

**THE OHIO STATE CHIROPRACTIC ASSOCIATION, INC.
AMENDED AND RESTATED CONSTITUTION AND BYLAWS**

ARTICLE I – NAME

The name of this Association shall be “THE OHIO STATE CHIROPRACTIC ASSOCIATION, INC.” The Association is incorporated pursuant to the authority of Ohio Revised Code Chapter 1702.

[COMMENT: The Preamble was deleted as not being necessary.]

ARTICLE II – PURPOSE

The Association is incorporated primarily to promote chiropractic practice, including the following:

1. To serve as a representative membership organization of the chiropractic profession.
2. To maintain the science of chiropractic as a separate and distinct healing arts profession.
3. To protect in every way, not contrary to law, the philosophy, science and art of chiropractic, and the professional welfare of its members.
4. To serve as an official spokesperson for the representatives of the chiropractic profession in the state of Ohio and to assist all reputable organizations of the profession in carrying out compatible purposes.
5. To establish and maintain the standards of education, ethics, and professional competency necessary or desirable to meet the requirements of the profession and expectations of society.
6. To develop, participate in, or conduct health research programs that are compatible with the chiropractic philosophy, art, and science.
7. To promote the science, philosophy, and art of the chiropractic profession and to provide for its perpetuation by advocating and encouraging the highest standards of ethics in the practice of the profession; by working united for advancement of the chiropractic profession; by cooperating with doctors of chiropractic for the professional welfare of the Association’s members and the profession in general; and by promoting the most desirable relationships with other professions, organizations, governmental agencies, and groups.
8. To establish an appropriate understanding in the public mind that will assure maximum recognition and acceptance of the profession, its programs, and practices.
9. The Association is expressly authorized and empowered to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class; to borrow money from any person, firm, or corporation and to issue notes or obligations of the Association from time to time, for any of the same objects or purposes of the Association and to make secure the same by lawful means; and invest notes, bonds, mortgages, deeds of the trust, or any evidence of indebtedness for the use and benefit of the Association.

10. To receive or acquire monies or property by gift, bequest, devise or transfer monies and/or property, and may hold such funds for investment purposes or in trust in furtherance of the purposes of the Association.
11. Publish a journal or other scholarly papers related to the chiropractic profession.
12. To do all things necessary and proper in the interests of the chiropractic profession and its members in carrying out the foregoing purposes, and such purposes as permitted by law for not for profit corporations in Ohio.

[COMMENT: Adds Sections 10, 11 and 12, which are outlined in the Amended Articles of Incorporation, and added a new 13 to give the Association general powers permitted by law.]

ARTICLE III – CODE OF ETHICS

The Association shall adopt a Code of Ethics which shall apply to members of the chiropractic profession, which Code may be amended from time to time by the Board of Directors.

[COMMENT: Language is clarified to confirm the Board may amend the Code from time to time.]

ARTICLE IV – MEMBERSHIP

Section One. Eligibility for Membership. Regular membership is available to doctors of chiropractic maintaining a current Ohio license. Members in good standing are those whose membership dues have been paid in full and are current. Membership in the Association is an annual membership. The Board of Directors may make other classifications for associate members who support the mission and purpose of the Association from time to time, which may include students of chiropractic.

Section Two. Voting Rights. Each Regular Member in good standing shall be entitled to vote for each matter submitted to the membership for voting. Associate members shall not be eligible to vote or serve as an officer or director.

Section Three. Removal. Any Member may be suspended or expelled by the majority vote of the Board of Directors for conduct unbecoming a Member, failure to abide by the Code of Ethics and Rules and Regulations of the Association, or for failure to meet the eligibility requirements.

[COMMENT: This is moved from current Section V. It provides the Directors may create other classifications for membership, and has a provision for removing a member.]

ARTICLE V – DISTRICTS

The Association shall be divided into regional groups called Districts. At least one representative from each of the Districts will be a Member of the Board of Directors. The Districts are defined as follows:

District 1: Defiance, Fulton, Henry, Lucas, Williams and Wood.

District 2: Erie, Huron, Ottawa, Sandusky and Seneca.

District 3: Ashtabula, Cuyahoga, Geauga, Lake and Lorain.

District 4: Columbiana, Mahoning and Trumbull.

District 5: Medina, Portage and Summit.

District 6: Crawford, Richland, Ashland, Knox, Morrow, Marion and Wyandot.

District 7: Allen, Auglaize, Hancock, Hardin, Logan, Mercer, Paulding, Putnam, Shelby and Van Wert.

