



BYLAWS

of the

ACCREDITATION COMMISSION FOR ACUPUNCTURE AND ORIENTAL MEDICINE

Article I - Name

This corporation shall be known as the Accreditation Commission for Acupuncture and Oriental Medicine, and is referred to in these bylaws as the "Commission." The directors of this corporation shall be known as Commissioners.

Article II - Principal Office

The principal office of the Commission or the Principal Business Office of the Commission may be fixed and located at such place or places as the Commission may specify. The Commission may change any such office from time to time from one location to another.

Article III - Objectives and Purposes

The objectives and purposes of this Commission shall be to establish and maintain high educational standards and ethical business practices in acupuncture, traditional Oriental medicine and immediately related professions, and to carry out this purpose through the development and implementation of a national accrediting program for schools and colleges of acupuncture and Oriental medicine.

Article IV - Non-Partisan Activity

This Commission has been formed under the District of Columbia Non-Profit Public Benefit Corporation Law for the public purposes described above, and it shall be non-profit and non-partisan. No substantial part of the activities of the Commission shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Commission shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any clause or measure being submitted to the people for a vote.

The Commission shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purpose.

Article V - Organization

1. The Commission shall have no members.

2. The Commission shall act as an independent body with authority to evaluate schools and colleges of acupuncture and traditional Oriental medicine, and determine whether or not they meet the Eligibility Requirements, Standards and Criteria adopted by the Commission. The Commission shall be governed by these Bylaws, and shall not be accountable to any other agency or organization except insofar as the Commission shall:
 - a. report to federal and state government agencies, relevant accrediting agencies and to the Commission's communities of interest as to final actions taken by the Commission, as well as to publish a copy of the program review agenda for meetings of the Commission and for public hearings in advance inviting the communities of interest to submit comments on programs and institutions scheduled for Commission review and on proposed amendments to Standards and Criteria.
 - b. adhere to government regulations and professional standards relating to accrediting bodies.

Article VI - Board of Directors

1. Name:

The directors of this corporation shall be known as Commissioners and collectively as the Commission. The Commission shall serve as the Board of Directors of this corporation.

2. Powers and Duties:

Subject to the District of Columbia Corporation Code, the activities and affairs of the Commission shall be managed and all corporate powers shall be exercised by or under the direction of the Commission. The Commission may delegate the management of the activities of the Commission to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Commission shall be managed and all corporate powers shall be exercised under the ultimate direction of the Commission. Without prejudice to such general powers, but subject to the same limitations, the Commission shall have the following powers:

First - To conduct, manage and control the activities and affairs and to make such rules and regulations therefore, not inconsistent with law, the Articles of Incorporation or Bylaws, as they may deem best;

Second - To elect the Commissioners of this Commission and to fill vacancies on the Commission, as set forth in section 5 of this Article;

Third - To elect, appoint and remove the officers, agents and employees of the Commission, prescribe their duties and powers and fix their compensation;

Fourth - To adopt, make and use a corporate seal and alter the form thereof;

Fifth - To establish and maintain offices and facilities of the corporation as they deem appropriate;

Sixth - To cause the Commission to be qualified to do business in any jurisdiction and conduct business within or outside the District of Columbia;

Seventh - To borrow money and incur indebtedness for the purpose of the Commission and cause to be executed and delivered thereof, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefor;

Eighth - To alter, repeal or amend, from time to time at any time, these bylaws and any and all amendments of the same, and, from time to time and at any time, to make and adopt such new and additional bylaws as may be necessary and proper;

Ninth - To direct and regulate the accreditation process.

3. Number:

There shall be eleven (11) Commissioners, and they shall be elected by the Commissioners, acting within the nomination and election process established by the Commission. Commissioners shall be elected from the following categories as defined below:

- 2 shall be administrator members,
- 2 shall be academic members,
- 2 shall be educator members, who shall be elected from programs that are either accredited by it or in candidacy with the Commission
- 2 shall be practitioners of acupuncture or Oriental medicine,
- 2 shall be public members,
- 1 shall be an “at-large” member.

There shall also be an Executive Director who shall act as an ex officio member of the Commission and without a vote.

Membership Category Definitions:

An administrator member is someone currently or recently directly engaged in a significant manner in postsecondary program or institutional administration

An educator member is someone currently or recently directly engaged in a significant manner in postsecondary education in an academic capacity (e.g., professor, instructor, academic dean)

An academic member is someone currently or recently directly engaged in a significant manner in postsecondary teaching and/or research.

A public member is a person who is not: a) an employee, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either has achieved ACAOM accreditation or candidacy status, or has applied for accreditation or candidacy; b) a member of any trade association or membership organization related to, or affiliated or associated with ACAOM; or, c) a spouse, parent, child, sibling of an

individual or individuals described in a) or b) of this definition; or d) a practitioner as defined below.

A practitioner member is a person whose principal source of income is as a practitioner of acupuncture or Oriental medicine. Practitioner members should be actively involved in the development of the profession.

