

AMENDED AND RESTATED CONSTITUTION AND BYLAWS

OF

THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED,

a Non-Profit Corporation

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**AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF
THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED**

THESE AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED (these “Bylaws”) are effective as of the 26th day of October, 2013 by an affirmative vote of at least a two thirds (2/3) majority of the Voting Members of the North Carolina Chiropractic Association, Incorporated, in accordance with and conducted pursuant to the Constitution and By-Laws of The North Carolina Chiropractic Association (last revised October 6, 2012). These Bylaws amend, replace and supersede the Constitution and By-Laws of The North Carolina Chiropractic Association (last revised October 6, 2012).

ARTICLE I - NAME, OFFICES, PURPOSES AND CODE OF ETHICS

- A. Name: The Name of the corporation is the “North Carolina Chiropractic Association, Incorporated”, hereinafter referred to as the “Association”.
- B. Principal Office: The principal office of the Association shall be located at such place as the Board of Directors of the Association (the “Board”) may fix from time to time, which location shall be within reasonable proximity of the state capital building in Raleigh, North Carolina.
- C. Registered Office: The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, the principal office.
- D. Other Offices: The Association may have offices at such other places, either within or without the State of North Carolina, as the Board may from time to time determine.
- E. Objectives: The objectives of this Association shall be:
 - 1. To serve as a representative membership organization of the chiropractic profession.
 - 2. To protect and promote the health and welfare of the public, and the science and art of chiropractic.
 - 3. To serve as the official representative of the chiropractic profession in the state of North Carolina.
 - 4. To develop, foster and maintain high standards of education, ethics, and professional competence among members.
- F. Mission Statement: The Mission Statement of the Association is “The North Carolina Chiropractic Association is a professional service organization providing a unified voice for all of its members. It is dedicated to promoting Chiropractic through public awareness, quality post-graduation education, legislative efforts, and securing equality in the healthcare arena. These

collective efforts assure continued growth of the profession, ultimately improving the overall wellbeing of North Carolina citizens through Chiropractic.”

G. Code of Ethics:

1. Members shall conduct themselves, both individually and collectively, in a manner calculated to maintain the highest level of professional and ethical conduct, by utilizing the Code of Ethics as a standard to assist in determining the propriety of their conduct in relation with patients, colleagues, members of other healthcare professions, and the general public.
2. Subject to applicable law: acceptance or rejection of prospective patients remains within the discretion of Physician Members; however, once a case is accepted, the patient shall neither be abandoned nor neglected under any circumstances in an emergency; nor may Physician Members withdraw from a case without giving the patient sufficient notice to permit the patient an opportunity to secure other healthcare.
3. Subject to applicable law: Physician Members shall honor doctor-patient confidentiality, which shall remain in all cases the exclusive province and privilege of the patient, and no information may be divulged without the express authority of the patient.
4. Physician Members shall neither exaggerate nor minimize the condition of their patients, nor shall Physician Members offer false hope or treatment not reasonably calculated to improve the patient’s condition.
5. Subject to applicable law: Physician Members shall seek additional healthcare consultation whenever advisable or requested to do so by the patient.
6. Physician Members should administer principles of Chiropractic treatment only where reasonably calculated to improve the condition of the patient, and should readily refer all other cases to such healthcare professionals as may be reasonably calculated to more properly or successfully treat the patient.
7. Subject to applicable law: Physician Members should submit all professional, ethical, or organizational disputes between or among themselves to the Ethics & Grievance Committee, and, to the extent permitted by law, shall be bound by the Ethics & Grievance Committee’s decision.
8. Physician Members shall, by attendance at professional seminars, reading professional literature, and by all other reasonable means, avail themselves with the latest scientific knowledge, skills, and procedures of their profession in order to best serve their patients. Physician Members should use meticulous care in the exercise of their skills and diligence in the application of their education and experience.

