Oriental Medicine (SOM) member and shall have all rights and privileges of membership, except for the right to vote or hold office in the

FSOMA. Upon completion of the school, the former Student of Oriental Medicine (SOM) shall be required to make application for a change of status and must support that application with the necessary documentation required by the membership category to which he or she applies.

Section E - Allied Health Professional

1. Florida Allied Health Professional. Any person who is licensed by the State of Florida as a health care provider, other than an Acupuncture Physician (AP), Doctor of Oriental Medicine (DOM), and whose licensing scope of practice includes acupuncture and who meets the other eligibility requirements shall, upon application to and acceptance by the Board of Directors of the FSOMA, be a Florida Allied Health Professional and shall have all rights and privileges of membership, except for the right to vote and hold office in the FSOMA.
2. National/International Allied Health Professional. Any person who is a health care provider licensed outside the State of Florida and whose licensing scope of practice includes acupuncture and who meets the eligibility requirements shall, upon application to and acceptance by the Board of Directors of the FSOMA, be a National/International Allied Health Professional and shall have all rights and privileges of membership, except for the right to vote and hold office in the FSOMA.

Section F - General Member. Any person who supports the purposes of the FSOMA and does not qualify for any other membership category, and who meets the eligibility requirements shall, upon application to and acceptance by the Board of Directors of the FSOMA, be a General Member and shall have all rights and privileges of membership, except for the right to vote and hold office in the FSOMA.

Section G - Business Member. Any organization or business who supports the purposes of the FSOMA and does not qualify for any other membership category, and who meets the eligibility requirements shall, upon application to and acceptance by the Board of Directors of the FSOMA, be a Business Member and shall have all rights and privileges of membership, except for the right to vote and hold office in the FSOMA.

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

Section I- Certificate of Membership. Each member shall receive a certificate of membership on a form approved by the Board of Directors upon receipt of his/her payment of membership dues.

Section J- Dues. All dues shall be payable in accordance with the payment plan approved by the Board of Directors. The fees for membership shall be assessed and periodically re-evaluated by the Board of Directors.

Section K- Suspension, Expulsion, or Denial of Membership. Any person may be denied membership or any member may be suspended or expelled by the Board of Directors for violation of the Code of Ethics of the Association provided the charges against such members shall be filed with the Chairperson of the Ethics Committee who shall within 30 days cause the charges to be investigated upon finding of probable cause of violation. The Ethics Committee shall, upon written notice to the defendant member of at least twenty-one (21) days, consider the charges. The defendant shall have the right to defend themselves, personally or by a representative. The Ethics Committee shall report to the Board of Directors its findings, conclusions, and recommendations. The Board of Directors shall consider the report and adopt, modify, or reject it. A two-thirds (2/3) vote of the Board of Directors present is required for such action by the Board. Any members subject to this section shall forfeit all dues that may have been paid.

Section L - Votes. Each fully paid voting member is entitled to one (1) vote on each matter submitted to a vote.

Section M -Proxies. The definition of a proxy is a member who is entitled to vote, authorizing another member to vote in his/her stead. No proxy voting shall be allowed in any meeting of this association.

Section N- Voting by Mail. Each voting member may be allowed to vote by mail for election of officers and for amendments to the By-Laws and for such other important matters as the FSOMA board of directors may order to be voted on in this way. Ballots shall be mailed to the voting members at least 30 days in advance of the Annual General Meeting.

## **ARTICLE VII: BOARD OF DIRECTORS**

### Section A - Composition.

1. The Board of Directors shall consist of seven (7) voting members; four (4) elected Officers: President, Vice President, Secretary, Treasurer, and three (3) elected Board Members, plus four (4) elected, non-voting alternate board members, all of whom shall be Acupuncture Physicians (AP), Doctors of Oriental Medicine (DOM).
2. The Executive Committee of the FSOMA shall consist of the President, Vice President, Secretary, and Treasurer.
3. All members of the Board of Directors shall have Florida as their primary place of residence.
4. The immediate Past-President shall act as a non-voting advisor to the Board of Directors and the Executive Committee.