District 8: Champaign, Clark, Darke, Greene, Miami, Montgomery and Preble.

District 9: Coshocton, Delaware, Fairfield, Fayette, Franklin, Licking, Madison, Muskingum, Perry, Pickaway and Union.

District 10: Belmont, Harrison, Guerny, Jefferson, Monroe, Morgan, Noble and Washington.

District 11: Reserved.

District 12: Adams, Athens, Gallia, Highland, Hocking, Jackson, Lawrence, Meigs, Pike, Ross, Scioto and Vinton.

District 13: Brown, Butler, Clermont, Clinton, Hamilton and Warren.

District 14: Carroll, Holmes, Stark, Tuscarawas and Wayne.

[COMMENT: This is the prior Article II.]

ARTICLE VI – MEETING OF THE ASSOCIATION AND DISTRICTS

Section One. Annual Meeting. An annual meeting of the members shall be held at a time and location designated by the Board of Directors. Additional membership meetings may be held at the discretion of the Board of Directors. Meeting minutes shall be retained by the Executive Office.

Section Two. District Meetings. Each District is encouraged to hold separate meetings. District meetings shall be called by any Association officer or the District Director. Meeting minutes shall be retained by the Executive Office.

Section Three. Special Meetings. Special meetings of the Association or a District can be called any time by the President or by majority vote of the Board of Directors.

Section Four. Notice of Meetings. Notice of the time and place of all regularly scheduled meetings shall be given to each applicable participant by telecommunication (email or voicemail) or by mail no less than 30 days before the date of the meeting. If special meetings are called, notice must be given 7 days in advance (by email or voicemail) and the purpose of the meeting will be stated in the notice. Notices of scheduled meetings will also be placed on the website of the Association.

Section Five. Membership Voting. The majority vote of voting members in attendance or participating will be required to approve matters requiring a general membership vote. All membership voting will take place in person or via electronic or postal mail voting processes as determined by the Board of Directors from time to time. Only members in good standing are eligible to vote. No member may vote by proxy. When a vote is conducted through electronic voting, the membership will be informed electronically fourteen (14) days before the voting begins.

[COMMENT: This is a restatement of old Article III. It adds language to clarify how notices of meetings are to be given, includes provisions for electronic voting, and clarifies that proxy voting is not permitted.]

ARTICLE VII – BOARD OF DIRECTORS

Section One. The affairs of the Association shall be managed by its Board of Directors. The Association will have a Board of Directors consisting of between 18 and 31 Members. The Directors will consist of the District Directors, the President, Vice President, Treasurer, Secretary, and Immediate Past President.

Section Two. Powers and Responsibilities. Each Director will act in the best interests of the Association and in addition to general service, will be required to serve on a committee or committees of the Board from time to time. A Director shall perform his/her duties as a Director in good faith; in a manner he/she reasonably believes to be in the best interests of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a Director, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more directors, officers or employees of the Association whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believe are within the person's professional or expert competency; or (c) a committee of the Association upon which he/she does not serve, duly established in accordance with these bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

[COMMENT: This is a new section to provide that the Association is to be managed by the Board, and identify the number of members for the Board. It further adds a new Section Two to set legal standards for good faith action by Directors.]

ARTICLE VIII – DISTRICT DIRECTORS

Section One. District Directors. Each District will be eligible to elect one representative to the Board of Directors. Any District which has more than 90 regular members, shall be eligible to have a second District Director. Membership numbers for each District will be determined as of September 1st of the current year of the election for the purposes of electing District Directors.

Section Two. Election of District Directors. Regular members who would like to run for District Director must submit a notice of intent to run for the position to the Executive Office on or before the second Monday in October. In Order to be eligible, a candidate must be a regular member in good standing, and have been in the practice of chiropractic for at least three years as of the time of the scheduled election. The Association will advise the members in the District of the candidates for election, with the election to occur in the last week in October. District Directors will be elected to a term of two years to begin on January 1st of the next year. Odd numbered Districts will elect their Directors in odd numbered years, and even numbered Districts will elect their Directors in even numbered years. Only members in good standing will be eligible to be elected as a District Director.

Section Three. Duties of a District Director. In addition to responsibilities as a Director of the Association, the District Director shall also be responsible for communicating with the Members in their Districts, and scheduling and attending District meetings. A District Director may, but shall not be required to, appoint an assistant District Director to assist in these responsibilities, and the assistant District Director must also be a member in good standing to be so designated. The District shall approve or reject said appointment within thirty (30) days thereof. If rejected, the District Director may appoint another member in good standing. The District shall then have fifteen (15) days to approve or reject said appointment.

