

# Bylaws of the Arkansas Chiropractic Physicians Association

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**Article I. NAME**

**Section 1.01** The name of this corporation is “Coalition of Arkansas Chiropractors” (The Organization).

**Article II. MISSION STATEMENT**

**Section 2.01** The Mission of the Organization is to protect and enhance the chiropractic profession through organized leadership, education, and the promotion of the chiropractic discipline and practice with special emphasis on the subluxation based practice without the use of drugs and surgery.

**Article III. PURPOSE**

**Section 3.01** The purpose of the Organization is

- (a) To promote the Chiropractic profession as a distinct branch of the healing arts based on the body’s inherent recuperative abilities and the role that vertebral subluxation plays in that process.
- (b) To advocate for Arkansas Doctors of Chiropractic, chiropractic patients and the Chiropractic Profession to the Government, the public, the business community and the community of third party payers.

**Article IV. ORGANIZATION STRUCTURE**

**Section 4.01** The Organization is created from the Joint Venture Agreement and Plan of Consolidation by and between the Arkansas Chiropractic Council and the -Arkansas Chiropractic Association (Constituent Organizations).

**Section 4.02** The Organization shall be divided into four (4) geographic divisions (Districts) comprised of the following counties:

Congressional District 1: Baxter, Fulton, Randolph, Clay, Green, Craighead, Jackson, Independence, Cleburne, Stone, Searcy, Izard, Sharp, Lawrence, Mississippi, Poinsett, Crittenden, Cross, St. Francis, Lee, Phillips, Arkansas, Monroe, Prairie, Lonoke, and Woodruff.

Congressional District 2: Van Buren, Conway, Faulkner, White, Yell, Perry, Pulaski and Saline.

Congressional District 3: Benton, Carroll, Boone, Marion, Newton, Madison, Washington, Crawford, Sebastian, Franklin, Johnson, and Pope.

Congressional District 4: Logan, Scott, Polk, Montgomery, Garland, Pike, Hot Spring, Clark, Sevier, Little River, Howard, Hempstead, Nevada, Columbia, Lafayette, Miller, Grant, Jefferson, Lincoln, Desha, Drew, Chicot, Ashley, Bradley, Cleveland, Dallas, Ouachita, Calhoun, and Union.

**Section 4.03** The affairs of the Organization shall be governed by a Board of Directors (BOD), composed of two (2) Representatives from each District, two members at large

position, the Past President, President, 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President. Congressional district 4 will elect one board member from the west and one from the east, the dividing line to be between the following counties; Hot Spring and Grant, Clark and Dallas, Nevada and Quachita, and Columbia and Union.

**Section 4.04** The directions of the Board will be executed by an eight (8) member Executive Committee consisting of the Past President, the President, the 1st Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, a Director of Internal affairs and a Director of Financial affairs.

**Section 4.05** Nine (9) Standing Committees will report to the Executive Committee.

**Section 4.06** The President will be the Chairman of the Executive Committee and the Chief Executive Officer of the Organization and preside over meetings of the BOD.

**Section 4.07** The Executive Director (ED) may oversee the day-to-day operations of the [Organization](#) and report to the President.

## **Article V. MEMBERSHIP**

**Section 5.01** An Active Member

- (a) Must maintain a current license to practice Chiropractic in the State of [Arkansas](#),
- (b) Must practice Chiropractic in the State of [Arkansas](#) or reside in [Arkansas](#) and
- (c) Must be current on all dues and assessments.

**Section 5.02** An Active Member is afforded full rights and privileges of the Organization including the right to vote and privileges of the floor during any meeting of the members.

**Section 5.03** A member must have been enrolled for ninety (90) days prior to any meeting to have a vote in any election at that meeting or privileges of the floor.

**Section 5.04** The following are sub-classifications of Active Membership:

- (a) 1st year in practice - Dues are complimentary, full rights and privileges apply.
- (b) 2nd year in practice - Dues are assessed at one half (½) of the full Active Member amount, full rights and privileges apply.

**Section 5.05** Dues and various schedules and methods of paying dues will be set by the BOD.

**Section 5.06** The Board may create non-voting classifications of membership as necessary.

## **Article VI. DISTRICTS**

**Section 6.01** Each District shall have two (2) Representatives on the BOD.

**Section 6.02** Each District shall elect a chairperson and may elect as many additional officers as is necessary to conduct the business of the District.

**Section 6.03** District Officers shall be responsible for the administration of District affairs including:

- (a) Holding District meetings and District social affairs
- (b) Collecting, disbursing and accounting for such local dues as is agreed to by the District members
- (c) Holding District Elections
- (d) Assisting the Office of the Executive Director in organizing collective political action

**Section 6.04** The BOD shall budget for such reasonable essential expenses as are necessary to run the District.

**Section 6.05** Organization members shall be automatically assigned to the District in which they claim their primary practice.

- (a) A member may petition the BOD to change their District affiliation.
- (b) A member who changes districts will not be eligible to place their name in nomination for a position as a District Representative for a period of 180 days.

**Section 6.06** Districts may collect reasonable, voluntary dues to support additional District functions. All income and expenses must be accurately accounted and reported to the Central Office as required for the fiscal operations of the Organization.

**Section 6.07** The Districts are divisions of the Organization and do not constitute separate organizations. All actions taken by the Districts are subject to Board approval.