### Section B - Authority and Responsibility.

1. The Board of Directors shall be responsible for all matters pertaining to the FSOMA, except those specifically stated otherwise in these By-Laws, Articles of Incorporation and the Florida Not For Profit Corporation Act.
2. The Board of Directors may delegate authority to the Executive Committee to act on its behalf between meetings.
3. The Board of Directors may recommend to the Governor for his consideration at least two (2) candidates who are qualified to fill each vacancy occurring on the Florida Board of Acupuncture.

### Section C- Qualification for Office.

1. A candidate for election to the office of President shall be an active Acupuncture Physician (AP), Doctor of Oriental Medicine in good standing in the FSOMA and shall have served at least one (1) year as a member of the Board of Directors.
2. A candidate for election to the FSOMA Board of Directors shall be an active Acupuncture Physician (AP), Doctor of Oriental Medicine (DOM) member in good standing with the FSOMA.

### Section D - Nominations and Elections.

1. Nominations for officers and members of the Board of Directors will be solicited from the general membership with the notice of the Annual General Meeting and will be announced by the Nominations Chairperson at the Annual General Meeting. Additional nominations may optionally be made from the floor during the election procedures at the Annual General Meeting. Nominations will not be taken from the floor in elections that are done using mail-in ballots. The nominee must confirm his/her acceptance of the nomination with the President or another member of the Executive Committee prior to the Annual General Meeting, or must be present at the Annual General Meeting (this only applies when mail-in balloting is not utilized), in order to qualify as a nominee. Candidates that accept nomination to the FSOMA Board of Directors understand that Board Members are expected to attend regular board meetings and ad loc board meetings, oversee and/or chair committee(s) as so designated by the President, submit committee reports as so designated by the President, and reply to phone and e-mail messages in a timely manner.
2. There will be an annual election of the Officers of the FSOMA by the voting members.
3. There will be an annual election of members of the Board of Directors by the voting membership to replace those whose term of office has expired or been terminated for any reason. After the election of Board Members, the four (4) candidates who received the next highest number of votes shall be designated Alternate Board Members.
4. Voting for Officers and Directors shall be conducted by secret ballot of the voting members in good standing. There will be no proxies authorized.
5. The Board of Directors may promulgate further rules to facilitate the nomination and election procedures.

#### Section E - Terms of Office.

1. Each Officer shall serve a term of two (2) years or until a duly qualified successor is elected. Each Board Director shall serve a term of three (3) years or until a duly qualified successor is elected.
2. An Alternate Board Member shall serve a three-year term unless the Alternate has filled a position on the Board of Directors. The Alternate will then serve the remainder of the elected Director's term or until the next regular election.

#### Section F - Vacancies.

1. Should a vacancy occur in the office of President, the Vice-President shall assume the duties, responsibilities and authority of the President until the next regular election.
2. Should a vacancy occur in any other office, the Board shall elect one of its Directors to fill that vacancy until the next regular election.
3. Should a vacancy occur in the members of the Board of Directors, the Alternate Board Member shall become seated as Board Director as described in Article VII, Section A, in order of the highest number of votes received at the annual election.
4. Should a vacancy occur in the position of Alternate Board Member, the Executive Committee may appoint a member in good standing to fill the position until the next regular election.

#### Section G - Quorum.

A majority of the voting Board Members shall constitute a quorum at all meetings of the Board of Directors or Executive Committee.

#### Section H - 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, may receive reimbursement for certain authorized expenses associated with the performance of their duties as officers or directors of the FSOMA. (See Article XV, Section E.)

#### Section I - Removal From Office.

Any Officer, Board Director, or Alternate Board Member who misses two (2) consecutive Board meetings or who breaches his or her responsibility to the FSOMA may be removed from office by a two-thirds (2/3) vote of the Board of Directors.

