

2020 FSOMA Bylaws

APPROVED BY MEMBERSHIP NOVEMBER 14, 2020
AMENDED AND RESTATED BY-LAWS
OF
FLORIDA STATE ORIENTAL MEDICAL ASSOCIATION, INC.

ARTICLE I CORPORATION NAME

These are the By-Laws of FLORIDA STATE ORIENTAL MEDICAL ASSOCIATION, INC., a Florida not-for-profit corporation ("FSOMA").

ARTICLE II CORPORATE OFFICE

FSOMA shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not For Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE III PURPOSES OF FSOMA

Section 1. **Purposes.** The purposes of FSOMA shall include, but not be limited to the following:

- (a) To serve as a representative membership organization of the Oriental medical profession.
- (b) To maintain the practice of Oriental medicine as a separate and distinct health care profession.
- (c) To protect in every way not contrary to law the philosophy, science, and art of Oriental medicine, and the professional welfare of its members.
- (d) 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.
- (e) 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.
- (f) To do all things necessary and proper in the interest of the Oriental medical profession and its members in carrying out the foregoing purposes.

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ARTICLE IV MEMBERS

Section 1. **Eligibility.** Members shall be acupuncture physicians or other persons of good moral character who is in accord with the principles and objectives of FSOMA (is eligible for membership in this organization) meeting the following conditions of membership:

(a) **Categories.** There shall be six (6) categories of membership: (1) Professional Member; (2) Student Member; (3) Allied Health Member ; (4) General Member; (5) Business Member; and (6) Honorary Member.

1. **Professional Member.** Any health care practitioner licensed under Chapter 457 Florida Statutes who meets with all other eligibility requirements shall, upon application to and acceptance by the Board of Directors of FSOMA, be a Professional member and shall have all rights and privileges of membership, which shall include the right to vote and hold office in FSOMA.

2. **Student Member.** 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, or who has completed their course of study and is not yet licensed by a state to practice, and who meets the other eligibility requirements shall, upon application to and acceptance by the Board of Directors of the FSOMA, be a Student Member and shall have all rights and privileges of membership, except for the right to vote or hold office in FSOMA. Upon completion of the school, the former Student Member 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.

3. **Allied Health Member.**

- i. Any person who is licensed by the state of Florida as a health care provider whose licensing scope of practice includes acupuncture and who meets no other membership category's eligibility requirements shall, upon application to and acceptance by the Board of Directors of FSOMA, be a Florida Allied Health Member and shall have all rights and privileges of membership, except for the right to vote and hold office in FSOMA.
- ii. National/International Allied Health Member. 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 no other membership category's eligibility requirements shall, upon application to and acceptance by the Board of Directors of FSOMA, be a National/International Allied Health Member and shall have all rights and privileges of membership, except for the right to vote and hold office in FSOMA.

4. **General Member.** Any person who supports the purposes of 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 FSOMA, be a General

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Member and shall have all rights and privileges of membership, except for the right to vote and hold office in FSOMA.

5. **Business Member**. Any organization or business who supports the purposes of 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 FSOMA, be a Business Member and shall have all rights and privileges of membership, except for the right to vote and hold office in FSOMA.

6. **Honorary Members**. Any person who 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 2. **Dues**. Membership dues shall be determined by the Board of Directors and paid in accordance with the payment plan approved by the Board of Directors. The Board of Directors shall periodically re-evaluate the fees for membership and upon majority vote of the Board appropriately adjust the fees for membership, in its sole discretion.

Section 3. **Election to Membership**. Each applicant for membership shall apply on a form approved by majority vote of the Board of Directors. The applicant shall be accepted as a member of FSOMA upon a majority vote of the Board of Directors at any Board meeting where a quorum is present. Upon acceptance by the Board, the applicant agrees to abide by these By-Laws and rules of FSOMA. Accompanying the application, the prospective member shall submit applicable dues.

Section 4. **Termination of Membership**. Membership may be terminated:

(a) **By Resignation**. Any member in good standing may resign from FSOMA upon written notice to the President.

(b) **By Lapsing**. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on the stated due date.