## **Article VII. BOARD OF DIRECTORS**

**Section 7.01** The BOD shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may carry out all such actions and tasks as are not, by law or by the Articles of Incorporation of the Bylaws, directed to be exercised and carried out by the members.

## **Article VIII. EXECUTIVE COMMITTEE**

**Section 8.01** The officers of the Organization shall be:

- Immediate Past President
- President (chairperson)
- 1<sup>st</sup> Vice President
- 2<sup>nd</sup> Vice President
- Secretary
- Treasurer
- Director of Internal Affairs
- Director of Financial Affairs

These officers shall comprise the Executive Committee.

**Article IX. EXECUTIVE DIRECTOR**

- Section 9.01** The Executive Committee **may** hire an Executive Director (ED)
- Section 9.02** The ED will be responsible for the overall operation of the Organization businesses and properties, and maintain such in a uniform and organized manner. He/she shall furnish the Treasurer with monthly, quarterly and yearly reports of monies collected and expended.
- Section 9.03** All components of the Organization shall be housed in the Executive Office and be made available to the President and/or the Board of Directors upon request.
- Section 9.04** The ED shall be a liaison between solicitors, external business, and the President and Board of Directors. The ED shall sign no contracts or commitments of the Organization without permission of the President or the Board of Directors.
- Section 9.05** The ED will hire and manage such staff as necessary to perform the assigned duties and shall be responsible for their duties.
- Section 9.06** The ED shall answer directly to the President or, if an emergency requires immediate attention and the President is unavailable, to other officers of the Organization.
- Section 9.07** The ED's salary and budget for operation of the office shall be determined by the Board of Directors. The term of employment shall depend on contract and performance.

**Article X. ELECTIONS**

- Section 10.01** Election of District Representatives to the Board of Directors
- (a) Each District shall send **two (2)** Representatives to the BOD. One of the Representatives will be elected each year. Each representative will serve for a **two (2)** year term. Holding the position of District Representative does not exclude an individual from holding additional District offices. The two member at large positions will be elected to alternating two (2) year terms by the general membership..
  - (b) Elections for District Representative shall be held after the General Membership election of the President, 1stVice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer and before the start of the fiscal year. In the eventuality that a sitting District Representative is elected President, 1stVice President, 2<sup>nd</sup> Vice President, Secretary, or Treasurer, the District shall elect a replacement to complete his term.
  - (c) Candidates wishing to place their name in nomination for election must inform the central office not less than thirty (30) days prior to the District Election. Election shall be by a majority of the members of a District present at the annual District Election Meeting.
  - (d) In the eventuality that a District Representative cannot complete their term for any reason, the District shall hold a special election, within a period not to exceed sixty (60) days from the first notification by the Central Office of the vacancy, to elect a replacement from one of its members to serve out the remainder of the term.

- (e) Should a member, currently serving as a District Representative successfully petition the BOD for a change in District affiliation or move their primary practice and thereby become affiliated with a different District, that member shall immediately vacate their position on the BOD. Special election shall be held within a period not to exceed 60 days from the first notification by the Central Office of the vacancy to elect a replacement from one of its members to serve out the remainder of the term.
- (f) No individual who is a member of any other state chiropractic organization can serve as a board member or committee chairperson in the Organization.
- (g) No member of the Arkansas Board of Examiners shall be eligible to serve as a member of the Board of Directors.

**Section 10.02** Election of Officers to the Executive Committee

- (a) Upon election to any position on the Executive Committee, those officers will serve two (2) year terms.
- (b) The President, 1st Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer shall be elected by ballot of the general membership.
- (c) Election of the President, 1st Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer will be held biannually at the Members meeting.
- (d) To be eligible for election to the position of President, 1st Vice President, 2<sup>nd</sup> Vice President, Secretary or Treasurer a candidate must have been nominated by the Board of Directors (from a recommendation by the Leadership Committee) by a simple majority or submit their name for nomination accompanied by a petition with signatures of at least 10% of the Active Members.
- (e) Nominations to be submitted by the BOD shall be announced to the general membership by email, fax, letter or publication no later than August 7th to allow for nominations from the general membership.
- (f) To be considered valid, a nomination by petition must be received in writing, at the Office of the Organization, postmarked no later than midnight, September 1st.
- (g) All valid nominations shall be published in an official communication of the Organization prior to the election. Balloting may be by mail, email, fax, posting to the website or other electronic means. Balloting shall be performed in a manner that will allow for proper credentialing and accounting of votes.
- (h) Votes must be postmarked no later than midnight November 1<sup>st</sup>, and shall be counted by the current (outgoing) Leadership Committee after November 8th and before November 15th. This counting may be witnessed by any nominee or their representative.
- (i) At the first meeting of the BOD, after the newly elected District Representatives assume their office, the BOD shall elect one of their members to the position of Director of Financial Affairs and one of their members to the position of Director of Internal Affairs. The two individuals so elected will continue to serve as Representative for their respective Districts.
- (j) With the exception of the Immediate Past President, who will be the chair of the Leadership Committee, and the President, who will be the chair of the EC, no

officer shall hold a chair position in a Standing committee beyond 30 days after assumption of office in the Executive Committee.

