

BY-LAWS OF
ACUPLAN HAWAII

ARTICLE I

PURPOSES AND NONPROFIT CHARACTER

SECTION 1.1. Purposes. The purposes of the corporation shall be as specifically set forth in Article III of the Articles of Incorporation.

SECTION 1.2. Nonprofit Character. The corporation shall be a nonprofit corporation, and any net income or earnings which may be derived from its operations, in pursuance of the purposes of the corporation, shall be used in furtherance of the purposes of the corporation and shall not be distributed to any member, director, or officer of the corporation, or any private individual, except to pay reasonable compensation for services rendered to the corporation or upon the liquidation of the property of the corporation in case of corporate dissolution.

ARTICLE II

PRINCIPAL OFFICE; SEAL

SECTION 2.1. Principal Office. The principal office of the corporation shall be maintained at such place within the State of Hawaii, and the corporation may have other offices within or without the State of Hawaii, as the Board of Directors shall determine.

SECTION 2.2. Place of Meetings. All meetings of the members and of the Board of Directors shall be held at the principal office of the corporation, unless some other place is stated in the call. Any meeting, regular or special, of either the members or of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all members or all directors participating in the meeting can communicate with one another, and all such members or directors shall be deemed to be present in person at the meeting.

SECTION 2.3. Seal. The Board of Directors may adopt and use a common seal.

ARTICLE III

MEMBERS

SECTION 3.1. Membership. The members of the corporation shall be those acupuncturists who are admitted from time to time into the corporation. Each acupuncturist member shall have one vote. Additional acupuncturist members may be admitted (and

acupuncturist members may continue as members) upon the conditions that (i) they each shall meet the criteria for membership established from time to time by the Membership Committee established pursuant to these By-Laws, and (ii) the Board of Directors by two-thirds (2/3rds) vote agrees with the Membership Committee's determination that they do meet the criteria for membership established by the Membership Committee and that the addition of new members to the corporation would accomplish the purposes of the corporation as stated in the Articles of Incorporation. The Board of Directors may create other categories of membership in the corporation, such as corporate, institutional or allied membership, and establish the respective admissions criteria, requirements and rights of such categories of membership. Any membership shall continue until the resignation of such member, removal pursuant to these By-Laws or the Membership Agreement (the "Membership Agreement") entered into between the member and the corporation, or the dissolution of the corporation.

SECTION 3.2 Removal of Member. A member of the corporation may be removed only after (i) the Membership Committee makes a preliminary determination that the member has not complied with the criteria for membership established by it, (ii) the member is given sufficient notice of the prospective decision of the Membership Committee to terminate his/her membership to allow the member a reasonable period of time to defend these charges in a written response, (iii) the Membership Committee's final decision is based upon its consideration of the evidence; and (iv) the Board of Directors by two-thirds (2/3rds) vote agrees that the member does not meet the criteria for membership established by the Membership Committee.

SECTION 3.3. Initial Membership Fee; Annual Fees. The Board of Directors may set the amount of the initial membership fee requirement for admission to membership and the annual fees for continued membership, the timely payment of which shall be a condition of membership.

SECTION 3.4. Annual Meeting. The annual meeting of the members of the corporation shall be held on such day within one hundred twenty (120) days following the close of each fiscal year as the Board of Directors shall designate, or, if the Board of Directors shall not have designated such day by the end of the second month following the close of the fiscal year, the annual meeting for that year shall be held on the first Monday in the fourth month following the close of the fiscal year, if not a legal holiday, and if a legal holiday, on the next calendar day following.

SECTION 3.5. Regular Meetings. The members may establish regular meetings to be held in such places and at such times as the members may from time to time by vote determine, and when such meeting or meetings shall be so determined, no further

notice thereof shall be required.

SECTION 3.6. Special Meetings. Special meetings of the members may be held at any time upon the call of the Board of Directors, the President, or upon the call of one-fifth (1/5th) of all of the members of the corporation. Upon receipt of such call or written request, the Secretary shall send out notices of the meeting to all members.

SECTION 3.7. Notice of Meetings. Notice of all meetings, annual, regular or special, stating the place, day and hour of the meeting and whether it is annual, regular or special, and in case of a special meeting stating the purpose or purposes thereof, shall be given personally or by mail not less than five (5) nor more than fifty (50) days before the date of the meeting. If by mail, such notice shall be postage prepaid to each member at his address as it appears on the records of the corporation.

SECTION 3.8. Notice Unnecessary. The presence or representation at any meeting of any member shall be the equivalent of the waiver of notice of such meeting to the member. Any meeting at which all of the members shall be present in person or represented by proxy in writing shall be valid without notice.