#### Section J - Passage of Resolutions.

Resolutions before the Board shall be decided by simple majority vote of the Directors present. In the event of a tie vote, the presiding officer shall be permitted to vote in order to break the tie. The declaration by the presiding officer of the results of such voting shall be accepted as final by all parties concerned.

## **ARTICLE VIII: DUTIES OF OFFICERS AND DIRECTORS**

### Section A - President.

The President shall:

1. Preside over all meetings of members, Board of Directors, and the Executive Committee.
2. Serve as a member, ex-officio, with the right to vote on all committees except the Nominating Committee.
3. Make all required appointments of standing and special committee chairpersons with the approval of the Board of Directors.
4. Prepare an agenda for all meetings.
5. Prepare and deliver, at the Annual General Meeting, a report of the activities of the FSOMA during the previous year and goals for the coming year.
6. Notify Board Members of the agenda, time, place and dates of meetings.
7. When feasible, represent the FSOMA at the Annual Convention of any affiliated organization.
8. Keep the Vice-President informed of all FSOMA affairs.
9. Act as a liaison for the FSOMA with the public, the state government, and other Oriental Medical associations.
10. Perform other such duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

### Section B - Vice-President.

The Vice-president shall:

1. Assist the President in all duties.
2. Preside over meetings in the absence of the president.
3. Act as liaison between the committee chairpersons and the Board of Directors.
4. Perform the duties of President in the event of the latter's inability to serve.
5. Co-chair the Annual Convention committee.

### Section C - Secretary.

The Secretary shall:

1. Be in charge of the FSOMA's records.
2. Be responsible for the proper and legal mailing of notices to members.
3. See to the proper recording of proceedings of meetings of the general membership, Board of Directors, and Executive Committee.
4. Distribute the minutes of meetings to the members and newsletter editor.
5. Notify the general membership of the date, time and place of the Annual General Meeting sixty (60) days prior to the event.
6. Notify all members of annual membership renewal by November 1st.
7. Send the Chairperson of the Florida State Board of Acupuncture, and to the office of any affiliate organization, the names and addresses of officer and Board Members who were elected at the Annual General Meeting.
8. Keep accurate records of all members.

9. Keep the seal of FSOMA.
10. Any of the aforementioned may be delegated to a management company or Executive Director.

#### Section D - Treasurer.

The Treasurer shall:

1. Be in charge of the FSOMA's funds.
2. Be responsible for the collection of all member dues and/or assessments.
3. Have established proper accounting procedures for the handling of the FSOMA's funds and be responsible for the keeping of such funds in such banks, trust companies, and/or investments as are approved by the Board of Directors.
4. Prepare and file all appropriate taxes.
5. Report on the financial conditions of the FSOMA at all meetings of the Board of Directors and at other times when called upon by the President.
6. Have the financial records of the FSOMA audited no less than every three years by a professional accountant prior to the Annual General Meeting. A review by a professional accountant will be done in those years that an audit is not done.
7. Be responsible for the preparation and delivery of the annual financial report and budget to the membership at the FSOMA's Annual General meeting.
8. Deliver to his/her successor all books, money and other property of the FSOMA that is in his/her charge. In the absence of a successor, he/she shall deliver such properties to the President.
9. Submit a full and complete accounting of all FSOMA funds and property and deliver same to successor within 30 days of successor appointment.

#### Section E - Directors.

The elected Directors shall perform those duties and responsibilities normally performed by the director of a corporation and such other duties as are delegated to the individual Directors by the President of the Board of Directors.

#### Section F - Conflict of Interest.

No Officer or Director of the FSOMA may vote or act independently on any matter in which that member has a personal or financial conflict of interest.

### **ARTICLE IX: LIMITATION OF LIABILITY OF DIRECTORS**

No member of the FSOMA's 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 organization or its members for errors or judgment, negligence 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 X: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The FSOMA 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 FSOMA.

