



Georgia
Chiropractic
Association

**GEORGIA
CHIROPRACTIC
ASSOCIATION, INC.

BYLAWS**

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Georgia Chiropractic Association, Inc. Bylaws
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**GEORGIA CHIROPRACTIC ASSOCIATION, INC.
BYLAWS**

**ARTICLE I
NAME**

This organization shall be known as the Georgia Chiropractic Association, Inc.

**ARTICLE II
PURPOSE**

The Georgia Chiropractic Association represents the chiropractic profession in Georgia, dedicated to improving health by fostering the highest standards of professional competency, by advocating public and government policies which expand the role of chiropractors as primary health care providers and by improving public awareness of chiropractic.

**ARTICLE III
MEMBERSHIP**

Section 1: Qualification, Privileges and Dues

There shall be seven (7) classes of membership: Active, Life, Associate, Student, Honorary, Supporting and Chiropractic Assistant.

a. **ACTIVE MEMBERSHIP** shall be composed of those Doctors of Chiropractic who are licensed and practicing in the State of Georgia. Annual dues are for the membership period beginning January 1 and extending through December 31. Dues may be paid by either of the following methods: (1) discounted by 13% for single payment made prior to January 15 for current year's dues; or (2) in 12 consecutive monthly payments by automatic bank draft. A 10% late fee shall increase any payment of dues not paid by the 15th of the month in which they are due.

- First year Georgia licentiates shall be granted free membership for one year, applicants shall be assessed an application fee.
- Second year Georgia licentiates shall be granted a 50% reduction of full active dues.
- Any increase or decrease in dues shall be approved by a 2/3 vote of the Board of Directors. Under special or hardship circumstances, annual dues for an individual member may be waived at the discretion of the Board of Directors.
- Active members are considered to be in good standing at any given point throughout the current membership year when their membership dues are current to within two months. Members who fail to meet this qualification will be considered ineligible to receive member benefits, or seek or hold elected office at the district or state level. Membership will be terminated on June 1 and/or December 31 for those not current with dues

payments. Members who are not in good standing at the time of the annual business meeting will not be eligible to vote during the business meeting.

- b. **LIFE MEMBERSHIP** may be granted at the annual meeting to a doctor who has provided exemplary service to the GCA. The names of candidates nominated by active and life members shall first be submitted to the Board of Directors for subsequent board approval by a 2/3 vote. Voting at the annual meeting shall be by ballot should there be more than two (2) candidates and the two (2) candidates receiving the greatest number of votes shall win. No more than two (2) Life memberships may be granted annually. Life membership carries all the privileges of active members and does not require payment of annual dues or registration fee for attendance to Spring and Fall Conference.
- c. **ASSOCIATE MEMBERSHIP** shall be composed of: (1) those licensed Doctors of Chiropractic, residing in Georgia and not engaged in active practice for one or more years (2) those licensed Doctors of Chiropractic residing in and actively practicing in another state or jurisdiction and (3) those licensed Doctors of Chiropractic who are currently employed as full time faculty at Life University. A state resident associate member must submit a written request for consideration for annual membership renewal to the executive director on or before December 1st. This request shall be endorsed either by a residing district director or the Chairperson of the Board and approved by the Board of Directors. An associate member may have the privileges of the floor but shall not vote.
- d. **STUDENT MEMBERSHIP** shall be composed of those persons presently enrolled in chiropractic colleges and seeking the degree of Doctor of Chiropractic. A Student Member may have privileges of the floor but shall not vote.
- e. **HONORARY MEMBERSHIP** may be conferred on a person in recognition of meritorious service rendered to the profession. Such membership shall be conferred by two-thirds (2/3) vote of the membership at the annual meeting. An honorary member shall have the privileges of the floor but may not vote. Honorary membership does not require payment of dues.
- f. **SUPPORTING MEMBERSHIP** shall be composed of those persons who are interested in the Georgia Chiropractic Association and wish to support the organization. Supporting members shall not vote.
- g. **CHIROPRACTIC ASSISTANT MEMBERSHIP** shall be composed of those persons who work in chiropractic offices as ancillary support staff. A Chiropractic Assistant Member may have the privileges of the floor but shall not vote.

