

## **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.

Section 4. **Board Member Criteria.** All individuals nominated pursuant to Section 3 above or appointed pursuant to Section 6 below shall be: (1) Acupuncture Physicians (AP) or Doctors of Oriental Medicine; (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.

## **ARTICLE VII, 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. Notify Board Members 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 Vice-President informed of all FSOMA affairs.
9. Act as a liaison for 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.

(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.

(c) Secretary. The Secretary shall:

1. Be in charge of 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 of each year.
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.

(d) Treasurer. The Treasurer shall:

1. Be in charge of 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 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 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 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 FSOMA's Annual General meeting.
8. Deliver to his/her successor all books, money and other property of 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.