



American Society[™] of Acupuncturists

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AGENDA and MATERIALS

AMERICAN SOCIETY OF ACUPUNCTURISTS

5TH ANNUAL COUNCIL CONGRESS

VIA TELECONFERENCE

MAY 1, 2020

10AM – 5PM EASTERN DAYLIGHT TIME / 9AM – 4PM CENTRAL DAYLIGHT TIME / 7AM – 2PM PACIFIC DAYLIGHT TIME

WEBLINK DETAILS TO COME SEPARATELY

Please Note: Attendance is limited to

- The ASA Board of Directors
- 2 Representatives from each state association

This is the internal working meeting for the Board and Council of the American Society of Acupuncturists, and is not a public meeting.

For ASA Member Organizations:

- 1 Delegate is Primary; 1 Delegate is Secondary
- There is one vote per organization given by the primary delegate, unless that individual is unavailable.

Non-voting state associations are in “listen only” mode during votes and official governance business, but may participate in other discussion at the discretion of the discussion coordinator.

Guests may be invited at the discretion of the ASA Board.

Governance procedures will be explained at the start of the meeting, and will be in accordance with prior ASA Council Teleconferences.

Details on joining the meeting will be sent separately and should not be shared.



April 1, 2020

Dear Council Members:

We are so sorry that we won't be able to meet in person for our 5th Annual Council Congress meeting, as we complete five years of existence as an organization, and our first generative cycle! Many of us have been working for years more than this, but our American Society of Acupuncturists is now officially five, and we should take pause to think back on the tremendous growth and development that has occurred during this time. We went from being a general conceptualization to an incorporated entity, growing quickly and blooming onto the world stage. We have seen tremendous fruits of our labors, and will now be seeing some significant changes, as Metal comes to play.

Please take time to read all materials presented, and do share them with your boards. We are asking for particular attention to the proposed bylaws changes, as the ASA Board sees these as critical to the organization's next cycle. As always, our time together at this meeting will go quickly, so *the time to ask questions and debate these changes is during this month preceding the meeting*, and not at the meeting itself. We initially presented these bylaws changes on February 20, 2020, so please review the List thread entitled: ***Important: Bylaws and Leadership Planning - All Delegates, Please Read***. Please be prepared to vote on the bylaws at the meeting and, again, bring discussion on this to this list thread during April. If for any reason you have concerns about supporting the new structure, those concerns should be made public to the Council as far prior to the meeting as possible.

We will try to be efficient with our times and discussions, but it was difficult to shorten the meeting and still include all content. The ASA Board felt it was important for Council delegates to still have the opportunity to introduce themselves and give brief updates on state activities. While this could be done in writing, there is no substitute for personal contact and community building. We are not having 'special guests' this year, as time does not allow, and we are featuring updates regularly on our weekly teleconferences. Those are being archived for viewing in perpetuity, and so are available to you and your members.

Thank you all for adapting to our unusual times! We do ask that you plan to stay for the whole day, though it is admittedly quite a bit of screen time. We will take a short lunch to keep our day concise, especially since we will all, most likely, be working from home.

Please stay well, and reach out with questions.

Sincerely,

Your ASA Board of Directors

**AGENDA ASA 5th Annual Council Congress
May 1, 2020 via Zoom Teleconference
10am – 5pm Eastern Daylight Time
(9am-4pm CDT, 7am – 2pm PDT)**

		Speaker(s)		
10:00am EDT	Welcome	DM		
	Determination of Quorum	ZE		
	Call to Order	ZE		
	Report on Membership and participation – Active participation report 2019-2020	LT		
	Meeting Purpose	DM		
	Governance procedures	ZE		
	General introductions	AM		
10:30am	State introductions and major initiatives (2 minutes each)	AM		
11:30am	Break 15 minutes please			
11:45am	Budget Report	JB		
	Board Updates and planning - See: Appendix A	DM		
	By-laws changes voting	ZE		
	Outgoing secretary's comments	LT		
	Outgoing IPC comments	CS		
	Outgoing Chair's comments on the state of the organization	DM		
	Seating of new officers for 2020-2021	CS		
	Statements from incoming officers	OHF, AM, ZE, CC, JB		
1:15pm	Lunch back in 30 minutes please			
1:45pm	Major Activities and Initiatives			
	<ul style="list-style-type: none"> • Board transition • COVID-19 • Town Halls • IHPC • Conference • Web-platform 	<ul style="list-style-type: none"> • Strategic Planning Group (SPG) • Lovell • Executive Director basic needs • Membership pricing • JASA 	<ul style="list-style-type: none"> • DoD • Mentorship • Other TBD 	Board and Council
3:00pm	Break 15 minutes please			
3:15pm	Medicare	Board and Council		
3:45pm	Committee reports - Gov, Nom, Herb, PR, Insurance, Student	ZE, CS, LRH, LC, MW, AR		
4:45pm	Other Items (TBD) as needed			
4:55pm	Thank you to our outgoing Chair Dr. David W. Miller			

AM: Amy Mager
AR: Alex Russell
CC: Christine Cronin
CS: Candace Sarges
DM: David W. Miller
JB: Jason Bussell
LC: Lindy Camardella

LRH: Linda Robinson-Hidas
LT: LiMing Tseng
MW: Mori West
OF: Olivia Friedman
ZE: Zeyiad Elias

Appendix A

Bylaws Changes and Leadership Planning, ASA 2020

February 20, 2020 (1st notification) and April 1, 2020 (2nd notification)

This document concerns three major topics involving bylaws changes and leadership planning: 1.) Changes to the Immediate Past Chair position; 2.) Changes to the Vice Chair position; 3.) The slate of officers for 2020.