(c) **By Expulsion**. The Board may by a majority vote of a quorum of Board Members present, expel a member's membership status at any Board of Directors or Special Board of Directors Meeting. Expulsion of a member from FSOMA may be accomplished only at a meeting of FSOMA following a Board hearing. Such proceedings may occur at a Board of Directors or Special Board of Directors Meeting of FSOMA to be held within 60 days, but not

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earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. This meeting shall then vote by secret written ballot on the proposed expulsion.

Section 5. **Reinstatement**. Upon written request filed with the Secretary, the Board of Directors may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate; such action of the Board shall always be subject to reversal by the membership by a majority vote of the active members present and voting at the meeting.

Section 6. **Transfer of Membership**. Membership in this Corporation is not transferable or assignable.

ARTICLE V BOARD OF DIRECTORS

Section 1. **Management**. The general management of the affairs of FSOMA shall be vested in the Board of Directors. The Board of Directors may make appropriate delegations of authority to the officers of FSOMA and may authorize committees to act on its behalf under a specific written delegation of authority.

Section 2. **Number of Directors**. The total number of directors of FSOMA who are to serve on the Board of Directors of FSOMA may be determined at a special meeting or annual meeting of the then current directors in office. The Board shall be comprised of at least seven (7) and no more than fifteen (15).

Section 3. **Selection, Appointment, or Election of Directors**. Nominations for 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 officer 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 hoc board meetings, oversee and/or chair committee(s) as so designated by Board of Directors, submit committee reports as so designated by the President, and reply to phone and e-mail messages in a timely manner.

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Section 4. **Board Member Criteria**. All individuals nominated pursuant to Section 3 above or appointed pursuant to Section 6 below shall be: (1) Professional Members; (2) active members of FSOMA; and (3) be a primary resident of the State of Florida.

Section 5. **Seating**. Each Board Director shall serve a term of three (3) years or until a duly qualified successor is elected.

Section 6. **Resignation, Removal, Vacancies**. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Any Director may be removed with cause at any time by affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose. Any Director proposed to be removed shall be entitled to at least seven (7) days' written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first regular meeting following the creation of such vacancy or at a Special Board Meeting called for that purpose, provided the person filling said vacancy shall meet the criteria set forth in Section 4.

Section 7. **Additional Powers and Duties of Directors**. In addition to those powers and duties set forth throughout these By-Laws, the Board of Directors shall have the authority and duty to:

- (a) hold meetings at times and places as may be deemed proper and necessary;
- (b) appoint committees on particular subjects from members of the Board of the Corporation and to delegate authority to said committees to act on behalf of FSOMA;
- (c) disburse the funds of FSOMA;
- (d) print and circulate documents and publish articles;
- (e) carry on correspondence and communicate with other associations with the same interest;
- (f) employ agents;
- (g) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of FSOMA;
- (h) terminate the contract of any firm, individual, or other entity employed by FSOMA to perform any and all nature of services to FSOMA;
- (i) employ, train, and terminate any employee of FSOMA; and
- (j) exercise any and all rights, responsibilities, or duties consistent with the purposes of FSOMA as stated herein, or in the Articles of Incorporation.

Section 8. **Advisor to Board**. The immediate Past-President shall act as a non-voting advisor to the Board of Directors and the then serving officers.

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ARTICLE VI: EXECUTIVE DIRECTOR

Section 1. **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 2. **Authority and Responsibility.** The Executive Director (ED) shall be responsible for:

(a) Management functions in accordance with these Bylaws and standing policies of the FSOMA.

(b) Managing and directing all activities of the FSOMA as prescribed by the Board of Directors and shall be responsible to the President and the Board of Directors.

(c) Coordinating committees and programs as they may propose or promulgate; and attending meetings of the general membership, Board of Directors, and Executive Committee.

(d) 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. Define the duties of the staff, supervise their performance establish their titles, and delegate those responsibilities of management in the best interest of the FSOMA.

ARTICLE VII OFFICERS

Section 1. **Number.** The officers of FSOMA shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors from time to time.

Section 2. **Term of Officers.** Officers shall serve of two (2) year terms and can be elected to serve multiple terms; provided, however, the President may not serve for more than two terms in succession.

Section 3. **Election of Officers.** The officers of the Corporation shall be elected by the directors at the then applicable annual meeting of the Board of Directors; provided, however the officers shall be Professional Members and must have served on the Board of Directors for a minimum of one year prior to taking such office, unless determined otherwise by a majority vote of the Board of Directors.