[COMMENT: This is a restatement of the old Article IV. It clarifies the duties of Directors, defines qualification of persons seeking to be a Director, and authorizes the appointment of an Assistant District Director.]

ARTICLE IX – OFFICERS

Section One. Positions. The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and Immediate Past President. Each Officer shall serve for a term of one year.

Section Two. Election of Officers. Elections for the officers shall be held annually. Elections shall be managed by the Executive Office.

Section Three. Officer Qualifications. The Association believes that prior experience as a board member is essential to serve as an officer of the Association. Candidates for the office of president must have served at least one (1) previous term on the Executive Committee immediately prior to the year they run. No person may be elected as president for more than two consecutive terms. A Past President may not run for the office of President again without serving on the Executive Committee as Vice President, Secretary or Treasurer in the year of the

election. Candidates for the positions of vice president, secretary and treasurer must meet the following requirements:

1. The person must be licensed as a chiropractor by the state of Ohio and have been actively practicing for at least five (5) years; and
2. The person is a member in good standing of the Association; and
3. The person must have been a member of the Association a minimum of five (5) consecutive years immediately prior to the year they run; and
4. The person must have previously served as an Executive Committee member, District director or committee chair two (2) years immediately prior to the year they initially run. A person previously qualified, but with service that was interrupted for one year shall still be considered qualified to run.

Section Four. Nominating Committee. The Governance and Nominating Committee shall additionally meet prior to the filing deadline for candidates. The Committee shall seek to proactively recruit candidates for officer positions who have met the qualifications for office and demonstrated positive leadership abilities in their service to the Association.

If a member meeting the requirements is not nominated by the Committee, but wishes to run for an officer position, the member may submit their intention to run to the Committee for consideration as a candidate. If a qualified member self-nominates, the intent to run will be due via written or electronic means to the Executive Office by the close of business on the 1st Tuesday in September. The Committee shall evaluate the qualifications of the candidates for eligibility. The Committee may submit one candidate for each position to the Board of Directors for approval as the Board's nominee, or the Committee may report to the Board of Directors which candidates are qualified to run. The Nominating Committee will report the list of candidates to the Board on or before the second Tuesday in September.

Section Five. Election of Officers. The election for officers shall be the last full week of September and shall run from Monday to Friday. The Executive Director shall distribute to all members a biographical description of each candidate and a notice of election. This notice may be done by email, posting on the Association's website and/or other appropriate electronic means.

A candidate is considered elected by attaining a majority vote of the regular members who vote in the election. The officers will take office effective January 1st of the following year.

Any person elected as an officer who then holds a position as a District Director or Committee Chairman will resign their positions as a District Director or Committee Chairman effective upon their taking the position as an officer in the Association. The then seated President will automatically assume the office on January 1st of the Immediate Past President without further action or vote, unless the President has been elected to a second term in which the current Immediate Past President will also serve a second term.

Section Six. Duties of Officers.

A. The **President** shall be chairman of the board, preside at all Executive Committee meetings. The President shall nominate all Board of Director's committees and committee chairs. The Board of Directors shall approve said nominees by majority vote. The President shall be an ex-officio member of all committees and task forces of this Association with the exception of the Ethics Committee. The President shall provide leadership in advancing the mission and purposes of the Association.

B. The **Vice President** shall perform the duties of President in the temporary absence or disability of the President. He/she shall act as Immediate Past President in the temporary absence or disability of the Immediate Past President. In the absence of both the President and Immediate Past President, the Vice President will act as President while the Secretary will act as Immediate Past President.

C. The **Treasurer** shall be responsible to coordinate the receipts and disbursements of all funds of the Association. The Treasurer shall oversee the accounting for the receipts and expenditures of this Association. The Treasurer may have the duty to make such purchases, sales, leases, acquisitions or dispositions of real and personal property as may be ordered or authorized by the Board of Directors and to execute on behalf of this Association, all documents and papers which may be required in connection with any such purchases, sales, leases, acquisitions or dispositions. The Treasurer shall supervise the payments of all bills of this Association as authorized by the Finance and Budget Committee and/or the Board of Directors and/or the Association's Chief Executive Officer. The Treasurer shall perform the duties of the Secretary in the temporary absence or disability of the Secretary. The Treasurer shall work with an executive office employee as an assistant in these duties.

D. The **Secretary** shall be responsible to record, communicate, and publicize the proceedings and actions of the Executive Committee, Board of Directors, and the Association. The Secretary shall perform the duties of the Vice President in the temporary absence or disability of the Vice President. The Secretary shall perform the duties of the Treasurer in the temporary absence or disability of the Treasurer.