Section 2: Application for Membership

- a. An application for membership shall be made to the membership committee.
- b. An application for new Active Membership with less than six (6) months remaining in the fiscal year shall have the dues for the current year prorated accordingly.
- c. The spouses of practicing Active members, who are also active practicing chiropractic in

joint or associate practice with their spouses in the same office location, shall be granted 50% reduction in dues for full Active membership.

- d. Member or applicants for Active membership 65 years of age or older will be granted a 50% reduction in annual dues. An Active member retiring from active practice will be granted a 75% reduction in dues for Active membership. Voting privileges are retained.

Section 3: Voting Privileges

All dues, past and current, as well as any other amounts payable, past and current, must be paid in full through the month preceding any business meeting to enable the member voting rights at that meeting.

Section 4: Resignation

- a. A member in good standing may resign from the association by sending a letter of resignation to the Executive Director. The Executive Committee shall terminate membership upon acceptance.
- b. No dues shall be refunded.
- c. If application for reinstatement is made, the applicant must file under new membership rules.

Section 5: Termination or Suspension of Membership

Section 5.1: The Board of Directors shall have the authority to cancel the membership of any member for nonpayment of dues, assessments and/or any sum owed by the member to the Association within sixty (60) days after the date due;

- a. Notice of said termination shall be required;
- b. Hardship case requests shall be referred to the Membership Committee;
- c. Members who have been terminated for non-payment of dues, assessments and/or any sum owing to the Association can be reinstated after ten (10) days upon payment of all amounts. If the delinquent period is more than six (6) months, a new membership application must be submitted along with full payment of membership dues for no less than one (1) quarter.

Section 5.2: The Board of Directors may censure, reprimand, suspend or expel a member for violation of its Bylaws or for any act, which unfavorably affects the Chiropractic profession or the reputation, or interests of the Association or its members;

- a. Any member who believes another member is guilty of Article III, Section 5.2 may make a written complaint to the Board of Directors;
- b. Upon receipt of said complaint, the Board of Directors shall schedule a hearing on the matter within thirty (30) days;

- c. The individual being accused and the complainant shall be notified via certified, return receipt requested mail of the hearing before the Board of Directors;
- d. A copy of the complaint will be forwarded to the accused;
- e. The Association, the accuser and the accused shall have the right to be represented by counsel and have their counsel present at the hearing;
- f. After hearing testimony from all parties, the Board of Directors shall meet in Executive Session to consider the testimony and decide if the charges are to be sustained;
- g. If the Board of Directors, by two-thirds (2/3) vote, sustains the charges against a member, they shall then determine the disciplinary action to be taken as cited in Article III, Section 5.2. The extent of such disciplinary action shall be determined by a two-thirds (2/3) vote of the members of the Board present and voting;

Section 5.3: Except in the instance of suspension for non-payment of dues, assessments and/or other summoning of the member to the Association, twenty (20) days' notice shall be given of the intent to terminate membership and the reasons thereof.

ARTICLE IV **OFFICERS**

Section 1: Officers

The officers of this association shall be a president, president-elect, secretary, treasurer and immediate past president. No officers may hold more than one office concurrently and must be an active or life member in good standing.

Section 2: Terms of Officers

All officers shall assume their duties at the conclusion of the annual meeting following their election and serve for one (1) year or until successors are duly elected and installed. The president may serve one consecutive term in that office and, upon completing that term, will assume the office of immediate past president. The president-elect may serve one consecutive term in that office and, upon leaving that office, will assume the office of president. There are no limitations on terms for the offices of secretary and treasurer.

Section 3: Duties of Officers

The duties of all officers shall be in the Policies and Procedures Manual.

Section 4: Nomination of Officers

- a. The nominating committee shall be elected by September 30 each year, with the committee consisting of one representative from each district, the name from each district being sent to the executive director by the district president. The president shall appoint a chairperson. Meetings shall then be held at the call of the chairperson. Members elected will assume their duties at the conclusion of the annual business

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meeting.

- b. The quorum shall be a majority of the members present.
- c. The Nominating Committee shall ensure that at least one eligible member is nominated and agrees to stand for election for each office, except president and immediate past president.

Section 5: Voting for Officers

Election shall be by electronic ballot only for any office except that of president and immediate past president. A majority or more than half of those voting shall be required to elect officers. Should there be more than two candidates for one office and no one candidate receives a majority of the votes cast, then a run-off election shall be held between the two candidates receiving the most votes.