- (k) In the eventuality that any member of the Executive Committee cannot complete their term, for any reason, the BOD shall appoint a replacement from one of its members to serve out the remainder of the year.
- (l) If a vacancy of the President, 1st Vice President, 2<sup>nd</sup> Vice President, Secretary or Treasurer's position occurs prior to August 1st in a non-election year, an election from the General membership shall be held following all of the procedures and protocols listed in Section 10.02.
- (m) The Past President and the President are each limited to one (1) two year term. At the end of his term, the President shall succeed to the position of Immediate Past President.
- (n) A member may serve on the Executive Committee for no more than three (3) two year terms in any 10 year period in any position other than President or Past President.
- (o) The President, after serving a full term and a full term as Past President, will not be eligible for a position on the Executive Committee for a minimum of 4 years.

**Section 10.03      Election of Candidates for the Board of Examiners and the Board of Health**

A list of three (3) candidates for the Board of Examiners will be determined in the following manner: After all nominees have been introduced to the Coalition quorum each nominee will be allowed two (2) speakers (including the candidate if he/she desires) on his/her behalf. Next an initial vote from each member present will consist of three (3) nominees from all the nominees presented. Of the top three (3) another vote for only one of these three (3) will be taken. The nominee receiving the most votes will be placed first, the second highest will be placed second, and finally the third highest will be placed third on the list presented to the Governor. If only three nominees are initially presented, then only one vote shall be taken to determine the position on the list to be presented to the Governor.

- (a)
- (b) A list of three candidates for the Board of Health will be determined by the same method presented in Section A.
- (c) As a special order of business the following lists shall be submitted to the Governor:

- 2013 Position:
  - Dr. Tom Taylor
  - Dr. Tanya Holt
  - Dr. Amy Crum
- 2014 Position:
  - Dr. Terry Barnett
  - Dr. Gaylon Carter
  - Dr. Dustin Heard
- 2015 position:
  - Dr. Kent Moore

Dr. Tanya Holt  
Dr. Amy Crum

**Article XI. OFFICER'S DUTIES AND RESPONSIBILITIES**

**Section 11.01** The President shall be the Chief Executive Officer of the Organization. The President shall be responsible for the general and active management of the business of the Organization. The President shall see that all orders and resolutions of the BOD are carried into effect. The President shall preside over the Executive Committee, BOD and all general membership meetings.

**Section 11.02** The 1<sup>st</sup> Vice President shall be the liaison between the Executive Committee and the Governmental Relations Committee and the Legal Affairs Committee and be directly responsible to coordinate such staff, and consultants as are required to carry out their functions.

**Section 11.03** The 2<sup>nd</sup> Vice President shall be the liaison between the Executive Committee and the Education and Programs Committee and be directly responsible to coordinate such staff and consultants as are required to carry out their functions.

**Section 11.04** The Secretary shall be the recording and corresponding officer of the Organization.

(a) The Secretary shall be custodian of the corporate seal, blank membership certificates, blank application forms for Organization membership, books, papers, records, any items or property pertaining to the Organization, minutes of all proceedings, (Organization meetings, Board of Director meetings, Committee meetings, etc.) and shall affix the corporate seal to all papers requiring such seal. He shall execute and sign all contracts, notes, papers, make proper records of borrowed items of property pertaining to the Organization, the return of such items of property and its condition, and documents as Secretary. He shall have charge of all Organization correspondence. It shall be his responsibility to refer all correspondence to the various committees as indicated and to forward a copy thereof to the president as they are received by his office.

(b) The Secretary shall keep a proper membership file showing the name and last known address of each member of the Organization. All books, records and any other items of property pertaining to the Organization in the possession or custody of the Secretary shall be subject to inspection or examination at all times by the President or any member of the Board of Directors. Such books, records or other property as herein described are also subject to inspection or examination by any General Member in good standing of this Organization.

(c) The Secretary shall record the minutes of each meeting held by the Organization or Board of Directors and shall maintain said records in permanent files. The minutes shall be signed by the Secretary when written and by the President upon Board approval.

(d) The Secretary shall be allowed the necessary expenses for the function of his office as determined by the Board of Directors.

(e) The Secretary shall be an ex-officio member of all committees of the Organization.

(f) The Secretary shall be exempt from the regular dues of the Organization but shall be subject to special assessments.



(g) If the Organization so desires, the office of the Secretary and office of the Treasurer may be combined.

(h) If the Organization so desires, an Executive Secretary may be employed. His duties shall be as hereinabove or thereafter listed and as designated by the President with the approval of the Board of Directors. His salary shall be as approved by the Board of Directors.

Section 11.05 The Treasurer shall be the custodian of the funds, monies and securities of the Organization.