Section 4. **Installation,** Commencement of Duties. The officers newly elected at the annual meeting of the Board of Directors shall take office upon election.

Section 5. **Removal, Vacancy of Officers.** Any officer may be removed with or without cause by the affirmative vote of at least a majority of the Directors present at any regular or

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special meeting of the Board for such purpose. Should the office of the President become vacant by reason of death, removal, or resignation during the term of office, the Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first regular meeting following the creation of such vacancy or at a Special Board Meeting called for that purpose.

Section 6. **Duties of Officers.**

(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 FSOMA during the previous year and goals for the coming year.
6. Ensure the Board and Membership are notified of the agenda, time, place, and dates of meetings.
7. When feasible, represent FSOMA at the Annual Convention of any affiliated organization.
8. Keep the Executive Committee informed of all FSOMA affairs.
9. Perform other such duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

(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, when needed.
4. Perform the duties of President in the event of the latter's inability to serve.
5. Co-Chair the Annual Conference Committee.

(c) **Secretary.** The Secretary shall:

1. Ensure FSOMA's records and data are properly maintained and secured.
2. Ensure 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.

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4. Ensure the meeting minutes are shared with the members and newsletter editor.
 5. Ensure the general membership is notified of the date, time, and place of the Annual General Meeting sixty (60) days prior to the event.
 6. Ensure accurate records of all members are maintained.
- (d) Treasurer. The Treasurer shall:
1. Ensure proper accounting procedures for the handling of 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.
 2. Ensure appropriate taxes are filed.
 3. Report on the financial conditions of FSOMA at all meetings of the Board of Directors and at other times when called upon by the President.
 4. Ensure FSOMA's annual financial reporting, statements and filings are reviewed and prepared by a professional accountant, who verifies FSOMA's financial practices comply with Internal Revenue Service tax code and Florida statutes governing a 501(c)6 charitable corporation.
 5. Ensure FSOMA's financial systems and records are examined by a professional accountant using a compilation, review, or audit process no less than every three years.
 6. Ensure the financial report and budget are prepared and delivered to the Board and Membership at FSOMA's Annual General Meeting.
 7. Ensure that all FSOMA financial records, funds and other property possessed or maintained by the Treasurer is delivered to the successor within 30-days. If no successor is named, then all said property is to be delivered to the President.

Section 7. **Assignment of Duties**. Any of the aforementioned may be delegated to a management company or Executive Director.

Section 8. **Other and/or Subordinate Officers**. The Board may appoint such other officers as the business of FSOMA may require (such as a Assistant Secretary, and/or Assistant Treasurer), each of whom shall hold office for such period, have such authority and perform such duties as are provided for by an instrument of appointment as the Board of Directors may from time to time determine.

ARTICLE VIII CORPORATION MEETINGS

Section 1. **Annual General Meeting**. The Annual General Meeting of FSOMA may be held annually at a date and time as determined by the majority of the Board of Directors.

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Written notice of each annual meeting shall be mailed and/or e-mailed to FSOMA's members at least sixty (60) days prior to the meeting. There shall be no proxies authorized.

Section 2. **Special Member Meetings**. Special Member Meetings of FSOMA may be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board or by the Secretary upon receipt of a petition signed by twenty percent (20%) of the active voting members of FSOMA who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed and/or e-mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other corporation business may be transacted thereat. The quorum for such a meeting shall be 20% of the active voting members in good standing.

Section 3. **Board of Directors Meetings**. 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.

(a) 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 percent (20%) of the active voting 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.

(b) 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.

Section 4. **Executive Committee Meetings**. The Executive Committee shall meet as frequently as necessary between meetings of the Board to carry out the needs of 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 5. **Notice**. The Executive Director 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.

Section 6. **Board of Directors Special Meetings**. Special meetings of the Board may be called by request of one-third (1/3) of the Board of Directors or by a petition signed by one-tenth (1/10) of the active voting membership. Such meeting shall be held at such place date

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and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed and/or e-mailed by the Secretary at least 5 days and not

more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such meeting shall be a majority of the Board.

Section 7. **Special General Meetings.** Upon call of two-thirds (2/3) of the Board of Directors or upon a petition signed by three-quarters (3/4) of the active voting membership, a special meeting shall be convened for the body of the membership and notice shall be sent as provided in Section 5.

