

GENERAL PURPOSE AND RATIONALE

The primary purpose of this NBCE Bylaws general revision is to modernize and clarify the language of the bylaws. Typically, general revisions are conducted when many grammatical and clarifying edits are planned. After an extensive review the NBCE Board of Directors approved this general revision draft at their February 11, 2023 meeting. If adopted at the 2023 Annual Meeting of the Delegates, this general revision will replace the existing NBCE Bylaws as of the date of adoption.

For reference, a summary of changes is provided below. **Global revisions** describe common changes occurring in multiple articles and sections; **specific revisions** list changes unique to a particular article or section.

GLOBAL REVISIONS

- Formatted each section for consistency as follows:

ARTICLE I

ARTICLE NAME EXAMPLE

Section 1. Section Example. Lorem ipsum dolor sit amet, consectetur adipiscing elit. Maecenas porttitor congue massa. Fusce posuere, magna sed pulvinar ultricies, purus lectus malesuada libero, sit amet commodo magna eros quis urna. Nunc viverra imperdiet enim.

- Changed reference to the National Board of Chiropractic Examiners from “National Board” to “NBCE” throughout the bylaws.
 - *Rationale: Reflects common usage and eliminates any confusion between references to the NBCE and the NBCE Board of Directors.*
- Changed reference to the Board of Directors from the “Board” to the “Board of Directors.”
 - *Rationale: To improve clarity and to distinguish this group throughout the bylaws.*
- Meetings: clarified distinctions between meetings of the delegates and meetings of the board of directors as well as differences between annual meetings, regular meetings, and special meetings where appropriate.
 - *Rationale: To improve readability and clarity.*
- Replaced several instances of “not less than” with “at least.”
 - *Rationale: To improve readability.*
- Inserted page footer that will list the date of adoption of each page. If adopted, footer will read “Bylaws of the National Board of Chiropractic Examiners Adopted April 28, 2023”.
 - *Rationale: To improve readability and to avoid confusion with older versions.*
- Inserted page numbers.
 - *Rationale: To improve readability and for ease of use.*

SPECIFIC REVISIONS

Article I – Mission

- Changed Article I heading from “Purpose” to “Mission.”
 - *Rationale: This change avoids unintentional conflicts with the “purpose” stated in the corporate charter.*
- Added punctuation and grammar modifications that did not change the intent of the section.
 - *Rationale: To improve clarity and readability.*

Article II – Delegates

- Section 2 – clarified how delegate vacancies are managed and further clarified the distinction between a “Delegate” and “Alternate Delegate.”
 - *Rationale: To improve clarity and readability.*

Article III – Meetings of Delegates

- Section 4. Deleted “must vote in person”
 - *Rationale: To align with modern electronic voting procedures; note: this change does not allow proxy voting.*
- Section 6. Clarified that standing rules shall be developed for all meetings.
 - *Rationale: To improve clarity.*

Article IV – Board of Directors

- Article IV – moved several sections dealing with the board into this article and reorganized sections.
 - *Rationale: To improve readability.*
- Section 3 – clarified the order of seating for directors.
 - *Rationale: To improve clarity, consistent with current practices.*
- Section 8 – modified so that no director shall serve more than twelve (12) aggregate years and that no person shall be eligible to any election which would cause them to exceed the 12-year aggregate term limitation.
 - *Rationale: To improve clarity around term limitations.*

Article V – District Directors

- Article V – moved sections dealing with the district directors into this article and reorganized sections.
 - *Rationale: To improve clarity and readability.*
- Section 1. – Removed “No.” between the word “District” and the number of the District.
 - *Rationale: To improve readability.*
- Section 3 – clarified establishment of staggered terms.
 - *Rationale: To improve clarity and readability.*
- Section 5. – clarified when directors shall be seated, end of term, and term limitations.
 - *Rationale: To improve clarity and readability; to improve clarity around term limitations.*

Article VI – Appointed Directors

- Article VI – created a new Article from previous Article IV, Section 4.

- *Rationale: To improve clarity and readability.*
- Section 1 – clarified when appointed directors shall be seated and end of term.
 - *Rationale: To improve clarity and readability.*

Article VII – At-Large Directors

- Article VII – created a new Article from previous Article IV, Section 5.
 - *Rationale: To improve clarity and readability.*
- Section 3. – clarified when directors shall be seated, end of term, and term limitations.
 - *Rationale: To improve clarity and readability; to improve clarity around term limitations.*

Article VIII – Officers

- Section 2 – clarified the order of elections for NBCE officers.
 - *Rationale: To improve clarity.*
- Section 6 – clarified that the President shall preside at all meetings of Delegates
 - *Rationale: To improve clarity.*
- Sections 7, 8, & 9 – clarified order of presiding in the absence of the President.
 - *Rationale: To improve clarity.*
- Section 10 – clarified that the CEO shall be a non-voting member of the board of directors.
 - *Rationale: To improve clarity.*

Article IX – Committees

- Section 5 – clarified the quorum of a committee and the number of committee members required to act.
 - *Rationale: To improve clarity.*

Article XIII – Waiver of Notice

- Added additional clarification to allow for waiver of notice to be established by virtue of meeting participation
 - *Rationale: To improve clarity in alignment with the Texas Business Organizations Code.*

Article XV – Dissolution

- Added lettered subsections
 - *Rationale: To improve clarity and readability.*

Article XVII – Rules and Regulations and Parliamentary Authority

- Added section headers:
 - Section 1. Rules and Regulations.
 - Section 2. Parliamentary Authority.
 - *Rationale: To improve clarity.*

Article XVIII – Amendment

- Deleted redundant language.
 - *Rationale: To improve clarity.*