Section 6: Vacancies of Office

If a vacancy occurs in the office of the president, the president-elect shall immediately fill the vacancy for the unexpired term and the following term. The vacant office of president-elect shall then be filled by a special election for the unexpired term and the following term. If a vacancy occurs in the office of the immediate past president, the next most immediate past president shall immediately fill the vacancy. A vacancy occurring in any office other than the president, president-elect or immediate past president shall be filled by appointment of the president with the approval of the Board of Directors.

ARTICLE V **MEETINGS**

Section 1: Annual Meeting

- a. The annual meeting shall be held at a time and location as determined by the Board of Directors.
- b. Members wishing to appear on the agenda, or present a motion to the membership at the annual meeting shall notify the executive director, in writing, at least forty-five (45) days prior to the annual meeting and submit a summary of matter to be presented. This information shall be presented to the Board of Directors prior to the meeting for their information only.
- c. A majority vote of the members, without discussion, may place a particular motion on the floor without prior notice.
- d. At least fourteen days prior to the meeting the following information shall be mailed to each member:
 - Rules of procedure for annual meeting.

- Agenda of meeting.
 - Budget, motions to be considered and report of nominating committee.
- e. All officers and district directors shall be in attendance.
- f. Those members present in the annual business meeting shall constitute a quorum.

Section 2: Special Meetings

- a. Special meetings of the GCA may be called by the president upon the concurrence of a majority of the Board of Directors.
- b. Upon the written petition of one-third (1/3) of the members in good standing, the president shall call a special meeting.
- c. A meeting place central to or most feasible for general GCA membership shall be selected for such special meetings, the location being designated by the president and notification being sent fourteen days in advance.
- d. Twenty-five percent of the total membership shall constitute a quorum.

ARTICLE VI BOARD OF DIRECTORS AND DISTRICTS

Section 1: Members

The Board of Directors shall consist of the president, the president-elect, the secretary, the treasurer, the available and most immediate past president and six (6) directors.

Section 2: Meetings of the Board of Directors

- a. The Board of Directors shall meet four (4) times per year as determined by the Board of Directors. The board members shall assume office at the conclusion of the business meeting.
- b. All regularly scheduled meetings of the GCA Board of Directors will follow an agenda. All members are to be sent an agenda ten (10) days before each meeting. No business can come before this group that is not on the agenda unless it is of emergency nature. Emergency issues are to be determined by a two-thirds (2/3) vote of the board members present.
- c. Special meetings of the Board of Directors shall be called upon a unanimous vote of the Executive Committee.
- d. Special meetings of the Board of Directors shall be called upon the written petition of a majority of the board.

- e. Two-thirds (2/3) of the board members shall constitute a quorum.
- f. In the event of an emergency, communication by electronic media may be held at the call of the chairperson of the Board and two (2) members of the Board or shall be called at the request of any three (3) members of the Executive Committee, or at the request of a majority of the members of the Board of Directors and any action taken must be ratified at the next Board of Directors meeting.

Section 3: Duties of the Board of Directors

- a. Conduct all business of the Georgia Chiropractic Association between annual meetings.
- b. To determine indemnification as set forth in Article XI of the Bylaws; (1) by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, then by a majority vote of a committee of directors, duly designated to act in the matter by a majority vote of a committee of directors, duly designated to act in the matter by a majority vote of the entire Board (in which designated members of the Board who are parties to such proceedings may participate), consisting solely of two or more members of the Board not parties to such proceedings or (3) if a committee or two or more directors not parties to such proceedings cannot be obtained, then by independent legal counsel in a written opinion. The Board may at its discretion seek a written legal opinion prior to its determination.

Section 4: Executive Committee

The Executive Committee shall consist of the president, who will act as chairperson of the Executive Committee, the president-elect, to act as vice-chairperson of the Executive Committee, the secretary of the GCA to act as secretary of the Executive Committee, and the treasurer and immediate past president of the GCA and is responsible for conducting the ongoing and emergency business of the association between Board meetings. The Committee shall meet at the call of the chairperson or any three (3) members. In the event of an emergency, voting may be taken by electronic media and the action ratified at the next meeting of the committee.