Section 8. **Voting of Active Members.** Each active voting member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any Annual General Meeting or special member meeting. Proxy voting will not be permitted at any Annual General Meeting or special member meeting.

Section 9. **Voting of Board of Directors.** Each member of the Board of Directors shall be entitled to one (1) vote at any Board of Directors or special Board of Directors meeting. Proxy voting will not be permitted at any of the aforementioned meetings.

Section 10. **Teleconferences.** Meetings may be held by teleconference to conduct business or to complete a quorum. Teleconference presence may be limited to Officers, Executive Directors, Directors and Committee members.

Section 11. **Compensation of Directors.** Directors shall receive no compensation for their services: but nothing herein contained shall be construed to preclude any Director from serving FSOMA in any other capacity (the Board of Directors shall have the power to appoint and/or employ on such terms and conditions as the Board of Directors may approve, and fix compensation and duties related to such other capacity) and the receiving of compensation. Also, the Board of Directors shall have the power to appoint and or employ on such terms and conditions as the Board of Directors may approve, and fix compensation and duties, a fund raiser and/or event coordinator, but shall also exercise supervisory control over the activities of the said staff members of the organization.

Article IX REFERENDUM AND RECALL

Section 1. **Referendum.** Any action taken or policy adopted by the Board of Directors of FSOMA shall upon petition signed by twenty percent (20%) of the active members, be referred to the Annual General Meeting or special member meeting for review and determination.

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Section 2. **Initiative.** Upon petition signed by twenty percent (20%) of the active voting members of FSOMA, an action may be brought before the Board of Directors at a special member meeting, as set forth in Article VIII of these By-Laws.

Section 3. **Recall.** Upon petition signed by twenty percent (20%) of the active members demanding recall of any officer of 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 X COMMITTEES

Section 1. **Executive Committee.** The Executive Committee of FSOMA shall consist of the Executive Director, President, Vice President, Secretary, and Treasurer.

- (a) The Executive Committee shall handle such affairs of the Corporation referred to it by the Board of Directors, and during the interval between meetings of the Board of Directors shall handle the day-to-day operations of FSOMA.

Section 2. **Additional Committees.**

- (a) The Board of Directors may create one (1) or more committees (that may be advisory in nature or authorized to carry out one or more functions of the Board) as are necessary and that are not in conflict with the other provisions of these By-Laws. The duties of any such committee shall be prescribed by the Board upon its designation of the committee. If a committee is authorized to exercise any authority of the Board in governing the affairs of FSOMA, such committee shall consist of two (2) or more persons appointed by the Board.
- (b) Any non-director who becomes a member of any committee authorized to exercise any authority of the Board shall have the same responsibilities with respect to such committee as a Director who is a member thereof. A committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board. If a committee is established to carry out a particular task, upon completion of such task for which designated, such committee shall stand dissolved.
- (c) Committees may include, but not be limited to:

1. Standing Committees. The following standard committees may be maintained and directed by the President:

- i. Membership;

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- ii. Publication/Website;
- iii. Legislative;
- iv. Continuing Education;
- v. Advocacy/Public Relations;
 - (a) Acupuncture Education Day
- vi. Nominating;
 - (a) Board Development
- vii. Annual Conference
- viii. By-Laws.
- viii. Fundraising
- ix. Insurance (Chair - ASA Rep)

2. Other Committees: The following committees may be maintained and directed by the President:

- i. Ethics;
- ii Internal Medicine.

Section 3. **Delegation of Power**. In the event the Board delegates any of its powers to a committee, any action taken by such committee shall be as effective as if taken by the Board upon Board approval by majority vote. The designation of such committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon him or her by law.

Section 4. **Quorum and Voting**. A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which quorum is present shall be that act of the committee. Proxies may not be used by a committee member for any purpose.

Section 5. **Informal Action by Committee Members**. Any action required or permitted to be taken at a meeting of any committee, or any action which may be taken at a meeting of any committee, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all members of the committee.

Section 6. **Meetings and Notices**. Meetings of committees may be called by the President or the Chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings and send a copy of such minutes to the Board of Directors for inclusion in the records of FSOMA.

Section 7. **Resignations and Removals**. A member of any committee may resign at any time by giving notice to the Chair of the committee or the President. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board may

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remove at any time, with or without cause, any member of any committee who was originally appointed thereto by the Board as provided in these By-Laws.