We will be asking you to consult your state boards on the bylaws changes, and be prepared to vote on these at the may Council meeting.

Background

The ASA BoD met in late January for an in-person, working meeting. We spent three days working on ASA business, discussing the status of and planning for the organization. This next year will bring significant changes, including our first board Chair transition. As a reminder, each officer may serve for up to 6 years (up to 3 consecutive, 2-year terms) per the bylaws, and LiMing, Candace, and David will all have completed 5 years as of our next Council meeting. Further, David will be taking a new professional position with notably increased job responsibilities, necessitating that the Chair position turns over at the up-coming May Council meeting.

As with any team, putting together a slate of officers and moving participants to their strongest positions is a challenge, and many factors must be considered. Per our bylaws, the Council elects members to the Board, and the Board, in consultation with the Nominating Committee, determines the individuals from that elected group to serve in the actual, individual officer positions. At our retreat, we discussed the vision for the organization, as well as the time commitments each member could offer for the coming year(s).

Immediate Past-Chair (IPC)

Over the past five years, Candace has served a pivotal role in the Immediate Past Chair position, serving as an active member of the executive committee, while also serving as Chair of the Nominating Committee, ex-officio member of other committees, and as Treasurer for a number of years. David has been Chair, Amy Vice-Chair, and LiMing Secretary. The volume of work done in these positions is difficult to describe, and this structure will not be sustainable moving forward without a re-distribution of responsibilities. David must cut his contributions dramatically, and the Chair position supported differently. David will become IPC, by definition, but participating as a core member of the executive committee, leader of the Nominating Committee, and ex-officio member of all other committees to the degree of service Candace has provided is not realistic. The IPC should, ideally, be a position of support and institutional memory for the board and organization, rather than a key leadership position.

However, it is generally assumed that the Immediate Past Chair position will not be time-limited to a total of 6 years on the board, but rather turn over organically either when the Chair position transitions, or when the board is sufficiently stable to function without this individual. As our current bylaws read, the IPC is also time limited to six years, and so David would only be able to serve one year in this position, and then would term off the board. We could also run into a situation in the future where a Chair serves up to their six-year limit, and then is not eligible to become IPC due to the term limitations. To avoid this problem, we are proposing that the IPC position be explicitly **not** limited by the typical board terms, but rather allow for an additional one to three years post service.

Vice-Chair(s)

Therefore, in order to create a structure that will best support ASA operations for the years to come, the board feels an **expansion of the support provided by the Vice-Chair position is necessary, with a decrease in expectations for the IPC**. Hence, we are proposing that we give the board the option to designate more than one individual as a Vice-Chair, expanding the support these individuals can provide to the Chair. The Immediate Past Chair position is then less critical as a formal executive committee member, and should become a non-voting position on the executive committee. Currently the bylaws allow for only one Vice-Chair.

The ASA does not operate from a structure of automatic advancement from Vice-Chair to Chair, but rather draws from the full existing board to determine the best placement of each individual. The purpose of the Vice-Chair is to closely support the Chair in the work that needs to be done, and to be able to step in should the Chair need meetings managed, or other duties performed. Amy's service as Vice-Chair has been invaluable in acting as our "Pericardium", managing an uncountable number of social media and inter-organizational relationships. She has been key to keeping the Chair informed of needs and information from throughout the community and beyond, including serving on a number of ASA committees, regularly attending interorganizational meetings, and attending conferences on our behalf. She has gracefully managed difficult interactions, freeing the Chair to do other work and maintaining a positive perception of ASA, with excellent leadership accessibility. These functions have been and will continue to be utterly critical to successful operations, and are a maximal volunteer contribution (though Amy has done more). Her work demands a "Vice-Chair" title, as the individual performing this role should have that level of authority to communicate on behalf of the organization.

Subsequent Bylaws Revisions Proposed

Current ASA bylaws can be found here: <https://www.asacu.org/wp-content/uploads/2019/06/ASA-Bylaws-June-2019.pdf>.

The board reviewed the bylaws in detail, and is proposing these changes we believe will best benefit the organization:

The board would like to have the option to place more than one individual into Vice-Chair status. Hence, the board proposes changing **Article V, Section 1: Officers** to read:

- Article V, Section 1: Officers. The elected officers of the Association are the Chair, ~~Vice-Chair~~ Vice Chair(s), Secretary, Treasurer and Immediate Past Chair. All officers of the Association shall be members of the Board of Directors.