- (a) The Treasurer shall keep and maintain proper and up-to-date accounts of all receipts, monies, funds, securities and expenses of this Organization. The Treasurer shall be a member of any budget committee.
- (b) The Treasurer shall only pay out of the Organization Treasury those amounts authorized by the Board of Directors, President or Secretary or as otherwise herein provided and shall sign all warrants with the President
- (c) The Treasurer shall be bonded in a sum to be at least equal to the total monies of the Organization.
- (d) The Treasurer shall deposit the funds of the Organizations in a reputable bank or banks in the name of the Organization, said bank or banks to be approved by the Board of Directors.
- (e) The Treasurer shall furnish a complete report of all receipts and disbursements of the Organization annually at it's Members' meeting and at other times upon the request of the President. This report shall be made to the Board of Directors not less than quarterly. The records of the Treasurer shall be open to inspection at any time by appointment for any member of the Board of Directors as well as any General Member in good standing.
- (f) The Treasurer is hereby authorized to pay, on his and the President's signature, all regular bills of the Organization. Every expenditure must be supported by either an invoice (bill) or a written explanatory notation.
- (g) The Treasurer shall be an ex-officio member of all committees.
- (h) The Treasurer, in cooperation with the Secretary, shall notify all members of the Organization of the levy of dues or assessments. Dues notification shall be mailed to each member at least sixty (60) days before due. The Organization year shall begin and end at the opening of the Members' meeting. He shall notify the Secretary of the status of the members within ten (10) days of receipt. A member whose dues are not current is considered to be in "delinquent" status.
- (i) The Treasurer shall be allowed the necessary expenses for the operation and function of his office as determined by the Board of Directors.
- (j) The Treasurer shall be exempt from the regular dues (annual) of the Organization but shall be subject to special assessments.
- (k) In the event of the absence, death, refusal, disqualification, resignation or neglect of the Secretary to discharge the duties of his office, the Treasurer shall assume all duties of the Secretary until the next regularly scheduled election of officers at the annual Members meeting.

**Section 11.06 The Director of Internal Affairs shall be the liaison between the Executive Committee and the Ethics, Professional Conduct and Peer Review**

**committee, the Insurance Relations Committee and be directly responsible to coordinate such staff and consultants as are required to carry out their functions.**

Section 11.07 The Director of Financial Affairs shall be the liaison between the Executive committee and the Membership, Recruitment and Benefits Committee and the Audit and Budget Committee, and be directly responsible to coordinate all staff and consultants whose chief purpose involves the financial affairs of the Organization.

Section 11.08 The Past President shall be the liaison between the Executive Committee and the Public Relations Committee, and be directly responsible to coordinate such staff, and consultants as are required to carry out its functions. The Past President shall serve as Chair of the Leadership Committee.

## **Article XII. COMMITTEES**

**Section 12.01** Three types of committees exist to promote the objectives and orderly administration of the Organization. They are the Executive Committee, Ad Hoc Committees and Standing Committees.

**Section 12.02** The Executive Committee's function is to oversee the execution of the directives of the BOD.

**Section 12.03** Ad Hoc Committees may be formed by the BOD to serve a specific and temporary purpose or investigate a specific question.

- (a) An Ad Hoc Committee serves for the period specified in the forming motion or direction.
- (b) An Ad Hoc Committee's term may be extended by the BOD.

**Section 12.04** Standing Committees are permanent committees formed as part of the ongoing structure of the Organization. The following Standing Committees shall be appointed:

(a) **Legal Affairs Committee**

- (i) The Committee shall recommend, when necessary, the services of consultants, lawyers and/or law firms.
- (ii) The Committee shall meet with those lawyers to formulate and execute the legal agenda of the Organization.
- (iii) The Committee shall monitor all laws and court decisions affecting Chiropractic, report on these regularly to the BOD and, when necessary, recommend appropriate legal action.
- (iv) The committee may submit, to be published in Organization Publications, such articles and announcements as shall contribute to members' understanding of matters pertaining to legal issues.

(b) **Government Relations Committee**

- (i) The Committee shall recommend, when necessary, the services of consultants, lobbyists and/or lobbying firms.

- (ii) The Committee shall meet with those lobbyists and/or consultants to formulate and execute the political agenda of the Organization.
  - (iii) The Committee shall monitor the [Arkansas](#) legislative process and make recommendations to the BOD concerning the initiation of, support of or opposition to legislation affecting the practice of Chiropractic in [Arkansas](#) and patients' access to Chiropractic services.
  - (iv) The Committee shall create, recommend for BOD approval, and produce programs which will, by mobilizing and organizing the political actions of the membership, contribute to the propagation of legislation favorable to Chiropractic.
  - (v) The Committee shall represent the Organization in hearings before the legislature and other public bodies to such extent, and in such manner, as the committee may be requested to do so by the BOD and upon advice of their agent.
  - (vi) No member of the Organization shall represent the Organization before the legislature, any committee thereof, or other public body, unless authorized to do so by the BOD, as a member of this committee or otherwise.
  - (vii) The committee may submit, to be published in Organization Publications, such articles and announcements as shall contribute to members' understanding of matters pertaining to legislative issues.
- (c) **Insurance Relations Committee**
- (i) The Insurance Committee shall monitor the policies of companies selling health insurance in [Arkansas](#), giving particular attention to the terms of insurance policies as they deal with patient access to Chiropractic services.
  - (ii) The Committee shall attempt to develop a liaison relationship with each major insurance carrier in the state to facilitate communications and foster improved understanding between these parties.
  - (iii) The Committee may recommend educational programs in conjunction with the Education and Programs Committee on matters concerning third party re-imburement.
  - (iv) The Committee may submit, to be published in Organization Publications, such articles and announcements as shall contribute to members' understanding of matters pertaining to billing third party payers.
- (d) **Ethics, Professional Conduct, Peer Review Committee**
- (i) The Committee shall hear such questions of unprofessional conduct or violations of the Organization's Ethical Code by members, as may be submitted to it by the BOD or members, and recommend their decision to the BOD for action.