E. The **Immediate Past President** of the Association shall be called the **Immediate Past President (IPP)**. This person may Chair meetings of the Board of Directors at the request of the President & Chairman of the Board. In the absence of the IPP, the Vice President may Chair such meetings. The IPP shall not routinely vote on Association business with the exception that the IPP shall vote to break all ties.

Section Seven. Executive Committee. The Executive Committee shall consist of the elected officers of the Association and the Immediate Past President. The Executive Committee shall administer projects approved by the Board of Directors of the Association. The Executive Committee shall also have the power to borrow money, upon the approval of the Board of Directors. The Executive Committee shall keep minutes of all meetings and provide actions to the Board of Directors of the Association at the Board meeting following such meeting or action. The Executive Committee shall be responsible for the day to day decisions that do not otherwise require action by the full Board, and to act in the case of an emergency issue. Meeting of the Executive Committee may be called by the President or a majority of the Executive Committee

on a 48 hour notice for pressing issues. The 48 hour notification may be waived by unanimous consent of the Executive Committee members. The Board of Directors of the Association may affirm, modify or revoke any actions taken by the Executive Committee.

[COMMENT: This is the old Article IV. It adds the clarification of the role of the Nominating Committee. It clarifies that a person elected as an Officer may not serve at the same time as a District Director or Committee Chairman.]

ARTICLE X – MEETINGS OF THE DIRECTORS

Section One. Meetings. The meetings of the Board will be scheduled on the published dates or as specially called from time to time. A majority of the Officers and Directors will constitute a quorum. A quorum of the Board must be present to take action at a meeting. Unless otherwise stated in these Bylaws or as required by law, all decisions of the Board will be approved with a majority vote of the Directors in attendance at a meeting. No directors may vote by proxy. Directors may participate in meetings of the Board via telephone conference call or other conference method, provided that the Director participating remotely shall be able to hear the general discussion of the meeting and all other Board members can hear them during the meeting.

In addition to the Officers and Directors, Assistant District Directors, and Association Committee Chairs may participate in meetings of the Board, but are not voting members of the Board. In the absence of a District Director, an Assistant District Director for that District shall be permitted to vote in lieu of the District Director. The Board may, from time to time, go into executive session for certain matters and at such time, may excuse non-voting members from participating in those closed sessions.

Section Two. Notice of Meetings. Notice of the time and place of all regularly scheduled meetings shall be given to each applicable participant by telecommunication (email or voicemail) or by mail, no less than 30 days before the date of the meeting. If special meetings are called, notice must be given seven days in advance (by email or voicemail), and the purpose of the meeting will be stated in the notice. Notices of scheduled meetings will also be placed on the website of the Association. Notice of meetings may be waived by attendance at the meeting.

Section Three. Action Without a Meeting. Any action which may be authorized or taken at a Board meeting may be authorized or taken without a meeting by virtue of a written resolution approved by a majority of the Board of Directors who would be entitled to notice of a meeting of the Directors held for that purpose and such resolution shall be made as part of the record of the Association. A confirmation of action via email or other electronic device or medium will also be accepted as if the Director had signed the resolution.

Section Four. Committees. The Board shall maintain various committees:

A. The Ethics Committee shall consist of five (5) doctors of chiropractic who are members in good standing. The Ethics Committee shall administer and enforce the Code of Ethics. The Ethics Committee shall develop such rules, regulations and procedures as appropriate for the

good of the Association and effective supervision for compliance with the Code of Ethics, with such recommendations to be subject to approval by the Board.

B. Committees, project and/or resource groups shall be developed as needed by the Board of Directors. The Board will create a Governance and Nominating Committee and an Audit Committee in addition to other committees as appropriate from time to time. Committees will be chaired by a qualified member nominated by the President and approved by the Board, and the chair shall attend all board meetings as appropriate for that Committee. Committees shall meet at least quarterly and submit written reports following all meetings.

Section Five. Vacancies. If there is a vacancy in any position of Officer, District Director or Committee Chair during the term of such office, the President shall nominate a replacement within thirty (30) days. The Board shall approve or reject the nominee(s) by majority vote via phone or other electronic communication means within 15 days of the notice or at the next meeting of the Board of Directors, whichever occurs first. If a nominee is not approved, the President shall select another nominee for approval by the Board. After approval by the Board, the nominee shall assume the duties and functions of the position for which he/she has been elected and shall serve until the end of the current term. Until the vacancy is filled, the duties of the vacant office position shall be performed as outlined in cases of temporary absence or disability. If the vacancy occurs in the office of President, the Immediate Past President shall act in the stead of the President as outlined. If the vacancy occurs in the office of the Immediate Past President, the President shall nominate a Past President.