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 FSOMA 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 XI: EXECUTIVE DIRECTOR**

### Section A - Appointment.

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

### Section B - Authority and Responsibility.

1. The Executive Director shall be responsible for all management functions in accordance with the By-Laws and standing policies of the FSOMA. He/she shall manage and direct all activities of the FSOMA as prescribed by the Board of Directors and shall be responsible to the President and the Board of Directors.
2. He/she shall act as coordinator for all committees and programs as they may propose or promulgate. He/she shall attend all meetings of the general membership, Board of Directors, and Executive Committee.
3. He/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the FSOMA and fix their compensation within the approved budget. As executive director, he/she shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be, in his/her judgment, in the best interest of the FSOMA.

## **ARTICLE XII: MEETINGS**

### Section A - Annual Convention.

An annual convention of the FSOMA, consisting of such things as but not limited to an annual banquet, Annual General Meeting and continuing education workshops, may take place once a year with a date determined by the Board of Directors.

#### Section B - Annual General Meeting.

The Annual General Meeting shall be held for the purpose of the reading of the annual reports by the President and Treasurer, amendments to the By-laws, election of Officers and Directors, and the conducting of any other business of importance to the FSOMA. The notice and agenda of the Annual General Meeting shall be sent to all members of at least sixty (60) days prior to the event. There shall be no proxies authorized.

#### Section C - Meetings of the Board of Directors.

1. Meetings of the Board of Directors shall be held at least four (4) times yearly. The President or any three (3) members of the Board may call additional meetings of the Board of Directors as necessary. Notice of the time, date, and place shall be sent to all Board Members at least thirty (30) days prior to such meetings, except in the case of a Special Board Meeting. An agenda shall be sent to all Board members at least seven (7) days prior to such meetings, except in the case of a Special Board Meeting.
2. The minutes of each Board meeting shall be summarized and noticed to all members within thirty (30) days following Board approval of the minutes. If twenty (20) percent of the active membership disagrees in writing within two (2) weeks of the mailing of the minutes, with any action taken by the Board, then the disputed action shall be placed on the agenda for further discussion.
3. All meetings of the Board of Directors shall be open to the general membership and invited non-members unless specified by the Board as a closed meeting.
4. Meetings may be held by teleconference to conduct business or to complete a quorum. Calls may be limited to the Executive Committee and the three Directors.

#### Section D - Executive Committee Meetings.

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

#### Section E - Notice.

The President shall give notice to all voting members of all meetings of the Board of Directors at least thirty (30) days prior to the scheduled date of such meetings, setting forth in such notice an agenda of matters to be brought before the Board, except in the case of a Special Board Meeting.

Section F - Special Board Meetings.

1. The President or one-third (1/3) of the members of the Board may call a meeting of the Board at any time it is deemed necessary for the good of the FSOMA.
2. A petition signed by one-tenth (1/10) of the voting members of the FSOMA shall be sufficient to call a meeting of the Board, provided such a petition shall clearly designate a cause for which it is necessary to call such a meeting.

Section G - Special General Meetings.

Upon call of two-thirds (2/3) majority of the Board of Directors or three-quarters (3/4) of the general voting membership, a special meeting shall be convened for the body of the membership and notice shall be sent as provided in Section B of this ARTICLE.

Section H - Conduct of Meetings.

All meetings shall be conducted by consensus, however, the presiding officer may choose to invoke the parliamentary procedure of "Robert's Rules of Order" at any time.

**ARTICLE XIII: COMMITTEES**Section A - Standing Committees.

The following standard committees shall be maintained as directed by the President:

- |                                   |                         |
|-----------------------------------|-------------------------|
| 1. Executive<br>(includes Budget) | 5. Continuing Education |
| 2. Membership                     | 6. Ethics               |
| 3. Publication                    | 7. Nominating           |
| 4. Legislative                    | 8. Annual Convention    |
|                                   | 9. By-Laws              |

Section B – Other Committees

The following committees may be maintained by the President:

- |                              |                      |
|------------------------------|----------------------|
| 1. Fundraising               | 2. Insurance         |
| 3. Acupuncture Education Day | 4. Public Relations  |
| 5. Website                   | 6. Internal Medicine |

Section C- Appointment.