- (ii) The Committee shall hear and mediate complaints made by the public in writing against members and shall recommend suitable resolution.
  - (iii) The Committee may submit, to be published in Organization Publications, such articles and announcements as shall contribute to members' understanding of issues pertaining to ethics and professional conduct.
  - (iv) The Committee shall, when necessary, recommend amendments to the Code of Ethics for adoption by the board.
- (e) **Education & Programs Committee**
- (i) The Committee shall recommend continuing education seminars and produce these when they are approved by the BOD.
  - (ii) The Committee shall assist the administration staff in the educational portion of the Annual Conventions.
  - (iii) The Committee shall submit, to be published in Organization Publications, such articles and announcements as shall contribute to the improvement of the members' clinical proficiency and business success.
- (f) **Audit & Budget Committee**
- (i) The Audit and Budget Committee shall prepare, at the beginning of each fiscal year, a budget of estimated expenses.
  - (ii) All budgets shall be approved by the BOD, and no expenditures shall be made outside the budget without Board approval.
  - (iii) The Committee shall select, if requested by the BOD, an auditor to make periodic reviews or audits.
  - (iv) The Director of Financial Affairs is the liaison to this committee. The liaison function includes facilitating communications between the Executive Committee and the Audit & Budget.
- (g) **Membership, Recruitment & Benefits Committee**
- (i) The Committee shall create, submit for BOD approval, produce and administer programs for the recruitment of members to the Organization.
  - (ii) The Committee shall maintain accurate member rolls and statistics pertaining to membership.
  - (iii) The Committee shall make recommendations to the BOD on accepting new applicants.
  - (iv) The Committee shall make recommendations on membership class changes, and dues adjustments.

- (v) The Committee shall make recommendations to the BOD on suspending or terminating any member who is not in good standing and re-instating any member.
- (vi) The Committee shall develop and promote member benefits.
- (h) **Public Relations Committee**
  - (i) The Committee shall recommend, when necessary, the services of consultants or public relations firms.
  - (ii) The committee shall meet with those firms and/or consultants to formulate and execute the public relations agenda of the Organization.
  - (iii) The Committee shall create, recommend for BOD approval and produce programs which will increase the public's awareness of the benefits of Chiropractic care.
- (i) **Leadership Committee**
  - (i) The committee is made up of six (6) ex-presidents of the Organization (or the Constituent Organizations that preceded the Organization) appointed by the President and approved by the BOD.
  - (ii) The Committee identifies and publishes criteria for leadership in the organization
  - (iii) The Committee shall mentor new officers, committee members and board members
  - (iv) The Committee shall recommend nominees for President, 1st Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer to the BOD.
  - (v) The Committee may present seminars relative to leadership.
  - (vi) The Committee shall submit articles and announcements, to be published in Organization Publications that will contribute to improvement in the quality of Organization leadership.

**Section 12.05** The Board may direct these committees to perform other tasks, not listed above, if those tasks are consistent with the Committees' designated functions.

**Section 12.06** Committee Chairs and members of Ad Hoc and Standing Committees shall be appointed by the President with the consent of the Executive Committee.

**Section 12.07** All Ad Hoc and Standing Committee meetings are opened to the general membership and invited guests. In the eventuality that material of a confidential nature must be discussed, the Committee, by majority vote, may elect to go into Executive Session. Committee meetings in Executive Session are closed to all but members of that committee, invited participants and members of the Executive Committee. Executive Session does not carry over to the next committee meeting, but must be renewed at that time if it is still necessary.

**Section 12.08** Committee Chairs will notify the Executive Director, President and Director of Internal Affairs of all meetings in a timely fashion to allow attendance by interested parties.

**Section 12.09** Compensation for expenditures of the committees must be requested in advance and approved by the Audit and Budget Committee.

### **Article XIII. MEETINGS**

**Section 13.01** All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (for example, “by order of the President,” or “by order of the Board of Directors,” as the case may be) and shall bear the date and written, stamped, typewritten or printed signature of the President or other officer of the Organization.

**Section 13.02** Every notice shall be deemed duly served when transmitted by mail, fax, email, or electronic means approved by the BOD.

**Section 13.03** Robert’s Rules of Order shall govern all questions of order, in all cases where they are applicable, and in which they are not inconsistent with or in conflict with the articles of incorporation, by-laws or other rules adopted by the Organization.

**Section 13.04** Annual Meetings of the Membership

- (a) An Annual Meeting of the Members shall be held at a convention of the organization each year at the date, hour, and place in the State of Arkansas selected by the BOD.
- (b) At least sixty (60) days prior to the date of the Annual Meeting of Members, notice of the time, date, day and place of the meeting shall be served, as provided in Section 14.02, to each member entitled to vote at the meeting.
- (c) The order of business at the Annual Meeting of Members, after determination of quorum shall be as follows:
  - (i) Invocation
  - (ii) Reading of Notice and Proof of serving notice
  - (iii) Reading of Minutes of the preceding Annual Meeting
  - (iv) Report of President
  - (v) Report of Standing Committees
  - (vi) Special Orders
  - (vii) Unfinished Business
  - (viii) New Business
  - (ix) Adjournment

- (d) The presiding officer may vary the Order of Business at his discretion, in the absence of any objection.
- (e) At the Annual Meeting of Members of the Organization, the presence, in person, of twenty-five percent (25%) of the voting members registered for the convention shall constitute a quorum.