Section 8. **Term and Vacancies.** All individuals appointed to committees shall serve in such committee for a one (1) year term or until a successor is appointed and takes office. Committee members may serve successive terms, if so appointed. A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant of the committee by an appointment from the Board of Directors as is specified in Section 1 of this Article X.

ARTICLE XI FINANCE AND RECORDS

Section 1. **Funds.** The funds of 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 FSOMA and for the general administration and operation of FSOMA.

Section 2. **Expenditures.** Expenditures over one thousand (\$1,000.00) dollars shall require a majority vote of the Board of Directors.

Section 3. **Budget.** A budget committee composed of the Executive Committee and the Executive Director shall recommend to the Board of Directors, in advance of the next fiscal period, an annual budget covering all expenses of FSOMA.

Section 4. **Compensation.** A per diem, or reimbursement for reasonable, necessary and direct expenses incurred may be paid to any member of FSOMA in accordance with policies established by the Board of Directors

ARTICLE XII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. **General.** To the fullest extent permitted by law, FSOMA shall indemnify any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of FSOMA), by reason of the fact that such person is or was a director or officer of FSOMA or is or was serving at the request of FSOMA as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of FSOMA and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment,

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order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of FSOMA or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. **Actions By or In the Right of Corporation.** In any action, suit or proceeding, threatened, pending or completed, by or in the right of FSOMA, indemnification shall be made as provided in Section 1 of this Article XII, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to FSOMA, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which such court shall deem proper.

Section 3. **How Affected.** Indemnification pursuant to Section 1 or Section 2 of this Article XII, unless pursuant to a determination by a court, shall be made by FSOMA only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding referred to in Section 1 or Section 2 of this Article XII, or in the defense of any claim, issue or matter therein, FSOMA shall be obligated upon proper application to indemnify such person in respect of expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. **Prepayment of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceedings may be paid by FSOMA in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section 3 of this Article XII that such indemnified person meets the applicable standard of conduct referred to therein and after receipt of an undertaking satisfactory in form and substance to FSOMA that such person will promptly repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by FSOMA as authorized in this Article XII.

Section 5. **Non-Exclusivity.** The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in any official capacity and as to action in any other capacity while holding office with FSOMA. The Board of Directors, may, at any time, approve indemnification of any other person that FSOMA has the power by law to indemnify, including, without limitation, employees and agents of FSOMA. The indemnification provided for in this Article XII shall continue as to any person who

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has ceased to be a director, officer, employee, or agent and shall inure to the benefit of such person's heirs and personal representatives.

Section 6. **Liability Insurance.** Upon a majority vote of a quorum of the Board of Directors, FSOMA may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of FSOMA, or is or was serving at the request of FSOMA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability in any such capacity, or arising out of his or her status as such, whether or not FSOMA shall have indemnified the person against such liability under the provisions of this Article XII.

ARTICLE XIII CODE OF ETHICS

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

Section 1: **Commitment to the Patient.**

- (a) To respect the rights, dignity, and person of each patient.
- (b) To render to each patient a high quality of care and to make timely referrals to other health care professionals as may be appropriate.
- (c) To conduct a practice that is nondiscriminatory.
- (d) 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.
- (e) To keep the patient informed by explaining treatment and expectations of results; to avoid making promises, guarantees or creating inappropriate expectations. To neither refuse to treat, nor to terminate a course of treatment without reasonable notice and/or appropriate referral to another health care provider.
- (f) To avoid treating patients when one's judgment or competence is impaired by chemical dependency, physical or mental incapacity.
- (g) To protect the welfare and dignity of patients participating in research and to obtain informed consents.

Section 2: **Commitment to the Profession.**

- (a) To contribute toward raising the standards of the profession.
- (b) 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.
- (c) To maintain personal behavior that is consistent with the best interests of the patient and that reflects well on the profession.

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Section 3: Commitment to the Public.

- (a) To provide only accurate information regarding the individual practitioner's education, training and experience, professional affiliations, and certification.
- (b) 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.
- (c) To respect the integrity of other forms of health care and develop collaborative relationships to achieve the best possible care for individual patients.
- (d) To exercise appropriate financial discretion in the treatment of indigent patients.

Section 4: Commitment to FSOMA. To maintain personal and professional behavior that is consistent with the best interests and the By-Laws of FSOMA.