Section 5: Districts

The Districts are as follows:

District 1: County of Fulton

District 2: Counties of Paulding and Cobb

District 3: Counties of Gwinnett, Dekalb, Newton and Rockdale

District 4: Counties of Henry, Spalding, Clayton, Coweta and Fayette

District 5: Counties of Bartow, Catoosa, Chattooga, Dade, Floyd, Gordon, Murray, Polk, Walker and Whitfield

District 6: Counties of Cherokee, Fannin, Gilmer and Pickens

District 7: Counties of Banks, Dawson, Forsyth, Franklin, Habersham, Hall, Hart, Lumpkin, Rabun, Stephens, Towns, Union and White

District 8: Barrow, Clarke, Elbert, Greene, Jackson, Madison, Morgan, Oconee, Oglethorpe and Walton

District 9: Burke, Columbia, Glascock, Hancock, Jefferson, Johnson, Lincoln, Mcduffie, Richmond, Taliaferro, Warren, Washington and Wilkes

District 10: Bryan, Bulloch, Candler, Chatham, Effingham, Emanuel, Evans, Jenkins, Liberty, Long, Screven, Tattnall and Toombs

District 11: Appling, Bacon, Brantley, Camden, Charlton, Glynn, Jeff Davis, McIntosh, Pierce, Ware and Wayne

District 12: Atkinson, Baker, Ben Hill, Berrien, Brooks, Calhoun, Clay, Clinch, Coffee, Colquitt, Cook, Crisp, Decatur, Dooly, Dougherty, Early, Echols, Grady, Irwin, Lanier, Lee, Lowndes, Miller, Mitchell, Pulaski, Quitman, Randolph, Seminole, Stewart, Sumter, Telfair, Terrell, Thomas, Tift, Turner, Webster, Wilcox and Worth

District 13: Chattahoochee, Harris, Macon, Marion, Meriwether, Muscogee, Schley, Talbot, Taylor and Troup

District 14: Baldwin, Bibb, Bleckley, Butts, Crawford, Dodge, Houston, Jasper, Jones, Lamar, Laurens, Monroe, Montgomery, Peach, Pike, Putnam, Treutlen, Twiggs, Upson, Wheeler and Wilkinson

District 15: Carroll, Douglas, Haralson and Heard

Section 6: Nomination of Directors

- a. The Nominating Committee shall ensure that at least six (6) eligible members are nominated and agree to stand for election for the six (6) director positions, elected at large.

Section 7: Election of Directors

- a. The director shall be an active or life member with a primary residence in Georgia.
- b. Election shall be by electronic ballot only, on an at-large basis.
- c. The individuals nominated for director by the Nominating Committee receiving the six (6) highest vote totals will serve as the six directors on an at-large basis. Should the final

position for director end in a tie vote, a tie-breaker election shall immediately take place between or among the candidates receiving the same number of votes for that final position. The candidate receiving the most votes in the tie-breaker election shall fill the final position of director.

- d. In the event of death, resignation, out of state relocation, continued absence or the nonperformance of a director for more than two (2) consecutive meetings, the Board of Directors may declare that office of director vacant. The vacant office shall be filled by appointment of the president with the approval of the Board of Directors for the remaining unexpired term of office.

Section 8: Term of Directors

- a. The director shall serve for a period of one (1) year.
- b. The term of office will commence each year on July 1.
- c. There are no limitations on terms for the directors elected at-large.

Section 9: District Officers

- a. District officers shall consist of at least the following; president, vice-president and secretary-treasurer.
- b. District officers shall be elected for a term of one (1) year or until successors are duly elected and qualified.
- c. If a vacancy occurs in the office of the president, the vice-president shall immediately fill the vacancy of the un-expired term. A new vice-president shall be elected at the next district meeting with the membership notified at least (10) days in advance.
- d. GCA Nominating Committee members shall be elected according to the corrected list, provided by the GCA office, of active GCA members in the district.

ARTICLE VII **COMMITTEES**

Section 1: Committees

There shall be the following standing committees, which shall report to the Board of Directors. Specific duties for each committee may be found in the Policy & Procedure Manual.

Budget and Finance; Building Management; Bylaws; Chiropractic Assistant; Chiropractor of the Year/William M. Harris Lifetime Achievement; Ethics; Gosline Endowment Fund; Governmental Relations; Insurance; Membership; Nominating; Peer Review; Long Range Planning; Public Relations; William H. Vaughn Humanitarian Award; William M. Harris Practice Assistance.