SECTION 3.9. Quorum. At any meeting of members of which proper notice has been given, a majority of members present in person or by proxy, shall constitute a quorum, and the concurring vote of a majority of the members constituting a quorum shall be valid and binding upon the corporation, except as otherwise provided by law, by these By-Laws, or by the Articles of Incorporation of the corporation.

SECTION 3.10. Voting. At all meetings of the members, each member entitled to vote may do so in person or by written proxy. The authority given by a member to any person to represent such member at meetings of the members shall be in writing, signed by such member, and shall be filed with the Secretary of the corporation.

SECTION 3.11. Adjournment. Any meeting of the members, whether annual, regular or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority vote of the members present or represented by proxy. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

SECTION 3.12. Consent of Members in Lieu of Meeting. Whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action

permitted by the laws of the State of Hawaii governing nonprofit corporations generally, the meeting and vote of members may be dispensed with if all of the members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1. Election. At the first annual membership meeting of the corporation, the number of directors shall be increased from the initial complement of four (4) directors to six (6). The four (4) directors who were appointed to the Board of Directors of the corporation as the initial directors prior to the first annual meeting of the members shall constitute the "Founding Directors." The remaining two (2) directors elected at the first annual membership meeting shall constitute the "Regular Directors." The directors shall be elected in the following manner:

Amendment to Article IV dated 1/13/11

4.2.

There will at least 3 Board of Directors. Each board member will serve a 2 year term. All directors may elect to extend their terms. New directors will be elected 18 months into the term so there is a seamless transition from one board of directors to the next. New directors will begin to attend meetings 6 months prior to the transition. The President, Vice President, Secretary and Treasurer must be AcuPlan members

Director 1: President

Director 2: Vice President

Director 3: Secretary/Treasurer

Board Directors "at large": These directors may be acupuncturists or may have positions in the community, not related to acupuncture, with skills to assist AcuPlan in meeting community and legislative needs, i.e. marketing, legal, etc.

Election process: All members may be nominated (or self-nominated) and voted into the board of directors by AcuPlan members at annual meetings. In the case that this process cannot be accomplished, the sitting Board of Directors will nominate successor directors.

In the case of early resignation, death or in the case of illness of a board member, the election process defined above shall apply.

SECTION 4.3. Removal. A Founding Director may be removed from office with or without cause by the affirmative vote of at least three (3) of the remaining Founding Directors. A Regular Director may be removed from office with or without cause either by the majority vote of the remaining directors or by the majority vote of the members who are entitled to vote upon the election of that director at any meeting called for such purpose. The directors or members, as the case may be, may, but need not, elect a director to replace such director so removed.

SECTION 4.4. Reduction. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the term of office.

SECTION 4.5. Annual Meeting. A meeting of the Board of Directors shall be held at the place of each annual meeting of the members and immediately following such meeting. At such annual meeting, the Board of Directors shall elect the officers of the corporation for the ensuing year.

SECTION 4.6. Regular Meetings. The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and no further notice thereof shall be required.

SECTION 4.7. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the corporation or by any two (2) directors.

SECTION 4.8. Notice. The Secretary shall give notice of each meeting of the Board of Directors (for which notice is required) in writing by mailing the same not less than three (3) days before the meeting or by giving notice personally, by telephone not less than one (1) day before the meeting, or as otherwise prescribed by the Board. Notice need not be given to any directors who shall, either before or after the meeting, submit a signed waiver of notice or attend such meeting without protesting,

prior to or at its commencement, the lack of notice to him. Except as otherwise provided by law, the Articles of Incorporation or by these By-Laws, a notice or waiver of notice need not state the purpose of such meeting.

SECTION 4.9. Quorum. The presence of a majority of the Board of Directors at a meeting shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum unless a higher voting requirement is imposed by law, the Articles of Incorporation or these By-Laws. A vacancy or vacancies in the membership of the Board of Directors shall not affect the validity of any action of the Board of Directors, provided there is present at the meeting a quorum of all the directors.

SECTION 4.10. Adjournment. In the absence of a quorum at a meeting duly called, the President or a majority of the directors present may adjourn the meeting from time to time without further notice, and may convene or reconvene the meeting when a quorum shall be present.

SECTION 4.11. Action by Consent. Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the meetings of the Board of Directors. Such consent shall be treated as a vote of the Board of Directors for all purposes.

SECTION 4.12. Proxies. Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any committees, boards or bodies created by the Board.