9. Members shall abide by all applicable laws and regulations pertaining to or relating to the Chiropractic profession.
10. While educational or collective-type advertising may be permissible, Physician Members shall not advertise in any form that may be construed as false, misleading, deceptive, fraudulent, in violation of any applicable law, and/or in violation of the rules of the North Carolina Board of Chiropractic Examiners.
11. Subject to applicable law: Physician Members shall not try to solicit then current patients of another Chiropractor away from that other Chiropractor (i.e., Physician Members shall not attempt to “patient poach” from other Chiropractors). For the sake of clarity, reasonable and ethical advertising intended for the general public shall not be considered a violation of the immediately previous sentence.
12. Subject to applicable law: Physician Members shall not represent themselves as possessing exceptional skills, qualifications, or achievements, if such representation would tend to elevate such representing Physician Member above other colleagues, unless such representation complies with the applicable guidelines promulgated by the North Carolina Board of Chiropractic Examiners.
13. Subject to applicable law: Physician Members shall report to the Ethics & Grievance Committee any illegal, unethical, or incompetent conduct of fellow Chiropractors.
14. Physician Members shall not participate in any division of professional fees, other than those based on actual services rendered and in compliance with applicable law.
15. Physician Members’ fees shall be reasonable and shall compensate Physician Members for services actually rendered.
16. Subject to applicable law: Physician Members shall freely share scientific and professional knowledge with other Chiropractic Physicians and other members of the healthcare arts in order to maximize the benefit to all people.
17. Conduct that is illegal, unethical, and/or incompetent shall be in violation of the Code of Ethics.
18. No code or set of rules can particularize all ethical responsibilities of Chiropractic Physicians in the various phases of professional life. The enumeration of obligations in this Code of Ethics is not exhaustive, and does not constitute a denial of the existence of other obligations. This Code of Ethics is not intended to limit that which can be brought before, and dealt with by, the Ethics & Grievance Committee. Without limiting the generality of the immediately preceding sentence, questionable items and actions by Members may be brought before, and dealt with by, the Ethics & Grievance Committee, regardless of whether or not this Code of Ethics specifically addresses the action or item in question.

19. The Ethics & Grievance Committee may, from time to time, recommend supplements to this Code of Ethics, which supplements, although not a part of these Bylaws, shall take effect upon approval of such supplements by the Board, without any amendment to these Bylaws being necessary. The Association shall distribute such supplements to this Code of Ethics to Physician Members.

ARTICLE II - MEMBERSHIP CLASSES, DUES, AND DISTRICTS

- A. Classes: Initially there shall be eight (8) classes of membership in the Association, which initial classes are listed below (as may be changed from time to time, and collectively, the “General Membership”, with the members thereof being the “Members”). If an applicant fits into more than one class of membership, which class is assigned shall be at the Association’s discretion. The Executive Director of the Association may recommend to the Board changes to the classes of membership (including, but not limited to, adding and removing classes), and the Board can make changes to the classes upon a majority vote of the Board, without any amendment to these Bylaws being necessary. Chiropractic Physicians who are Members are sometimes referred to in these Bylaws as “Physician Members”. Members who, pursuant to this Article II, are entitled to vote, are sometimes referred to in these Bylaws as “Voting Members” or the “Voting Membership”.
 1. Active Members. A Chiropractic Physician who is licensed to practice as a Chiropractic Physician in North Carolina, shall, upon application to and approval by the Association, be an Active Member. Active Members shall be entitled to vote and to hold office.
 2. Non-Resident Members. A Chiropractic Physician who is licensed to practice as a Chiropractic Physician in North Carolina, but neither resides nor practices in North Carolina, shall, upon application to and approval by the Association, be a Non-Resident Member. Non-Resident Members shall not be entitled to vote or hold office.
 3. Student Members. A student who is enrolled in a Chiropractic college approved by the North Carolina Board of Chiropractic Examiners, shall, upon application to and approval by the Association, be a Student Member. Student Members shall not be entitled to vote or hold office.
 4. Non-Practicing Members. A Chiropractic Physician who is not in active practice in the state of North Carolina, or a layperson, shall, upon application to and approval by the Association, be a Non-Practicing Member. Non-Practicing Members shall not be entitled to vote or hold office.
 5. Honorary Members. Any person who the Association desires to honor because of special service rendered to the Chiropractic profession may be granted honorary membership by a vote of three-fourths ($\frac{3}{4}$) of the Voting Members present and voting at a Voting Membership meeting. Honorary Members shall not be entitled to vote or hold office.

6. Chiropractic Assistant Members. Any person employed by an Active Member, or a graduate of a Certified Chiropractic Assistant course, shall, upon application to and approval by the Association, be a Chiropractic Assistant Member. Chiropractic Assistant Members shall not be entitled to vote or hold office.
 7. Business Member. Any entity or person with an affiliation with or interest in the Association, shall, upon application to and approval by the Association, be a Business Member. Business Members shall not be entitled to vote or hold office. Without express prior written consent by the Association, Business Members shall not (i) use the Association's logo, (ii) use the Association's name, or (iii) claim any endorsement by the Association.
 8. Legislative Support Member. Any person who contributes to the Association-PAC shall, upon application to and approval by the Association, be a Legislative Support Member. Benefits of Legislative Support Member status shall include legislative updates. Legislative Support Members shall not be entitled to vote or hold office. Without express prior written consent by the Association, Legislative Support Members shall not (i) use the Association's logo, (ii) use the Association's name, or (iii) claim any endorsement by the Association.
- B. Dues: Subject to the approval of the Board, all dues and payment plans shall be set by the Executive Director.
- C. Assessments: Emergency assessments for any unusual or special financial needs of the Association may be levied against Active Members by the Board not to exceed Two Hundred Fifty and No/100 Dollars (\$250.00) in any one (1) year. Any other emergency assessments must be approved by the Voting Members.
- D. Suspension, Expulsion or Denial of Membership: Membership and/or the privileges thereof may be revoked, suspended, terminated and/or denied upon the Board's determination that a Member has:
1. failed to adhere to or abide by (i) any part of these Bylaws (including, but not limited to, the Code of Ethics and the Mission Statement) or any other governing or guidance document of the Association (as any of the aforementioned may be amended from time to time, and including any replacements of any of the aforementioned); (ii) Chapter 90 of the North Carolina General Statutes (as the same may be amended from time to time) or any replacements thereof; and/or (iii) the rules and regulations of the North Carolina Board of Chiropractic Examiners (as the same may be amended from time to time) or any replacement thereof; and/or
 2. exhibited a continued course of ungentlemanly conduct evidencing a deliberate intent to obstruct the orderly progress of a meeting or meetings of the Association; and/or
 3. exhibited a continued course of ungentlemanly conduct that reflects poorly upon the Association.