In order to keep internal language and concept consistency and allow for determination of who will preside at meetings or do other duties, we propose updating **Article V, Section 2: Duties** to read:

- The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the Chair, as the chief elected officer of the Association, presides at the meetings of the Board, the Executive Committee, and the Council. The Immediate Past Chair is a member ex-officio of all committees. ~~The Vice Chair acts in the place of the Chair when the Chair is not available.~~ A Vice Chair shall act in place of the Chair when the Chair is unavailable, as designated by the Chair. If the Chair is unable to delegate, a majority vote of the board shall make the determination. The Secretary is the recording....

Also, in order to keep internal language and concept consistency, **Article VI, Section I: Executive Committees** Should be amended to read:

- The Executive Committee consists of the Chair, ~~Vice-Chair~~ Vice Chair(s), Secretary, and Treasurer ~~officers of the Association~~ and is responsible for the governance of the Association when the Board is not in session, as stated in Article IV of these bylaws.

In order to correct the term limit issue for the IPC, we propose amending **Article IV, Section 1: Board of Directors** to read:

- Article IV Section 1: Board of Directors. There shall be a minimum of five (5) and a maximum of eleven (11) members of the Board of Directors, with the exact number of directors to be fixed at nine (9). The Board of Directors shall be elected by the Council for two-year terms from a slate recommended by the Nominating Committee. Directors may serve a maximum of three consecutive terms, except for the immediate past Chair who may serve for an additional one (1) to three (3) years, beyond the term limits. Terms shall be staggered so that approximately one-half (1/2) of the Directors are elected each year.

And, because the IPC is not an elected position, Article V, Section 1: Officers to read:

- Article V Section 1: Officers. The elected officers of the Association are the Chair, Vice Chair, Secretary, and Treasurer, ~~and Immediate Past Chair~~. All officers of the Association shall be members of the Board of Directors.

Slate of Officers for 2020

With these bylaws changes in place, the board would vote to approve the following slate of officers **proposed by the Nominating Committee on February 2, 2020**, to take effect post-Council voting on the bylaws changes at the May Council meeting:

Board Slate – The Nominating Committee has voted unanimously to set the ASA Board of Directors officer slate as follows, and the Board of Directors is in agreement with the Nominating Committee:

- Chair – Olivia Hsu Friedman
- Co-VC – Amy Mager
- Co-VC – Zeyiad Elias
- Secretary – Christine Cronin
- Treasurer – Jason Bussell
- IPC (by default) – David Miller

Olivia brings Fortune 500 skills to organizational management that we believe can bring our infrastructure to a next level, and has already demonstrated leadership skills both as Vice-Chair of the Illinois Society of Acupuncturists, and as project manager for our web development project and coordinator of the strategic planning group. She has been a Council member for 4 years, and has been a reliable and productive member of the board.

Amy has performed outstandingly as Vice-Chair as noted above, and will continue this service. She has maintained a successful private practice for many years, as well as serving in numerous roles for the Acupuncture Society of Massachusetts. She has done extensive work in legislation and regulation in MA, and coordinated the ASA's first health fair on Capitol Hill.

Zeyiad has been our webmaster since joining the board in 2017, and is now able to devote even more time to ASA. We anticipate his coordinating our web efforts further, as well as expanding his role to develop the Governance Committee and assist in other duties as delegated by the Chair. We look forward to moving him to a more visible leadership position. Zeyiad is employed in an interprofessional setting in the Henry Ford Health System in Detroit, interacting with many types of medical professionals and having conducted bench research in integrative oncology.

Christine has demonstrated capability in organization and communication as seen through her professional work with Pacific College as an educator and Curriculum and Program Review Chair, as well as our newsletter editor and coordinator of our Department of Defense Indoctrination committee.

Jason was president of the Illinois association and served on the Illinois regulatory board, is an LAc and PhD, and also has an MBA and MPH from Johns Hopkins University. He has published both peer-reviewed articles and a book on Asian nutrition, and has been active in curriculum development and the world of integrative oncology.

LiMing will continue for her last year as a Board Member-at-Large, helping to assure a clean transition for Christine.

Candace – When Candace moves out of the IPC position, there will be two open positions on the board. We will either welcome her to complete the final year of her six-year term as Member-at-Large in one of those positions, or, if we can fill those two spaces with new board members, Candace will step off the board. We anticipate she will remain a valuable mentor, resource, and committee member in either case!

Please see <https://www.asacu.org/about-asa/leadership-team/> for more information on our team.

Thank you for careful consideration of these critical, organizational changes. We truly believe this will position the ASA and its leadership team optimally, and welcome questions. **Please share this letter with your boards, ask questions, and be prepared to vote on the bylaws changes at the May Council meeting.**

Sincerely,

Your ASA Board of Directors