Section Six. Removal of a Board Member. A Director or officer may be removed from the Board (a) automatically if the Director or officer does not meet the current requirements to be a member of the Association; or (b) with or without cause upon the affirmative vote of three-fourths (3/4) of the Board of Directors.

[COMMENT: This section adds new language to permit meetings via phone or other teleconferencing technologies, and provides action by written consent. This section further clarifies the process of filling vacancies and a section authorizing a removal of an Officer or Director.]

ARTICLE XI – OPERATIONS

Section One. Compensation. All members of the Board of Directors and committee members shall serve without compensation.

Section Two. Contracts. The President and the Executive Director (after approval by the Executive Committee) may enter into contracts on behalf of the Association consistent with the budget and normal course of business of the Association. The Executive Committee may adopt further rules and procedures as necessary from time to time regarding levels of authority and approvals.

Section Three. Checks, Drafts, and Orders of Payment. All checks, drafts, and orders of payment can be signed by the Treasurer. The Board may adopt additional financial policies with

more details of the check writing, bank statement verification, and cash flow policies and procedures.

Section Four. Fiscal Year. The fiscal year of the Association will begin on the first day of January and end on the last day of December.

Section Five. Federal Tax Exemption. No director, Officer, employee, member, or agent shall take any action or carry on any activity by or on behalf of the Association that is not permitted by federal, state or local law. Additionally, no Director, Officer, employee, member, or agent shall take any action or carry on any activity by or on behalf of the Association which is not allowed to be taken by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code – as they exist now or as they may be amended in the future.

Section Six. Conflict of Interest. Members who serve as a Director, Officer, Committee Member, or in another leadership position with the Association do so in a fiduciary capacity for the Association. At all times while serving in their leadership position, members shall avoid placing themselves in a position where personal, professional or business interests may conflict with their duties to the Association, or using information learned through their position for personal gain. Each Officer, Director, Committee Member, or other person in leadership will be responsible to sign and agree to the then current Conflict of Interest Policy adopted by the Board from time to time.

Section Seven. Confidentiality. Officers, Directors, Committee Chairs, and others serving in leadership positions to the Association do so acknowledging the importance to maintain confidentiality as to information which may be shared within the leadership. At all times while serving in a leadership position, individuals shall comply with the Association Confidentiality Policy and will execute the then current Confidentiality Policy of the Association. Violation of such policies may result in removal from his or her position and as a member of the Association.

Section Eight. Indemnification. The Association will indemnify its Officers, Directors, and committee members to the fullest extent and consistent with the then current provisions of Ohio law regarding service of Officers and Directors for non-profit organizations. The Board shall also obtain at the expense of the Association, Directors and Officers liability insurance as permitted by Ohio law.

Section Nine. Employees. Members, excluding Officers or Directors, may become employees of the Association.

Section Ten. Reimbursements. The Association may reimburse members, Officers, Directors, and staff for expenses incurred in performing official duties on behalf of the Association. The Board will adopt written fiscal policy describing when members, Directors, officers, and staff may be reimbursed for their expenses.

Section Eleven. Fiscal Accountability. The Association shall keep correct and complete books and records of account in the Executive Office. An Executive Office shall be maintained in the Columbus, Ohio area, or such location as approved by the Board. The Association will develop

standards of financial accountability for Association operations. The Association will undergo a bi-annual audit of its financial affairs. The Association will have an Audit Committee to review the financial affairs of the Association on an annual basis, or more frequently if desired.

[COMMENT: Adds a new Section Six regarding the Conflict of Interest Policy and a new Section Seven regarding the Confidentiality Policy. It further adds a new Section Eight authorizing indemnification for Officers and Directors, including purchase of E & O insurance coverage.]

ARTICLE XII – DISSOLUTION

Upon the dissolution of the Association, the Board shall, after paying or making provisions for the payment of all the liability of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is located, exclusively for such purposes or to such organizations or organization, as said Court shall determine which are organized and operated exclusively for such purposes.

[COMMENT: This is a new Article which puts the Bylaws in compliance with Internal Revenue regulations for non-profit organizations.]

ARTICLE XIII – AMENDMENTS

Amendments, changes or additions to this Constitution and Bylaws can be made with the approval of a two-thirds (2/3) vote of the Board of Directors.

[COMMENT: This clarifies that the Bylaws can be amended by a 2/3 vote of the Board of Directors.]