- E. Districts: The Association shall be divided geographically into districts (collectively, the “Districts”, with each being a “District”). The number of Districts and the boundaries of the Districts shall be determined and changed at the discretion of the Board, and upon any such change the Board may then make such corresponding changes as it deems appropriate. Any Member may become a member in the District in which the Member practices (according to the practice address then on file with the Association). The Voting Members of each District shall annually elect a District President. The District President must have a minimum of three (3) years as (i) a Chiropractic Physician licensed in North Carolina, and (ii) an Active Member. The District President may appoint a District Vice President and a District Secretary-Treasurer. With the prior approval of the Board, the District President may appoint up to three (3) Regional Vice Presidents and/or City District Representatives, in any combination thereof, but in no event more than three (3) total. Each year the District President of each District shall submit the name(s) of the candidate(s) running for District President to the Nominating Committee not less than eighty (80) days prior to that year’s Fall Convention.
- F. Dues: No later than November 1st of each year, each District President may submit an annual budget request (which shall include district dues revenue and a detail of district expenses) for consideration by the Board in the Association’s annual operating budget. All cash management and accounting for District activities shall be maintained by the Association.
- G. Local Organizations: Nothing herein shall prevent the organization of local Chiropractic organizations or societies. However, they shall not have the authority to obligate the Association in any manner without proper written permission first having been obtained from the Board.

ARTICLE III - OFFICERS

- A. Titles: The officers of the Association (collectively, the “Officers”, with each being an “Officer”) shall be one (1) President, one (1) Immediate Past President, one (1) Senior Vice President, one (1) Vice President, one (1) Secretary, and one (1) Treasurer.
- B. Terms of Office: Officers shall have a term of one (1) year, beginning on January 1st following the fall election. An Officer who serves three (3) consecutive terms in a particular Officer position is required to not serve in that particular Officer position for a minimum of one (1) year.
- C. Nominations and Elections: The Association’s Nominating Committee shall consist of the District Presidents and the Association’s Immediate Past President. The Immediate Past President shall serve as the Chair of the Nominating Committee. Each year the Association’s Nominating Committee shall nominate one (1) or more qualified candidates for each Officer position (except the Immediate Past President position) and each District President position, and shall, not less than sixty (60) days prior to that year’s Fall Convention, notify the Voting Membership of the names of said nominees. Additional nominations may be made by any Member via written notice to the Association that is received by the Association not less than thirty (30) days prior to that year’s Fall

Convention (nominations shall not be accepted thereafter, from the floor or otherwise). The nomination slate shall be made available to the Voting Members not less than twenty-one (21) days prior to that year's Fall Convention. The Association shall use reasonable efforts to send to each Voting Member a voting ballot via either US mail or electronic mail. Voting shall begin twenty-one (21) days prior to that year's Fall Convention and shall end seven (7) days prior to that year's Fall Convention. All valid ballots postmarked or electronically stamped before midnight of the last eligible day shall be counted. All voting shall be verified by the Executive Director, the President, and the Secretary. The results shall be made known during a Voting Membership meeting at that year's Fall Convention. The top vote-receiving candidate for each position shall thereby be elected to the applicable position, and the term therefore shall begin on January 1st following that year's Fall Convention. For the sake of clarity and to avoid confusion, the top vote-receiving candidate need not receive a majority vote to be elected. By way of example, but not limitation:

Candidate A, Candidate B, and Candidate C are the candidates for the President position. Candidate A receives forty-five percent (45%) of the valid votes, Candidate B receives thirty-five percent (35%) of the valid votes, and Candidate C receives twenty percent (20%) of the valid votes. Candidate A would thereby be elected to the President position.