The President shall appoint the Standing, Other, and Special Committee chairpersons. All Standing, Other and Special Committee chairpersons shall be approved by a vote of the majority of the Board of Directors and must be members in good standing of the FSOMA.

Section D - Term of Office.

Unless otherwise or herein provided, all members of committees shall hold office until the next regular election of the Board, or until their successors are appointed.

Section E - Special Committees.

Certain special committees may be created at the direction of the President. Objectives and policies for these committees shall be approved by the Board of Directors.

Section F - Duties.

The President, with the advice of the Board of Directors, shall set forth in writing the duties of each committee at the time of appointment.

**ARTICLE XIV: AFFILIATION**

The FSOMA by two-thirds (2/3) majority vote of all the active members in good standing may affiliate or combine with any state or national organization having the same or similar purposes on an annual membership basis.

**ARTICLE XV: FINANCE AND RECORDS**Section A - Fiscal and Administrative Period.

The fiscal and administrative period of the FSOMA shall be the 1st of January through the 31st of December, in concert with the federal tax period.

Section B - Funds.

The funds of the FSOMA shall be maintained in an account at a federally insured financial institution and shall be used only in accordance with the goals and objectives of the FSOMA and for the general administration and operation of the FSOMA.

Section C- Expenditures

Expenditures over one thousand (\$1,000.) dollars shall require a majority vote of the Board of Directors.

Section D- Budget.

A budget committee composed of the President, the Secretary, and the Treasurer shall recommend to the Board of Directors, in advance of the next fiscal period, an annual budget covering all expenses of the FSOMA.

Section E- Compensation.

A per diem, or reimbursement for reasonable, necessary and direct expenses incurred may be paid to any member of the FSOMA in accordance with policies established by the Board of Directors.

### Section F- Books and Records.

The Secretary shall be responsible for the books and records of the FSOMA with the exception of those which are necessary to the President and Treasurer and which shall be their responsibility.

1. The President may periodically appoint a committee of not less than three (3) to audit, inspect, or review any of the records of the FSOMA. This committee will also have authority to order the storage, destruction or other disposition of such records. Any destruction of records ordered by the committee shall be carried out only with concurrence by a two-thirds (2/3) vote of the Board of Directors.
2. All books, records, papers and other property pertaining to the FSOMA, in possession or custody of any Officer, shall be open to inspection by the President or any member of the Board of Directors or committee appointed for this purpose by the Board of Directors.

## **ARTICLE XVI: OFFICIAL PUBLICATION**

There shall be published periodically by the FSOMA a letter or paper which shall convey news of interest and importance to its members. It shall be edited and published under the direction of the Board of Directors. It shall carry items of interest to the members, contributions by various members, news of official acts by the officers and Board of Directors, news of general Oriental Medical advancement and progress, advertising and other relevant articles of inspiration, help and information to members.

## **ARTICLE XVII: REFERENDUM AND RECALL**

### Section A - Referendum.

Any action taken or policy adopted by the Board of Directors of the FSOMA shall, upon petition signed by twenty (20) percent of the active members, be referred to the meeting of the general membership at the Annual Convention for review and determination.

### Section B - Initiative.

Upon petition signed by twenty (20) percent of the active members of the FSOMA, an action may be brought before the Board of Directors at a special meeting, as set forth in ARTICLE XII of these By-Laws.