Any individual may be appointed as an “at large” member of the Commission.

The composition of the Commission must be constructed such that it includes a diverse range of individuals among whom serve in: a) academic leadership roles; b) college administrative roles; and, c) as faculty of acupuncture & Oriental medicine programs.

If the status of a Commissioner should change relative to the Commission’s definitions of [administrator](#), [educator](#), [academic](#), practitioner, public, or at large members, or in the case of an [educator](#) member, the institution from which he or she is elected is no longer accredited or in candidacy with this Commission, that Commissioner’s appointment lapses automatically, and his or her position is vacant.

4. Election and Term:

Commissioners shall be elected for a term of three (3) years, on a staggered basis. When a vacancy occurs because of resignation, death, inability or ineligibility to continue service, a new Commissioner may be elected to complete the term. Members of the Commission shall serve no more than two (2) consecutive full terms. When a Commissioner is elected to fill a vacancy, or due to the expansion of the number of Commissioners, the partial term shall not count toward this limit. After a Commissioner has served for the maximum number of consecutive full terms, that Commissioner shall be ineligible for reelection for a period of one (1) year.

The chair of the Commission shall annually appoint a Nominations Committee, which will consist of up to three commissioners, one of whom will chair the committee to solicit and screen nominees and to present a slate of nominees to the Commission for action. The nominating committee shall consider the following characteristics in presenting a slate to the Commission: experience as a site visitor, gender, ethnicity, geographic location, academic training, a balance of acupuncture and Oriental medicine backgrounds, professional experience and knowledge of the accrediting process, sensitivity to the uniqueness of programs, impartiality, objective reasoning, evidence of upholding responsibility, integrity, and willingness and capability of devoting the necessary time.

5. Vacancies:

A vacancy or vacancies in the Commission shall be deemed to exist in the event of the death or resignation of any Commissioner, the lapse of the Commissioner’s eligibility for the position for which he or she was elected, or the removal of any Commissioner in accordance with the District of Columbia Corporation Code. A Commissioner may be removed from office upon an affirmative vote of two-thirds of Commissioners present at any meeting in which a quorum exists if a Commissioner: a) misses two consecutive Commission meetings unless absences from such meetings are excused in advance by the Commission Chair, b) fails to adhere to the *Commissioner Code of Conduct*, or c) if

the Commission determines that such removal is otherwise in the Commission's best interests.

Any Commissioner may resign, effective on giving written notice thereof, or at a later time specified in the notice thereof, to the Chair or the Secretary of the Commission. The Commissioners shall elect a Commissioner to complete the unexpired term.

Notwithstanding anything to the contrary in Article VI, no Commissioner may resign while the Commission would then be left without a duly elected Commissioner or Commissioners in charge of its affairs, except on notice to the Corporation Counsel of the District of Columbia. Any reduction of the authorized number of Commissioners shall not have the effect of removing any Commissioner prior to the expiration of that Commissioner's term of office.

6. Meetings:

- a. All meetings of the Commissioners shall be called by the Chair. Upon written request of two Commissioners, the Chair shall be required to call a meeting within thirty (30) days of the receipt of the request.
- b. Regular and biannual meetings of the Commission may be held without notice if the time and place of such meetings are fixed by these bylaws or by the Commission. The biannual meetings of the Commission shall be held in February and August of each year, or as soon thereafter as may be practicable, during which reports on the affairs of the Commission shall be considered and any other proper business may be transacted. Officers shall be elected (according to Article VII, section 2) at the February meeting.
- c. Action without meetings, which is permitted or required to be taken by the Commission, may be taken as long as adequate notice is given to each Commissioner and a quorum approves this action in writing.
- d. Quorum. Six (6) Commissioners shall constitute a quorum for the transaction of business at any meeting. The Executive Director shall not be counted for purposes of determining a quorum. Except as may be otherwise provided in these Bylaws actions shall be taken on affirmative vote of a majority of those Commissioners voting at any regular or special meeting. Proposals for action may be placed before the Commission by any Commissioner.
- e. Participation by electronic means shall be allowed in any meeting by means of conference telephone or other similar equipment allowing all participants to hear each other, and such participation shall constitute presence in person at such meeting.
- f. Minutes. The draft minutes of the meetings of the Commission shall be sent to each member thereof. The draft minutes of the meetings of the Commission, or of any committee thereof, shall not become the official records of the Commission until approved by the Commission or committee present at the meeting for which the minutes are prepared.

7. Compensation:

Commissioners shall serve without compensation other than the expenses for attending Commission meetings and an honorarium, as the Commission shall decide. Commissioners shall be reimbursed for travel expenses.

Article VII - Officers

1. Designation of Officers:

The officers of the Commission shall include a Chair, Vice-Chair, Secretary, Treasurer, Executive Director and such other officers or one or more vice-Chairmen, assistant Secretaries and assistant Treasurers, as may be determined by the Commission as necessary to enable the corporation to carry out its purposes and sign instruments. Except as otherwise provided in these Bylaws, any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Commission Chair.