D. Duties of Officers:

1. Contracts; Change of Policies. No Officer shall have the power to obligate the Association to contracts, agreements, or changes of policy without formal action by the Board and/or the Voting Membership (as the case may be).
2. President. The President shall preside over all meetings of the Voting Membership and of the Board. The President may call special meetings of the Board and of the Voting Membership. The President shall also serve as a member, ex-officio, with the right to vote, on all Committees except the Nominating Committee. Except as otherwise expressly provided for in these Bylaws, the President shall appoint the chairperson and the members of each of the Committees.

The President shall be responsible for serving, resourcing, guiding and directing the Board in identifying the key desired outcomes and ends of the organization, and then the accomplishment of those outcomes and ends in the pursuit of the organizational vision. The primary constituency of the President is the Board as a whole and the individual Directors. The President may be required to offer encouragement, accountability (e.g., for attendance, lack of focus on the right topics, inappropriate Board interference with staff, etc.), but the primary focus of the President should be to guide the Board toward the accomplishment of the vision for the Association. The President shall guide the Board in the evaluation of the Executive Director, which is directly linked to the outcomes and ends identified by the Board in support of the vision. The President shall have such other powers and perform such other duties as may be assigned by the Board.

3. Senior Vice President. The Senior Vice President shall, in the case of death, absence, resignation, disqualification, refusal, or inability of the President to discharge the duties of the President, preside and perform the duties of the President during such absence, inability or unexpired term. The Senior Vice President shall assist the President in directing the affairs of the Association. The Senior Vice President shall have such other powers and perform such other duties as may be assigned by the Board.
4. Vice President. The Vice President shall assist the President in directing the affairs of the Association, and shall be the chairperson of the Membership Committee. The Vice President shall have such other powers and perform such other duties as may be assigned by the Board.
5. Secretary. The Secretary shall be the recording and corresponding officer of the Association and the Board. The Secretary shall keep a record of all the minutes of all meetings. The Secretary shall have such other powers and perform such other duties as may be assigned by the Board.

If a majority of the Board petitions the President for a meeting of the Board, and the President refuses or fails to, within seven (7) days of such petition, schedule a meeting of the Board that will take place within twenty (20) days of such petition, the Secretary shall call such a meeting.

The Board may delegate duties of the Secretary to Director(s) and/or staff member(s). An assistant may be appointed to assist the Secretary at meetings.

6. Treasurer. The Treasurer shall report on the financial condition of the Association at all meetings of the Board, at other times called upon by the President, and at the end of each fiscal year. The Treasurer shall be the chair of the Finance Committee. The Treasurer shall have such other powers and perform such other duties as may be assigned by the Board.
- E. Qualifications for Certain Officer Positions: A candidate for election to the office of President, Senior Vice President, or Vice President shall be required to have (i) been an Active Member, in good standing, for no less than the five (5) consecutive years immediately previous to such candidacy, (ii) served at least two (2) years on the Board, and (ii) served as a District President. The Board, in its discretion, may waive one (1) or more of these requirements if a candidate is deemed to be otherwise qualified to hold office.
- F. Executive Board: The Executive Board shall consist of the President, Senior Vice President, Vice President, Secretary, and Treasurer. The duties of the Executive Board shall be:
1. Make recommendations to the Board regarding the Board's exercising of the corporate responsibility and fiduciary duties of the Association consistent with applicable law.
 2. Make recommendations to the Board regarding policies, positions and procedures.

3. Annually review the performance of the Executive Director.

ARTICLE IV - DIRECTORS

A. Terms of Office: Directors shall have a term of one (1) year.

B. Composition: The Board shall be composed of the following Directors:

1. The President, Immediate Past-President, Senior Vice-President, Vice President, Secretary, and Treasurer of the Association.
2. Provided that the North Carolina Board of Examiners submits to the Nominating Committee not less than eighty (80) days prior to that year's Fall Convention a list of no more than three (3) nominees who are members of the North Carolina Board of Examiners, and who are then Active Members of the Association in good standing:

(i) the Nominating Committee shall submit said nominees to the Voting Members for confirmation;

(ii) the Voting Members shall elect two (2) such nominees according to the voting procedures outlined in Article III, Section D.

If, during such confirmed nominee's term on the Board, such confirmed nominee should at any time no longer be a member of the North Carolina Board of Examiners (by expiration of that term, removal, resignation, termination, or otherwise), such confirmed nominee shall automatically no longer be a Director and his or her seat on the Board shall immediately be vacant.