Section 2: Special Committees

There shall be such special committees as may be deemed necessary by the President, to carry out special activities or projects of the GCA. All special committees shall report directly to the Board of Directors.

ARTICLE VIII SPECIALTY COUNCILS

Specialty Council affiliation shall be permitted providing their operation will be governed by bylaws compatible with those of the GCA. Such affiliation shall first be approved by two-thirds (2/3) vote of the Board of Directors and later ratified by a majority vote of the general membership at the annual business meeting.

ARTICLE IX EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Executive Committee with the approval of the Board of Directors and under the supervision of the President and is a non-voting ex-officio member of the Executive Committee and Board of Directors.

ARTICLE X FINANCES

Section 1: Apportionment of Funds

Dues received shall be apportioned into two funds as follows: 95% to the General Fund, and 5% to the Contingency Reserve Fund, deposited in an insured depository paying the highest rate of interest.

Section 2: Fiscal Year

The fiscal year shall begin January 1 of each year and end December 31.

ARTICLE XI INDEMNIFICATION

Section 1: Proceeding Not By or In the Right of the Association

The Georgia Chiropractic Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director, officer, employee, member of a committee, or agent of the GCA, or is or was serving at the request of the GCA as a director, officer, employee, partnership, joint venture, trust, or enterprise against expenses (including attorney fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if

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such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, with no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or 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 such person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2: Actions By or In the Right of the Association

The Georgia Chiropractic Association shall indemnify any person who was or is a party or is threatened to be a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, member of a committee, or agent of the GCA as a director, officer, employee, member of a committee, or agent of another association, partnership, joint venture, trust, or enterprise against expenses (including attorney fees) actually or reasonably incurred by such person in connection with the defense or settlement, of such action or suit if such person acted in good faith and in a manner such person reasonable believed to be in or not opposed to the best interests of the Association, 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 such person's duty to the Association, unless and only to the extent (1) 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper, or (2) the Board of Directors may determine pursuant to Article VI, Section 3, Item B.

Section 3: Directors, Etc. Successful on the Merits

To the extent that a director, officer, employee, member of a committee, or agent of the GCA, has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 and 2, or in defense of any claim or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith; provided, however, that nothing contained in this paragraph shall limit the ability of the Association to provide indemnity including costs of counsel as provided elsewhere in this policy statement.

Section 4: Procedure for Indemnification

Subject to the procedure set forth in Section 2, any indemnification under Section 1 and 2 (unless otherwise ordered by a court) shall be made by the Georgia Chiropractic Association only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee, member of a committee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in person has met the applicable standard of conduct set forth in Section 1 and 2. The Board of Directors according to Article VI Section 3 Item B of the Bylaws shall make such determination.

Section 5: Expenses Payable in Advance

Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Georgia Chiropractic Association in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the director, officer, employee, member of a committee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the Association.

Section 6: Non-Exclusive Provisions

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaws, resolution, or agreement, or otherwise, both as to action in such persons official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, committee member, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7: Insurance

The Georgia Chiropractic Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member, or agent of another association, or is or was serving at the request of the GCA as a director, officer, employee, committee member, or agent of another association, partnership, joint venture, trust, or other enterprise against liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not against the Association would have the power to indemnify such person against such liability under the provisions of this policy statement.

Section 8: Enforceability and Applicability

Each person who shall serve as a director or officer of the GCA, or, at the request of the Georgia Chiropractic Association, as the director, officer, employee, or agent of an association, partnership, joint venture, trust, or other enterprise, shall be deemed to be doing so in reliance upon the rights of indemnification provided. The rights of indemnification provided shall not apply to actions, suits, or proceedings, or any claims, issues, or matters therein, in which any person seeks recovery or a share in a recovery from, or the benefit of, any remedy against the Association.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the GCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the GCA may adopt.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended at the annual business meeting by two-thirds (2/3) vote provided the proposed amendment shall have been mailed to all members thirty (30) days prior to the annual meeting.

ARTICLE XIV
POLICY AND PROCEDURE MANUAL

The Policy and Procedure Manual shall be the responsibility of the Bylaws Committee. Any changes, additions, or deletions must be approved by the Board of Directors or a two-thirds (2/3) majority of the membership.