2. Election, Term and Compensation of Officers:

The officers of the Commission, excepting the Executive Director, shall hold office for two-years terms, with no limit to the number of terms an officer can be reelected to a position. Elections of officers shall take place at biannual Commission meetings. An officer may be removed for cause as defined in Article IV, Section 5 of these Bylaws at any meeting in which a quorum exists. An affirmative vote of two-thirds of Commissioners present is required for removal. Any officer may resign at any time on written notice to the Commission. Officers may be compensated as officers, as the Commission shall decide.

3. Chair:

The Chair shall, when present, preside at all meetings of the Commission, shall perform such other duties as are prescribed in the Bylaws, as are incident to the office, shall have authority to execute in the name of the Commission any written instruments to be executed by the Commission (except where by law a signature of another officer is required) and shall perform such duties as the Commission may prescribe from time to time.

4. Vice-Chair:

The Commission shall elect one or more Vice-Chairs who, in order of their seniority, shall assume and perform the duties of the Chair in the absence or disability of the Chair or whenever the office of Commission Chair is vacant. The Vice-Chair shall have such titles, perform such other duties and have such other powers as the Chair or the Commission may prescribe from time to time.

5. Secretary:

The Secretary shall attend all meetings of the Commission and shall keep or cause to be kept at the principal executive office or such other place as the Commission may order,

the original or a certified copy of the Articles of Incorporation and these Bylaws, and a book of written minutes of all such meetings, containing all acts and proceedings thereof, the time and place of holding thereof, whether regular or special, and if special, how authorized, the notice thereof given and the names of those present, The Secretary shall give notice, in conformity with these Bylaws, of all meetings of the Commission and of any committee requiring notice. The Secretary shall perform such other duties and have such other powers as the Commission may prescribe from time to time. The Chair may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Commission may prescribe from time to time.

6. Treasurer:

The Treasurer shall keep or cause to be kept adequate and correct written books and records of the financial affairs of the Commission in such form and as often as required by the Commission. The Treasurer, subject to the direction of the Commission, shall have the custody of all funds and securities of the Commission. The Treasurer shall perform all other duties customarily incident to that office and shall perform such other duties and have such other powers as the Commission may prescribe from time to time. The Treasurer shall function as the Chief Financial Officer of the Commission. The Chair may direct any Assistant Treasurer to assume and perform such other duties and have such other powers as the Commission may prescribe from time to time.

7. Executive Director:

The Commission shall select and hire an Executive Director who shall be the Chief Executive Officer of the Commission. The Executive Director shall be responsible for the staff, their hiring, training, performance, and termination. The Executive Director shall perform such duties as may be assigned by the Commission or as may be prescribed in these Bylaws. During the Executive Director's employment, s/he shall not hold any other office within the Commission.

8. Bonding:

The Treasurer, Secretary, and other officers and employees as required by the Commission shall be bonded or insured at the expense of the Commission in the amounts determined by the Commission.

Article VIII - Executive Committee

An Executive Committee shall have authority to act on urgent items between Commission meetings, the urgency of the items to be determined by the Commission chair. The Committee shall report its actions to the Commission. The Executive Committee shall be composed of the officers of the Commission.

Article IX - Reports

Each officer of the Commission shall cause to be prepared and distributed such annual and other periodic or occasional reports as and in the manner prescribed by applicable law and as

required by the Commission. In particular, without limiting the generality of the foregoing, the Treasurer shall cause to be prepared and de-livered to the Commission within a reasonable time following the end of the Commission's fiscal year, or when directed by the Commission, an annual report containing in appropriate detail the following:

1. The assets and liabilities, including trust funds, of the Commission as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Commission, both unrestricted and restricted, to particular purposes for the fiscal year.
4. The expenses or disbursements of the Commission for both general and restricted purposes during the fiscal year.
5. Any report of independent accounts regarding the foregoing or if there is no report, the certificate of the Treasurer that such statements were prepared without audit from the books and records of the Commission.

Article X - Corporate Seal

The corporate seal shall consist of a circular die bearing the name of the Commission and the state and date of its incorporation and shall be kept and used by the Secretary or any assistant secretary as the Secretary may direct. If and when authorized by the Commissioners, a duplicate of the corporate seal may be kept and used by such officer or person as the Commission may designate. Failure to affix the corporate seal does not affect the validity of any instrument of the Commission.

Article XI - Indemnification

Each person now or hereafter a Commissioner or officer of the Commission (and his heirs, executors and administrators) shall be indemnified by the Commission against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, reasonably incurred by him or her or imposed upon him or her in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Commissioner or officer of the Commission (whether or not a Commissioner or officer at the time such costs or expenses are incurred by or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such Commissioner or officer. This provision shall not be deemed to be exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Commission, or otherwise.

Article XII - Amendment of Bylaws

These Bylaws may be modified, amended or rescinded by an affirmative vote of two thirds of Commissioners present at any meeting in which a quorum exists.