3. The one (1) President of each District.

C. Authority and Responsibility:

1. The affairs of the Association shall be managed by the Board (except as otherwise specifically stated in these Bylaws) in accordance with the provisions of applicable law, the Articles of Incorporation of the Association, and these Bylaws.
2. Except as these Bylaws otherwise prescribe, the Board shall only act in the name of the Association when it shall be regularly or specially convened by the President after due notice to all Directors of such meeting, with a quorum present, and then only after a majority of the Directors present at the meeting shall have voted in favor of such action (unless a greater amount is required by these Bylaws or applicable law).
3. The Board shall receive reports from each Committee, and may adopt or reject such reports.

4. An incoming Director who did not serve on the Board the then immediately preceding year shall complete an orientation program prior to serving on the Board.
- D. Conflict of Interest: A Director shall inform the Board of any direct or indirect conflict of interest which the Director has with regard to any matter contemplated by the Board (a “Director Conflict of Interest”). Without limiting the generality of the foregoing, a Director Conflict of Interest shall include, but not be limited to, actions concerning a transaction:
- (i) in which one (1) or more Directors have a material financial interest;
and
 - (ii) in which one (1) or more Directors are presently serving as a director, trustee, officer or general partner of another party involved in the transaction in question.

Subject to applicable law: a Director with a Director Conflict of Interest may participate in the discussion, but may not vote on the matter. Subject to applicable law: the matter is authorized, approved, or ratified by the vote of a majority of the Directors who have no Director Conflict of Interest (which must be more than one (1) Director), and when a majority of Directors who have no Conflict of Interest so vote, a quorum is deemed to be present at the meeting for purposes of that vote.

Every Officer, Director, Committee chairperson/member, council officer/member, Executive Director, staff and others as may be designated, shall, on an annual basis, disclose on a form furnished by the Secretary, any significant ownership or investment interest or employment relationship that is a potential conflict of interest with the interests of the Association. Examples of such conflicts include, but are not limited to, significant ownership or investment of three percent (3%) or more in stock or holding debt or other proprietary interests in any third party dealing with the Association, holding management positions, serving on the board, being formally employed by any third party dealing with the Association, receiving compensation, being a paid consultant, and receiving any form of reimbursement for services for one (1) or more transactions involving the Association. Additional examples involve holding any interest in real estate, securities or other property the Association owns or may consider buying; using staff time during normal business hours on non-Association matters; and working for other entities to the detriment of the Association.

Entities subject to the above-listed interests or activities include, but are not limited to:

1. Any of the following entities that are not affiliated with the Association: managed care organization, IPA or other business entity that contracts, leases or otherwise involves management of or compensation for services rendered by Chiropractic Physicians.
2. Any private organization that reviews and/or makes recommendations (advisory and/or binding) on the professional services rendered by Chiropractic Physicians.

3. Any entity that competes with the Association or Association-affiliated organizations.

The Board may approve additional conflict of interest policies, without any amendment to these Bylaws being necessary. This Conflict of Interest policy, and any additional conflict of interest policies approved by the Board, shall be overseen and enforced by the Conflicts of Interest Committee.

ARTICLE V - REMOVAL, RESIGNATION, VACANCIES

A. Removal:

1. Any Director may be removed at any time, with or without cause, by no less than a two-thirds (2/3) vote of the Board.
2. Any Director may be removed at any time by a majority vote of the Board that said person has:
 - (1) failed to adhere to or abide by (i) any part of these Bylaws (including, but not limited to, the Code of Ethics and the Mission Statement) or any other governing or guidance document of the Association (as any of the aforementioned may be amended from time to time, and including any replacements of any of the aforementioned); (ii) Chapter 90 of the North Carolina General Statutes (as the same may be amended from time to time) or any replacements thereof; and/or (iii) the rules and regulations of the North Carolina Board of Chiropractic Examiners (as the same may be amended from time to time) or any replacement thereof; and/or
 - (2) exhibited a continued course of ungentlemanly conduct evidencing a deliberate intent to obstruct the orderly progress of a meeting or meetings of the Association; and/or
 - (3) exhibited a continued course of ungentlemanly conduct that reflects poorly upon the Association.

B. Absence: Any Director who is absent from two (2) regular meetings of the Board during a single calendar year shall be automatically removed from the Board; provided however, that the Board may, for good cause shown, expressly excuse one (1) or more such absences.

C. Universality of Removal: Any removal of a Director shall immediately remove that Director from all other positions with the Association. By way of example, but not limitation, if a Director is an Officer, and said Director is removed as a Director, said Director's position as an Officer would automatically terminate contemporaneously with said removal. By way of further example, but not limitation, if a Director is a District President, and said Director is removed as a Director, said Director's position as a District President would automatically terminate contemporaneously with said removal. Such removal of a Director would not automatically revoke that Director's status as a Member, but such revocation could take place pursuant to the terms of these Bylaws.