**Section 13.05** Board of Directors' Meetings

- (a) Regular meetings of the BOD shall be held at least four (4) times in each year (one of the meetings being the Annual Meeting of the BOD). The date, time and place shall be determined by the BOD.
- (b) Members of the Board are required to attend meetings of the BOD. Any Representative who misses 3 consecutive meetings in any 12 month period is subject to expulsion from the BOD. This action will require a two-thirds (2/3) majority of the Representatives attending the meeting.
- (c) Special meetings of the BOD may be called by the President or a majority of the members of the BOD at any time, provided notice of the time, place, and purpose of the meeting is delivered personally to each Director at his registered address, by telephone, fax or mail seven (7) days prior to the meeting.
- (d) A simple majority of the number of Directors fixed by these By-Laws shall constitute a quorum of the BOD for the transaction of any Organization business. All Directors shall be counted in determining a quorum, including Directors of any District who are present via remote technology approved by the Board. A quorum must be present and counted at the time of any business transaction or vote of the BOD. If less than a quorum is present, a simple majority of the BOD present may adjourn the meeting.
- (e) The act of the simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the BOD.
- (f) If and when ten (10) or more of the Directors shall consent, in writing, by mail or fax, to any action to be taken by the Organization, such action shall be as valid corporate action as though it has been authorized at a meeting of the BOD meeting. The action shall be incorporated in the minutes of the next BOD meeting.
- (g) During the temporary absence or incapacitation of a member of the Executive Committee, the following successions will apply:
  - (i) In the absence of the President, the 1<sup>st</sup> Vice President shall preside over meetings of the BOD.
  - (ii) In the absence of the President and the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall preside over meetings of the BOD.
  - (iii) In the absence of the President, the Vice Presidents, the Director of Internal Affairs shall preside over meetings of the Executive Committee.
  - (iv) In the absence of the President, the Vice Presidents and, the Director of Internal Affairs, the Director of Financial Affairs shall preside over meetings of the BOD.

**Section 13.06** District Meetings

- (a) Each District shall hold one annual meeting after the announcement of the results of the annual Organization Election and before the end of the year to elect its representative to the BOD and officers.
- (b) Districts are encouraged to hold regular meetings throughout the year to disseminate information, hear members' concerns and strengthen the bonds of fellowship.
- (c) The presence, in person, of qualified voting members of a District shall constitute a quorum at any regularly scheduled meeting of the members of the District. Special business can be conducted at a meeting of the members of a District provided all members of that District have been notified, as provided in Sections 13.01 and 13.02 of this article, fifteen (15) days prior to the meeting, of the time, date and location of the meeting, and the nature of the business to be conducted. Those Active Members of the District present shall constitute a quorum regardless of number.

**Article XIV. MANNER OF ADJUDICATING COMPLAINTS AGAINST INDIVIDUALS, OFFICERS AND COMMITTEES OF THE ORGANIZATION**

**Section 14.01** The Organization will receive and review written and signed complaints regarding alleged violations of the Bylaws or Code of Ethics by Organization members, Organization employees, the BOD, individual members of the BOD or officers of the Organization.

**Section 14.02** The Organization will receive and review written and signed complaints regarding misbehaviors of its members, related to the practice of Chiropractic lodged by the public.

**Section 14.03** When a complaint is lodged, whether the subject of the complaint is an officer, a member of the BOD, an employee or a member of the Organization, all correspondences and proceedings shall be in strict confidence. At each step of the process, all individuals of any committee, subcommittee or panel empowered to hear or act on the allegations shall sign a confidentiality agreement to be in effect until findings or actions taken are published by the Organization.

**Section 14.04** At each step of the process, any individual in a position to hear, evaluate or adjudicate any complaint shall disclose any conflict of interest and recuse themselves from all discussion and voting if a conflict exists.

**Section 14.05** Copies of all correspondences will be sent to the Executive Committee.

**Section 14.06** Step 1, The Informal Process

- (a) Complainants shall first attempt to resolve complaints on an informal basis by presenting the matter in writing to the Ethics, Professional Conduct and Peer Review Committee (EPCPRC). The EPCPRC shall consider information provided by the complainant(s), contact all parties involved with the complaint, and work with these parties in effort to resolve the issue(s) at this level.
- (b) Although there is no specific time requirement for conclusion of this informal process, it is expected that all parties will provide information and consider issues



as expeditiously as possible in effort to resolve the complaint in the shortest reasonable time.

- (c) If the complaint is resolved at this informal level, the EPCPRC shall provide to the involved parties a written resume of the actions taken to resolve the complaint. If it becomes apparent that the efforts to resolve the complaint at this level will not lead to resolution, the Executive Committee shall note this lack of resolution in writing to all involved parties.
- (d) If the complaint is not resolved at this informal level, the complainant may file a formal complaint.