SECTION 4.13. Powers. The Board of Directors shall manage the property and business of the corporation and shall have and may exercise all of the powers of the corporation except such as are reserved to or may be conferred from time to time by law or by the Articles of Incorporation and any amendments thereto or by the Bylaws upon the members of the corporation.

SECTION 4.14. Gifts and Contributions. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

SECTION 4.15. Procedure. The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these By-Laws.

ARTICLE V

OFFICERS AND MANAGEMENT

SECTION 5.1. Appointment, Term, Removal. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and in addition thereto, in the discretion of the Board of Directors, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, with such duties, as the Board of Directors shall from time to time determine. The officers shall be elected annually by the Board of Directors at the first meeting thereof after the annual or special meeting of the members at which the Board is elected and shall hold office at the pleasure of the Board until the next annual meeting and thereafter until their respective successors shall be duly elected and qualified. Any person may hold more than one office provided that there be at least two (2) persons as officers of the corporation. The Board of Directors may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

SECTION 5.2. President. The President shall be the chief executive officer of the corporation. Subject to the direction and control of the Board of Directors, the President shall have the general management, supervision, and control of all of the property, business, and affairs of the corporation and exercise such other powers as the Board may from time to time confer upon him. The President, if present, shall preside at all meetings of the members and the Board of Directors. The President shall at all times keep the Board of Directors fully advised as to all of the corporation's business.

SECTION 5.3. Vice President or Vice Presidents. The Vice President or Vice Presidents shall, in such order as the Board of Directors shall determine, perform all of the duties and exercise all of the powers of the President provided by these By-Laws or otherwise, during the absence or disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him or them by the Board of Directors or the President. The Board of Directors may designate one of the Vice Presidents as Executive Vice President and the Vice President so designated shall be first in order to perform the duties and exercise the power of the President in the absence of that officer.

SECTION 5.4. Secretary. The Secretary shall attend all meetings of the members and the Board of Directors, and shall record the proceedings thereof in the minute book or books of the corporation. The Secretary shall give notice, in conformity with

these By-Laws, of meetings of members and, where required, of the Board of Directors. The Secretary shall perform all other duties incident to his office or which may be assigned to him by the Board of Directors or the President.

SECTION 5.5. Treasurer. The Treasurer shall have custody of all of the funds, notes, bonds, and other evidences of property of the corporation. The Treasurer shall deposit or cause to be deposited in the name of the corporation all monies or other valuable effects in such banks, trust companies, or other depositories as shall from time to time be designated by the Board of Directors. The Treasurer shall make such disbursements as the regular course of the business of the corporation may require or the Board of Directors may order. The Treasurer shall perform all other duties incident to his office of which may be assigned to him by the President of the Board of Directors.

SECTION 5.6. Assistant Secretary and Assistant Treasurer. The Assistant Secretary or Assistant Secretaries and Assistant Treasurer or Assistant Treasurers, if elected, shall, in such order as the Board of Directors may determine, perform all of the duties and exercise all of the powers of the Secretary and Treasurer, respectively, during the absence or disability of, and in the event of a vacancy in the office of the Secretary or Treasurer, respectively, and shall perform all of the duties assigned to him or them by the President, the Secretary in the case of Assistant Secretaries, the Treasurer in the case of Assistant Treasurers, or the Board of Directors.

SECTION 5.7. Absence of Officers. In the absence or disability of the President and Vice President, or Vice Presidents if more than one, the duties of the President (other than the calling of meetings of the stockholders and the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary and of the Assistant Secretary, or Assistant Secretaries if more than one, or of the Treasurer and the Assistant Treasurer, or Assistant Treasurers if more than one, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

SECTION 5.8. Salaries. The salaries and compensation, if any, of officers, agents, and employees shall be determined by the Board of Directors.

SECTION 5.9. Removal From Office. The Board of Directors may at any time, for or without cause, remove from office or discharge from employment any officer, subordinate officer, agent,

or employee appointed by it or by any person under authority delegated by it. The Board of Directors may elect a successor for any officer whose office becomes vacant for any reason.

ARTICLE VI

COMMITTEES OF THE BOARD

SECTION 6.1 Establishment of Committees. The following standing committees shall be formed as duly constituted committees of the Board of Directors: Grievance Committee, Membership Committee, Plan Review Committee, Utilization Review/Quality Assurance Committee and Research and Cost Containment Committee. Each committee shall develop and implement its functions and operations in accordance with the directives, policies and guidelines of the Board of Directors.

SECTION 6.2 Other. The Board of Directors may appoint or establish such other committees, either standing or temporary, for such other purposes as it shall determine.