- D. Resignation: Any Director may resign at any time by communicating such resignation to the Secretary. A resignation is effective when it is communicated unless it specifies in writing a later effective date.
- E. Vacancies:
1. In the event of a vacancy of the President position, said vacancy shall be filled by the Senior Vice President.
 2. In the event of a vacancy of a District President position, the applicable District shall fill any vacancy of its seat on the Board by special election.
 3. In the event of a vacancy of a Board seat described in Article IV, Subsection B.2. (i.e., a seat occupied by a member of the North Carolina Board of Chiropractic Examiners), then the North Carolina Board of Examiners may submit one (1) or more names for consideration by the Board. The Board may then appoint one (1) such nominee to serve the remainder of the term so filled, or the Board may reject all such nominees.
 4. Except as otherwise provided for above in this Article V, Subsection E, a vacancy shall be addressed in the following manner: the President shall nominate one (1) or more persons to fill a vacancy, and the Board shall vote thereon.
 5. If necessary, the applicable process shall be repeated until such time as the vacancy is so filled, or the vacancy is filled by the next regular election, whichever comes first. Any such appointment shall be for the remainder of the term of the position so filled.

ARTICLE VI - BOARD MEETINGS

- A. Quarterly Meetings: The Board shall meet at the call of the President quarterly.
- B. Fall Convention Board Meeting: One of the Quarterly Meetings shall be held at the Fall Convention. If the Fall Convention is not held as designated by these Bylaws, a substitute Fall Convention Board meeting may be called by or at the request of the Board, and such meeting shall be designated and treated for all purposes as the Fall Convention Board meeting.
- C. Special Meeting: Special meetings of the Board shall be called upon the request of the President or any two (2) Directors, or as is otherwise specified in these Bylaws.
- D. Place of Meetings: Meetings of the Board may be held at (i) the principal office of the corporation or (ii) at such other place within or without the State of North Carolina as shall be designated in the notice of the meeting, or as agreed upon at or before the meeting by a majority of the Directors.
- E. Notice of Meetings: The Secretary shall serve notice of each Board meeting to the Directors by mail or electronic mail at least five (5) days before the applicable meeting.

Unless otherwise indicated in the notice, any and all business may be transacted at a meeting. Attendance by a Director at a meeting shall constitute a waiver of notice, except in the event that a Director attends for the express purpose of objecting to notice not being properly given.

- F. Quorum: A majority of the Directors present shall constitute a quorum.
- G. Manner of Acting: Except as otherwise expressly required these Bylaws or law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- H. Action Without Meeting: Action taken by the Board or a Committee without a meeting is nevertheless the action of the Board or the Committee (as the case may be) if written consent to the action in question is signed by all of the Directors or members of the Committee (as the case may be) and filed with the minutes of the proceedings of the Board or Committee (as the case may be), whether done before or after the action is taken.
- I. Meeting by Conference Telephone: Any one (1) or more members of the Board, a Committee or District board may participate in a meeting of the Board, Committee or District board meeting by means of a conference telephone or similar communications device which allows all of the participants in the meeting to simultaneously hear each other during the meeting (including, but not limited to, videoconference), and such participation in a meeting shall be deemed present in person at such meeting.

ARTICLE VII - EXECUTIVE DIRECTOR AND STAFF

- A. Appointment: The Board may employ a salaried head of staff with the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.
- B. Authority and Responsibility:
 - 1. The Executive Director shall be responsible for all day-to-day operations and management functions of the Association, in accordance with these Bylaws, and the policies, goals and objectives set by the Board. The Executive Director shall be (i) under the supervision of the President, and (ii) a non-voting, ex-officio member of the Executive Board and the Board (provided that the Executive Board and the Board may go into executive sessions that exclude the Executive Director).
 - 2. The Executive Director shall employ and fix the compensation of (within the approved budget), and may terminate the employment of, staff members to carry on the work of the Association. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be, per the Executive Director's reasonable judgment, in the best interest of the Association.
 - 3. The Executive Director shall be the spokesperson for the Association.

ARTICLE VIII - MEMBERSHIP MEETINGS

- A. Conventions: There shall be two (2) Association conventions per calendar year (the “Spring Convention” and the “Fall Convention”), with each being no less than two (2) days in duration. There shall be a Voting Membership meeting held at the Fall Convention. The Board may call for a Voting Membership meeting to be held at the Spring Convention. The agenda for a Voting Membership meeting shall be mailed to the Voting Membership at least ten (10) days in advance of the Voting Membership meeting.
- B. Quorum: A quorum at Voting Membership meetings shall be the greater of (i) the minimum required by applicable law, or (ii) five percent (5%) of Voting Members.