### Section C - Recall.

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

## **ARTICLE XVIII: AMENDMENTS**

### Section A - Revision.

Any voting member of the FSOMA may move to amend the By-Laws, or Articles of Incorporation, by submitting such a motion in writing to the By-Laws Committee. The By-laws Committee will notify the general membership at least 60 days prior to the Annual General Meeting. After the Board of Directors reviews the motion, it will then be placed on the ballot for consideration by the voting members. The By-Laws, or Articles of Incorporation, of the FSOMA may be revised or amended by a two-thirds (2/3) affirmative vote of the voting membership or upon resolution by two-thirds (2/3) majority of the Board of Directors, at a Special General Meeting as provided in ARTICLE XII. No revision can prohibit future amendments to the By-Laws or Articles of Incorporation.

### Section B - Alterations.

Any part of the By-Laws may be amended without a complete revision of the By-Laws.

### Section C - Supply.

The By-Laws shall be furnished in written form to each member of the FSOMA.

### Section D - Distribution.

Any additions or revisions of the By-Laws or standing policies that are adopted shall be printed and distributed to the FSOMA membership within one hundred twenty (120) DAYS.

## **ARTICLE XIX: CODE OF ETHICS**

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

### Section A - Commitment to the Patient.

1. To respect the rights, dignity and person of each patient.
2. To render to each patient a high quality of care and to make timely referrals to other health care professionals as may be appropriate.
3. To conduct a practice that is nondiscriminatory.
4. To keep accurate records of history and treatment, and to respect the confidentiality of those records and of any other personal information imparted by the patient.
5. To keep the patient informed by explaining treatment and expectations of results; to avoid making promises, guarantees or creating inappropriate expectations.

6. To neither refuse to treat, nor to terminate a course of treatment without reasonable notice and/or appropriate referral to another health care provider.
7. To avoid treating patients when one's judgment or competence is impaired by chemical dependency, physical or mental incapacity.
8. To protect the welfare and dignity of patients participating in research and to obtain informed consents.

#### Section B - Commitment to the Profession.

1. To contribute toward raising the standards of the profession.
2. To use appropriate professional channels (e.g., state and national professional organizations) or personal channels to take action toward correcting unethical behavior detrimental to the public.
3. To maintain personal behavior that is consistent with the best interests of the patient and that reflects well on the profession.

#### Section C - Commitment to the Public.

1. To provide only accurate information regarding the individual practitioner's education, training and experience, professional affiliations and certification.
2. To only make public statements regarding the effectiveness of Oriental Medicine that are within the generally accepted experience of the profession as a whole or within the individual practitioner's experience.
3. To respect the integrity of other forms of health care and develop collaborative relationships to achieve the best possible care for individual patients.
4. To exercise appropriate financial discretion in the treatment of indigent patients.

#### Section D Commitment to the FSOMA

1. To maintain personal and professional behavior that is consistent with the best interests and the By-Laws of the FSOMA.

### **ARTICLE XX: STANDING POLICIES**

1. Any member of the FSOMA may present items of business before a Board of Directors or Executive Committee meeting, provided that he/she notifies the President and/or the Executive Director in writing at least fourteen (14) days prior to that meeting and gives them information concerning the matter(s) to be presented. This information shall be distributed to the members of the Board of Directors or Executive Committee prior to such meeting.
2. FSOMA Board members, committee chairpersons and committee members are expressly prohibited from committing sites for meetings or negotiating honorariums or expenses with any speaker. These decisions shall be made by the Executive Committee.

3. No person shall speak to the press concerning matters pertaining to the FSOMA or use FSOMA credentials without authorization of the President and/or Board of Directors.

#### **ARTICLE XXI: DISSOLUTION**

In the event that the FSOMA is dissolved, either as a result of the action of the FSOMA or by proclamation of the Secretary of State, the assets of the FSOMA shall be disposed in the following manner: If the assets were dissolved for purposes of forming another association, the assets would go to the successor corporation and/or colleges or universities accredited by an agency acceptable to this corporation or its successor having status with the United States Department of Education. In any event, the disposal of said property shall not be inconsistent with the regulations of the Internal Revenue Code respecting the distribution of assets upon the dissolution of non-profit organizations.