**Section 14.07** Step 2, The Formal Process

- (a) The complaint must be submitted in writing to the EPCPRC and must provide accurate information sufficient to enable clear understanding of the reason for the complaint, the alleged violation and the desired resolution.
- (b) The EPCPRC will review the written complaint to determine its completeness and to affirm that the complaint is related to the stated requirements noted above. Upon completion of this review, the EPCPRC will inform the complainant regarding the outcome of this review in the form of a written notice. If the EPCPRC can determine and recommend appropriate remedies for the complaint at this stage, they will describe such remedies as part of the notice. However, in no case shall the EPCPRC be authorized or responsible to affect resolution of the complaint at this stage of the formal process. Normally, the EPCPRC will complete this action within two (2) weeks of the date of receipt of the written notice.
- (c) The EPCPRC shall provide a copy of the written complaint and their response to the subject of the complaint and request a written response from them. Normally, this response is to be received by the EPCPRC within two (2) weeks of the date of receipt of the notice from the EPCPRC.
- (d) Once the noted responses have been received, the EPCPRC will review the responses with the complainant to determine if the response has satisfied the complainant or if the complainant wishes further to pursue the matter. If the complaint is resolved at this level, the EPCPRC will provide written confirmation of closure with a description of the actions taken to resolve the complaint.
- (e) If the complainant wishes further to pursue the complaint, the EPCPRC will appoint a three-person panel to review the complaint. All individuals on the review panel must be a member of the Organization and shall have no conflict of interest in the complaint. The subject of the complaint may object to a panel appointee on the grounds that the impartiality of the panel would be compromised by the presence of that appointee. The EPCPRC will review all such objections. The members of the review panel shall select a spokesperson/chairperson.
- (f) The review panel will receive copies of all aforementioned documents and may seek additional information from the complainant and/or those against whom the complaint is lodged. The review panel will hold a hearing with all interested parties and consider all such information and provide a written analysis of its findings along with any necessary stipulations for resolution of the complaint. The report of the review panel will be sent to the complainant, all involved parties and the BOD.

- (g) If, for any reason, the review panel is unable to arrive at a decision and/or agreement on any stipulations for resolving the complaint, the review panel shall be dismissed. The above noted process shall be used to appoint a second and independent review panel with the same form of representation as the first. The second review panel shall follow the same process noted for the original panel, and the outcomes of that review shall be published and carried out as noted above. There is no provision for appeal of this decision.
- (h) Reasonable and ordinate expenses for the complaint resolution process, as determined by the BOD, shall be borne by the organization.

**Section 14.08** If the Review Panel recommends the removal of any member of the BOD from their position on the board or the expulsion of a member from the Organization, that recommendation must be ratified by a two-thirds (2/3) vote of all Board Members.

## **Article XV. FISCAL BUSINESS**

### **Section 15.01** Fiscal year

- (a) The fiscal year of the Organization shall begin on the first day of January in each year and end on the last day of December in each year.

### **Section 15.02** Contracts, loans, checks and deposits

- (a) The BOD may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. In the execution of any contract, note, conveyance or other instrument that has been authorized without specification of the executing officers, the President or the Vice-President, may execute the same in the name and on behalf of this corporation and may affix the corporation seal thereto.
- (b) No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the BOD. Such authority may be general or confined to specific instances.
- (c) All checks, drafts and orders for payment of money shall be signed in the name of the Organization and shall be countersigned by such officers or agents as the BOD shall from time to time designate for that purpose.
- (d) All funds of the Organization, not otherwise employed, shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the BOD may select.
- (e) The BOD may require that all officers and employees of the corporation having custody or control of corporate funds furnish adequate fidelity bonds, the premiums of such bonds shall be paid by the corporation.
- (f) The members of committees and other individuals engaged in committee activities at the written request of a committee chair are indemnified and defended by the Organization against liability arising from committee-related activities. The Organization shall maintain indemnification insurance against such liability.
- (g) Each officer, director, or employee of the corporation shall be indemnified by the corporation against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being,

or having been an officer, a director, or employee of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to have been derelict in performance of his duty as officer, or director or employee.

## **Article XVI. AMENDMENTS TO THE BY-LAWS**

**Section 16.01** Except as otherwise required by law, these Bylaws may be amended by the BOD, provided that two (2) notices of the proposed amendment shall be published; one at least sixty (60) days prior to the vote and one at least thirty (30) days prior to the vote.

**Section 16.02** Such amendment shall require an affirmative vote of two-thirds (2/3) of the members of the entire BOD. A roll call vote shall be taken. Members not present may vote by mail or electronic transmission, received by the organization's office 24 hours prior to the meeting at which the vote is taken.

**Section 16.03** Any Bylaw so changed by the BOD must be ratified by the membership in the following fashion. Sixty (60) days prior to any Organization Convention, the approved proposed bylaw amendment changes shall be mailed or electronically transmitted to all current Active Members for the purpose of open discussion at said convention. Following the convention, the amendment will be ratified if two-thirds (2/3) of the mailed or electronically transmitted ballots returned within thirty (30) days from the closing date of the convention are marked in favor of the amendment.

## **Article XVII. SAVING CLAUSES**

**Section 17.01** The invalidity of any section or portion of these by-laws shall not affect the validity of the remaining sections and portions thereof and the same shall remain in full force and effect.

**Section 17.02** Wherever gender is implied, it shall be understood that provisions apply equally to either gender.

**Section 17.03** Membership in either of the constituent organizations shall satisfy requirements for membership in the Organization.

## **Article XVIII. CODE OF ETHICS**

### **Preamble**

The following code, in part, is adopted from the American Chiropractic Association and the International Chiropractors Association code of ethics. This Code of Ethics is based upon the fundamental principle that the ultimate end and object of the chiropractor's professional services and effort should be:

*"The greatest good for the patient"*

This Code of Ethics is for the guidance of the members of the Organization with respect to responsibilities to patients, the public and to fellow practitioners.

**Section 18.01** Responsibility to the Patient

- (a) Doctors of chiropractic should hold themselves ready at all times to respond to the call of those needing their professional services.