SECTION 6.3 Committee Membership; Powers. All committee members shall be members of the corporation, except as otherwise determined by the Board of Directors. Unless specifically provided to the contrary, the powers of all committees shall be subject to review by the Board of Directors.

ARTICLE VII

AUDIT OF BOOKS

The Board of Directors may cause a complete audit to be made of the books of the corporation at least once each fiscal year and more often if required by the Board of Directors, and shall thereafter make appropriate reports to all members of the Board of Directors and of the corporation. The Board of Directors may appoint a person, firm, or corporation engaged in the business of auditing to act as the auditor of the corporation.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 8.1. Contracts. The Board of Directors may by general or special resolution authorize the President and/or any other officer or officers of the corporation to enter into any contract or to execute and deliver any document, instrument, or writing of any nature in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 8.2. Signing of Checks. All checks, letters of credit, drafts, or orders for the payment of money, notes, or other evidences of indebtedness shall be signed by two (2) officers of the corporation and in such manner as shall from time to time be determined by general or special resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and one (1) other officer of the corporation.

SECTION 8.3. Facsimile Signatures. The Board may from time to time by resolution, provide for the execution of any corporate instrument or document, including, but not limited to checks, letters of credit, drafts, and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

SECTION 8.4. Funds. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX

INSPECTION OF CORPORATE RECORDS AND BY-LAWS

SECTION 9.1. Inspection of Corporate Records. The books of account and the minutes of proceedings of the members and directors shall be open to reasonable inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand of a majority of the members. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made in writing upon the President, the Secretary, or any Assistant Secretary of the corporation. The corporation shall have a reasonable period of time to respond to such demand for inspection. Notwithstanding the foregoing, no records of any proceedings of the Credentials Committee regarding any individual physician shall be subject to disclosure.

SECTION 9.2. Inspection of By-Laws. The corporation shall keep in its principal office for the transaction of business a copy of the By-Laws of the corporation as amended or otherwise altered to date, which shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE X

LIABILITY AND INDEMNIFICATION

SECTION 10.1. Liability. Any person who serves as a director or officer of the corporation without remuneration or the expectation of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person's performance of, or failure to perform, the duties of the position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

SECTION 10.2. Indemnification

(a) As used in this Section 10.2, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" include, without limitation, attorneys' fees and any expenses of a completed proceeding.

(b) The corporation shall indemnify each person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that he is or was an agent of the corporation, against expenses, judgments, fines, settlement and other amounts actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, 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 the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) The corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was an agent of the corporation, against expenses actually and reasonably incurred by him in connection with the defense or settlement of such action if the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, 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 duty to the corporation 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 of the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(d) To the extent that an agent has been successful on the merits or otherwise in defense of any proceeding referred to in paragraph (b) or (c) of this Section 10.2, or in defense of any claim, issue or matter therein, the agent shall be indemnified by the corporation against expenses actually and reasonably incurred by him in connection therewith.

(e) Any indemnification under paragraph (b) or (c) of this Section 10.2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (b) or (c). Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding, or (ii) if such a quorum is not obtainable, by independent legal counsel in a written opinion to the corporation or (iii) by the members.

(f) Expenses incurred in defending any proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Section 10.2.

(g) Notwithstanding anything to the contrary herein contained, any indemnification under this Article X shall exclude any professional liability (i.e., malpractice) claim or any similar claim asserted against any agent of the corporation or any other claim resulting from, arising out of or connected with the conduct of such agent's acupuncture practice.

(h) Any indemnification pursuant to this Section 10.2 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs and personal representatives of such a person.

(i) The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in any such capacity or arising out of the agent's status as such,

whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Section 10.2.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation shall be such as may from time to time be established by the Board of Directors.

ARTICLE XII

AMENDMENT TO BY-LAWS

The power to amend or repeal these By-Laws is vested in the directors in accordance with the provisions of the Articles of Incorporation.

The undersigned, constituting the entire Board of Directors of the corporation, hereby adopt the foregoing as the bylaws of the corporation this 11th day of September, 1997..



Joni Kroll


AMENDMENT (A)

As of April 1, 2010 the Board of Directors of AcuPlan Hawaii voted to amend article 4.1 (b) of the By-Laws, as allowed in article XII.

4.1 (b) has been changed to read:

The members shall elect (2) regular directors who may be members of the corporation OR may be members of the community at large.

The undersigned, constituting the entire Board of Directors of the corporation hereby adopt Amendment (A) on this 1st day of April, 2010

Gloria Martin, President

Wai Low, Member

Michael Howden, Member