ARTICLE IX - COMMITTEES

- A. **Standing Committees**: The President shall, within sixty (60) days of taking office, appoint a chairperson of each of the then-existing committees of the Association (collectively, the “Committees”, with each being a “Committee”). There shall be the following standing Committees:
 - 1. Awards Committee
 - 2. Nominating Committee
 - 3. Conflicts of Interest Committee
 - 4. Constitution and Bylaws Committee
 - 5. Ethics & Grievance Committee
 - 6. Finance Committee
 - 7. Insurance Committee
 - 8. Legislative Committee
 - 9. Membership Committee
- B. **Other Committees** : Additional and special committees may be recommended by the Executive Director and/or the President to the Board. The Board may create additional and special Committees without amendment to these Bylaws being required.
- C. **Committee Changes**: Any change to Association policy requires Board notice and approval, as does any change in Committee make-up.
- D. **Terms of Office**: Each chairpersons and members of each Committee shall hold his/her position until the end of the calendar year in which he/she took his/her position.
- E. **Duties**: The President, with the advice of the Board, shall set forth in writing the duties of any new or special Committee at the time of such Committee’s formation.

- F. Chairperson Responsibilities: Each Committee chairperson shall make his/her best effort to provide leadership and consistency to the activities of the Committee, use a consensus-based approach to make Committee decisions, and build a productive results oriented workgroup within the framework of Association's governing documents and stated policies.
- G. Board Notification: Committee items that could materially affect the Association require notification to the Board. Examples include, but are not limited to, items with a fiscal impact and situations that could potentially create a crisis for the Association or that may result in a negative image or damage to the reputation of Association.
- H. Attendance: Committee chairpersons and members must have time available to participate in regular meetings, emergency meetings, and other called meetings, and to complete tasks on time. If a Committee member cannot attend a meeting, notice should be provided to the Committee chairman prior to the start of the meeting.
- I. Meetings: Each Committee shall meet and/or conference call on at least an as-needed basis, with an agenda covering current discussion topics, old business, and new business items. The Committee chairperson shall provide the meeting agenda to all Committee members no less than seventy-two (72) hours prior to the meeting. Minutes of the meeting shall be taken, and then completed and distributed to the Committee members within five (5) business days of the meeting.
- J. Reporting: Committee chairpersons are required to report the activities, progress and potential obstacles of the Committee activities to the Board at each regularly scheduled Board meeting, either in person, or by written report, unless granted an exception by the President.
- K. Mentorship: Each committee chairperson shall mentor a minimum of one (1) committee member to succeed the committee chairperson. No later than November 1st of each year, each Committee chairperson shall recommend to the President one (1) individual to succeed the Committee chairperson. Such recommendation shall include a statement on the recommended person's ability to serve as that Committee's chairperson.

ARTICLE X - FINANCE

- A. Fiscal Year: The fiscal year shall begin on January 1st and end on December 31st.
- B. Bonding: All officers and employees having care, custody, or control of property belonging to the Association must be adequately bonded at the Association's expense.
- C. Budget: No later than December 31st of each year, the Executive Director shall present an annual, balanced budget to the Board for consideration. Said proposed budget shall be subject to the review, revision and approval of the Board. No later than January 31st of each year, the Board shall pass a budget for that fiscal year.

- D. Review: Quarterly, or more often at the discretion of the Board and/or the Finance Committee, the Finance Committee shall provide to the Board, and the Board shall review, the budget, incurred expenses, and other applicable fiscal reports.

ARTICLE XI - AFFILIATION

The Association, by a two-thirds (2/3) vote of the Voting Members at any regular or called meeting of the Voting Membership, with quorum present, may affiliate with any state or national organization having the same or similar purposes as the Association.

ARTICLE XII - INDEMNIFICATION

- A. General Policy: It shall be the policy of the Association to indemnify to the maximum extent permitted by law any one (1) or more of the Directors, Officers, Committee or council chairpersons, employees, or agents of the Association, and former Directors, Officers, Committee or council chairpersons, employees, or agents of the Association, and persons who serve or have served at the request of the Association as Directors, Officers, Committee or council chairpersons, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, decrees, orders, findings, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, or threat thereof, whether civil, criminal, investigative, administrative or otherwise (each being a "Proceeding") and against reasonable costs and expenses (including reasonable attorneys' fees) in connection with any Proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.
- B. Use of Corporate Funds: The Association may advance expenses in connection with any Proceeding to any such person in accordance with applicable law. The use of funds of the Association for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section A of this Article (collectively the "Indemnified Parties" and each being an "Indemnified Party") shall be deemed a proper expense of the Association.
- C. The rights of this Article:
1. Shall not be exclusive of other rights to which an Indemnified Party may be entitled as a matter of law.
 2. Shall inure to the benefit of the heirs, executors and administrators of the Indemnified Parties.
 3. Shall not apply to any Indemnified Party insofar as any judgments, decrees, orders, findings, costs and expenses incurred in or imposed in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have acted in bad faith.