Section 5. Use of Corporation Name. Improper use of FSOMA name may result in disciplinary action upon a majority vote of the Board.

ARTICLE XIV CONDUCTING MEETINGS

All meetings of FSOMA shall be governed by the latest edition of "Robert's Rules of Order."

ARTICLE XV FISCAL YEAR

The fiscal year of FSOMA shall commence on the first day of January and terminate on the last day of December.

ARTICLE XVI CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of FSOMA to enter into any contract or to execute and deliver any instrument or document on behalf of FSOMA, which authority may be generally or specifically granted by a majority vote of the Board of Directors.

Section 2. Deposits. All funds received by FSOMA shall be deposited to the credit of FSOMA in such federally insured financial institutions or invested in such ways as may be approved and authorized by the Board of Directors.

Section 3. Checks. All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of FSOMA shall be signed by such officers or agents as set forth in these By-Laws.

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Section 4. **Gifts.** The Board of Directors may accept on behalf of FSOMA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of FSOMA.

ARTICLE XVII SURETY BONDS

Section 1. **Persons Insured.** Unless otherwise waived by specific affirmative act of the Board of Directors, no persons having access to any cash or negotiable assets of FSOMA shall be required to be bonded for fidelity loss and faithful performance of duty. If required, the amount of such bonds shall be fixed by the Board of Directors.

Section 2. **Premiums.** The premiums for all bonds required shall be paid by FSOMA.

ARTICLE XVIII RECORDS

FSOMA shall maintain permanent, correct, and complete written books and records of account and shall keep minutes of all the meetings of the Board of Directors, and committees having the authority of the Board of Directors, at the principal office of FSOMA and at such other offices in such form and manner as required by law. All such records may be inspected by any Director, or the agent or attorney of any Director at any reasonable time.

ARTICLE XIX CORPORATE SEAL

The seal of FSOMA shall be circular in form and bear the name of FSOMA, the year of its organization and the words "CORPORATION NOT FOR PROFIT, FLORIDA." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or any corporate obligation for the payment of money may be facsimile, engraved or printed.

ARTICLE XX EXECUTION

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

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ARTICLE XXI NOTICE AND WAIVER OF NOTICE

Section 1. **Notice.** Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by emailing and/or depositing the same in the post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last known post office address and/or email to the person entitled thereto. Persons not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Section 2. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of FSOMA, or these By-Laws:

- (a) a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or
- (b) attendance by such person or persons at such meeting without protesting the lack of notice prior to or at commencement of the meeting, shall be deemed equivalent thereto.

ARTICLE XXII CONSTRUCTION

Whenever a conflict arises between the language of these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE XXIII CONDUCT OF BUSINESS WITHOUT MEETINGS

Any action of the Directors and committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors or committee members who would be entitled to vote on such action at a duly called meeting and filed with the Secretary of FSOMA as part of the proceedings of the Directors or committees as the case may be.

ARTICLE XIV AMENDMENT TO THE BY-LAWS

The By-Laws of FSOMA may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) majority vote of the active voting members present at any duly called and noticed meeting of the members at which a quorum is present or by a two-thirds (2/3) majority vote of the members of the Board of Directors at any duly called and noticed meeting of the Directors at which a quorum is present.

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ARTICLE XXV DISSOLUTION

Upon the dissolution of FSOMA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of FSOMA, dispose of all of the assets of FSOMA exclusively for the purposes of FSOMA in such manner, or to such organization or organizations organized and operated exclusively for social welfare, charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(4) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by an appropriate Circuit Court within the state of Florida exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XXVI GENERAL PROVISIONS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of FSOMA, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of FSOMA, and such authority may be general or confined to specific instances.

Section 2. **Invalid Provisions.** If any of the provisions of these By-Laws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these By-Laws shall be construed and enforced as if such illegal, or unenforceable provision had never been comprised a part hereof; and the remaining provisions hereof shall be in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance therefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as part of these By-Laws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid and enforceable.

Section 3. **Headings.** The headings used in these By-Laws are for reference purposes only and do not affect in any way the meaning or interpretation of these By-Laws.

ADOPTED this 14th day of November, 2020 by the active voting members.

FLORIDA STATE ORIENTAL MEDICAL
ASSOCIATION, a Florida not-for-profit corporation