- (b) Doctors of chiropractic should attend their patients as often as they consider necessary to insure the well-being of their patients.
- (c) Having once undertaken to serve a patient, doctors of chiropractic should not neglect the patient. Doctors of chiropractic should take reasonable steps to protect their patients prior to withdrawing their professional services; such steps shall include: due notice to them allowing a reasonable time for obtaining professional services of others and delivering to their patients all papers and documents.
- (d) Doctors of chiropractic should be honest and endeavor to practice with the highest degree of professional competency and honesty in the proper care of their patients.
- (e) Doctors of chiropractic should comply with a patient's authorization to provide records, or copies of such records, to those whom the patient designates as authorized to inspect or receive all or part of such records, as required by law. A reasonable charge may be made for the cost of duplicating records.
- (f) Doctors of chiropractic should preserve and protect the patient's confidences and records, except as the patient directs or consents or the law requires otherwise. They should not discuss a patient's history, symptoms, diagnosis, or treatment with any third party until they have received the written consent of the patient or the patient's personal representative. They should not exploit the trust and dependency of their patients.
- (g) Doctors of chiropractic owe loyalty, compassion and respect to their patients. Their clinical judgment and practice should be objective and exercised solely for the patient's benefit.
- (h) Doctors of chiropractic should recognize and respect the right of every person to free choice of chiropractors or other health care providers and to the right to change such choice at will.
- (i) Doctors of chiropractic are entitled to receive proper and reasonable compensation for their professional services commensurate with the value of the services they have rendered taking into consideration their experience, time required, reputation and the nature of the condition involved. Doctors of chiropractic should terminate a professional relationship when it becomes reasonably clear that the patient is not benefiting from it. Doctors of chiropractic should support and participate in proper activities designed to enable access to necessary chiropractic care on the part of persons unable to pay such reasonable fees.
- (j) Doctors of chiropractic should maintain the highest standards of professional and personal conduct, and should refrain from all illegal conduct.
- (k) Doctors of chiropractic should be ready to consult and seek the talents of other health care professionals when such consultation would benefit their patients or when their patients express a desire for such consultation.
- (l) Doctors of chiropractic should employ their best good faith efforts that the patient possesses enough information to enable an intelligent choice in regard to proposed chiropractic treatment. The patient should make his or her own determination on such treatment.
- (m) Doctors of chiropractic should utilize only those laboratory and X-ray procedures, and such devices or nutritional products that are in the best interest of the patient and not in conflict with state or federal statute(s) or administrative rulings.

**Section 18.02** Responsibility to the Public

- (a) Doctors of chiropractic should act as members of a learned profession dedicated to the promotion of health, the prevention of illness and the alleviation of suffering.

- (b) Doctors of chiropractic should observe and comply with all laws, decisions and regulations of state governmental agencies and cooperate with the pertinent activities and policies of associations legally authorized to regulate or assist in the regulation of the chiropractic profession.
- (c) Doctors of chiropractic should comport themselves as responsible citizens in the public affairs of their local community, state and nation in order to improve law, administrative procedures and public policies that pertain to chiropractic and the system of health care delivery. Doctors of chiropractic should stand ready to take the initiative in the proposal and development of measures to benefit the general public health and well-being, and should cooperate in the administration and enforcement of such measures and programs to the extent consistent with law.
- (d) Doctors of chiropractic may advertise but should exercise utmost care that such advertising is relevant to health awareness, is accurate, truthful, not misleading or false or deceptive, and scrupulously accurate in representing the chiropractor's professional status and area of special competence. Communications to the public should not appeal primarily to an individual's anxiety or create unjustified expectations of results. Doctors of chiropractic should conform to all applicable state laws, regulations and judicial decisions in connection with professional advertising.
- (e) Doctors of chiropractic should continually strive to improve their skill and competency by keeping abreast of current developments contained in the health and scientific literature, and by participating in continuing chiropractic educational programs and utilizing other appropriate means.
- (f) Doctors of chiropractic may testify either as experts or when their patients are involved in court cases, worker's compensation proceedings or in other similar administrative proceedings in personal injury or related cases.
- (g) The chiropractic profession should address itself to improvements in licensing procedures consistent with the development of the profession and of relevant advances in science.
- (h) Doctors of chiropractic who are public officers should not engage in activities which are, or may be reasonably perceived to be in conflict with their official duties.
- (i) Doctors of chiropractic should protect the public and reputation of the chiropractic profession by bringing to the attention of the appropriate public or private organizations the actions of chiropractors who engage in deception, fraud or dishonesty, or otherwise engage in conduct inconsistent with this Code of Ethics or relevant provisions of applicable law or regulations within their states.

**Section 18.03** Responsibility to the Profession

- (a) Doctors of chiropractic should assist in maintaining the integrity, competency and highest standards of the chiropractic profession.
- (b) Doctors of chiropractic should by their behavior, avoid even the appearance of professional impropriety and should recognize that their public behavior may have an impact on the ability of the profession to serve the public. Doctors of chiropractic should promote public confidence in the chiropractic profession.
- (c) As teachers, doctors of chiropractic should recognize their obligation to help others acquire knowledge and skill in the practice of the profession. They should maintain high standards of scholarship, education, training and objectivity in the accurate and full dissemination of information and ideas.

- (d) Doctors of chiropractic should attempt to promote and maintain cordial relationships with other members of the chiropractic profession and other professions in an effort to promote information advantageous to the public's health and well-being.