ARTICLE XIII - AMENDMENTS TO THESE BYLAWS

A. Proposed Amendments:

1. All proposed amendments to these Bylaws must be in writing.
2. Proposed amendment(s) may be initiated by any Voting Member at a spring or fall Voting Membership meeting, and advanced with a majority vote at said meeting, or, at any time by the Board. The Constitution and Bylaws Committee shall then have ninety (90) days to evaluate the proposed amendment(s) and make recommendations to the Voting Members for approval, modification or rejection of the proposed amendment(s). The proposed amendment(s), along with the Constitution and Bylaws Committee's comments, shall be submitted to the Secretary, in writing, not less than thirty (30) days prior to that year's Spring Convention or Fall Convention (as the case may be). The Association shall use reasonable efforts to send to the Voting Members the proposed amendment(s) and the Constitution and Bylaws Committee's comments not less than ten (10) days prior to the applicable Spring Convention or Fall Convention (as the case may be). The proposed amendment(s) may be changed or altered during a Voting Membership meeting at said convention as a result of further discussion, proper motion and majority voting.
3. With respect to proposed amendment(s) that are not so modified, upon proper motion to do so, a vote shall be held in the following manner: the Association shall use reasonable efforts to send to each Voting Member the proposed amendment(s) and a voting ballot via either US mail or electronic mail, not later than seven (7) days following said Voting Membership meeting; such ballot voting shall begin seven (7) days following said Voting Membership meeting and shall end twenty-one (21) days following said Voting Membership meeting.
4. Any proposed amendment(s) that are modified at said Voting Membership meeting shall be submitted to the Constitution and Bylaws Committee for additional review and comment. The Constitution and Bylaws Committee shall have thirty (30) days to complete said review and provide comments to the Board. The Association shall use reasonable efforts to send to each Voting Member the proposed amendment(s), the comments from the Constitution and Bylaws Committee, and a voting ballot, via either US mail or electronic mail, not later than seven (7) days following the Board's receipt of Constitution and Bylaws Committee's aforementioned comments. Voting shall begin seven (7) days following said sending of the proposed amendment(s) to the Voting Members, and shall end twenty-one (21) days after said sending.
5. All valid ballots that are postmarked or electronically stamped before midnight of the last eligible day shall be counted. All voting shall be verified by the Executive Director, the President, and the Secretary. Any proposed amendment(s) having received at least two-thirds (2/3) of the verified votes cast shall become effective immediately following such verification of said vote; provided that in no event may a vote in which less than ten percent (10%) of the Voting Members participate in be a valid vote. The results shall be made known to the General Membership by

written or electronic communication within five (5) business days following certification of said vote.

- B. Review of these Bylaws : The Constitution and Bylaws Committee shall review these Bylaws every ten (10) years beginning in 2013, and from time to time as directed by the Board, and shall thereafter make recommendations to the Board regarding any real or perceived conflicts or shortcomings of the Constitution and Bylaws that may arise due to changes in the law or ethics that govern nonprofit associations or otherwise. Any recommendations may be acted on at the discretion of the Board in compliance with the procedures outlined in this Article XIII.

ARTICLE XIV - GENERAL PROVISIONS

- A. Parliamentary Procedure: Roberts' Rules of Order shall be the guide of parliamentary procedure at all meetings of the Association; provided that additional rules may be adopted at any meeting.
- B. Seal: The seal of the corporation shall bear the name of the corporation and the letters "N.C."
- C. Waiver of Notice: A Director or other person entitled to receive a notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, may, to the extent allowed by applicable law, waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or other Association records. To the extent allowed by applicable law, a Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- D. Checks: All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board may from time to time designate.
- E. Bond: The Board may by resolution require any or all officers, agents or employees of the Association to give bond to the Association, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.
- F. Severability: If any provision of these Bylaws or the application thereof to any person or circumstance shall be invalid or unenforceable to any extent, the remainder of these Bylaws and the application of such provisions to other persons or circumstances shall not be affected thereby, and the intent of these Bylaws shall be enforced to the greatest extent permitted by law.
- G. Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

1. (revised September 30, 1989)
2. (Article II (B) amended September 14, 1991)
3. (revised September 25, 1993)
4. (Article II §B1 and Article III §A amended April, 1997)
5. (revised July, 8, 1998)
6. (revised September 29, 1998)
7. (revised October 14, 1998)
8. (revised April 1, 2000)
9. (revised April 28, 2001)
10. (revised March 21, 2002)
11. (revised September 16, 2003)
12. (revised October 7, 2006)
13. (revised March 8, 2008)
14. (revised October 4, 2008)
15. (revised Article II, E., Article III, intro and B., revised Article III, E., revised Article IX-Finance., and revised Article XIII, Amendments. October 6, 2012)
16. (amended and restated October 26, 2013)