



BYLAWS

Redlined Version

As Presented to NBCE Delegates
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BYLAWS OF THE NATIONAL BOARD OF CHIROPRACTIC EXAMINERS

ARTICLE I PURPOSE

The purpose of the National Board of Chiropractic Examiners (“National Board”) is to establish and maintain uniform standards of excellence in the chiropractic profession and in chiropractic education, primarily but not exclusively by preparing and administering to qualified applicants examinations of superior quality, whereby legal agencies governing the practice of chiropractic within the United States and other countries may accept, at their discretion, those individuals who have successfully completed any part of the examinations of the National Board, and by providing test and measurement services to the chiropractic profession in all areas of demonstrated need, and by advancing the chiropractic profession when in the best interests of the National Board and chiropractic testing.

ARTICLE II DELEGATES

Section 1. Number. There shall be one (1) delegate (“Delegate”) to the National Board from each chiropractic licensing agency (“Agency”) of the United States, Washington D.C., Puerto Rico, and U.S. Virgin Islands that recognizes successful completion of any part of the National Board examinations as a prerequisite to chiropractic licensure.

Section 2. Designation of Delegates. Each Agency shall officially designate one (1) Board member of the Agency to serve as Delegate and may designate one (1) Board member to serve as Alternate Delegate in the absence of the Delegate to the National Board and shall certify the names to the executive office of the National Board in writing, postmarked, emailed, or faxed, no less than sixty (60) days prior to the Annual Meeting. Certification shall be signed by an authorized person and shall certify that the designated Delegates meet the eligibility requirements to serve as Delegates. Delegates so designated shall serve for a one (1) - year term beginning sixty (60) days prior to the Annual Meeting and ending sixty (60) days prior to the next succeeding year’s Annual Meeting of the Delegates.

Section 3. Vacancies. Vacancies in Delegates to the National Board shall be filled by the respective Agency in which the vacancy occurs. Any time a Delegate ceases to meet the eligibility requirements in Section 2, said Delegate shall no longer be eligible to vote or otherwise serve as a Delegate, and a vacancy shall be deemed to have occurred. The Agency shall notify the National Board of the newly designated Delegate as soon as practical, but no later than fifteen (15) days prior to the next Annual Meeting of the Delegates except for good cause. The newly appointed Delegate shall serve the unexpired term. In the event of a vacancy, the Alternate Delegate provided for in Section 2 will automatically succeed to the position of designated Delegate and shall act in the place of the designated Delegate until the vacancy is filled.

Section 4. Duties of Delegates. The duties of the Delegates are to elect District Directors at the Annual Meeting of the Delegates, to ratify any changes in the Bylaws in the form proposed by the Board, and to ratify any plan adopted by the Board to dissolve the National Board.

ARTICLE III MEETINGS OF DELEGATES

Section 1. Annual Meeting. The Annual Meeting of the Delegates to the National Board shall be held at such time and place as determined by the Board. Whenever feasible, the Annual Meeting shall be held concurrently with the Annual Meeting of the Federation of Chiropractic Licensing Boards (“FCLB”). Notice of the Annual Meeting, giving the time and place, shall be provided to each Delegate not less than forty-five (45) days prior to the Annual Meeting.

Section 2. Special Meetings. Special meetings of the Delegates to the National Board may be called at the discretion of the President or by petition of a majority of the Delegates. A notice of a special meeting shall be provided to each Delegate not less than fifteen (15) days prior to the date on which the meeting is called. The notice of a special meeting shall define the purpose or purposes for which the meeting is called.

Section 3. Electronic Meetings and Presence. Any regular or special meeting may be conducted through any means of communication by which all members are afforded access to hear each other during the meeting and anyone participating by this means is deemed to be present in person at the meeting. No meeting shall be invalid simply because a member is unable to electronically access a meeting in whole or in part.

Section 4. Quorum. A majority of the Delegates of the National Board shall constitute a quorum at any Annual or Special Meeting of the Delegates, unless otherwise specified herein. Only credentialed Delegates present shall be counted for determination of a quorum and only credentialed Delegates present are eligible to vote. Delegates must vote in person and may not vote by proxy.

Section 5. Manner of Acting. The act of a majority of the duly registered and credentialed Delegates present and voting at any Annual or Special Meeting at which a quorum is present shall be the act of the Delegates unless the act of a greater number is required by these Bylaws.

Section 6. Standing Rules. The Board shall present, and the Delegates shall adopt Standing Rules for each Annual Meeting.

ARTICLE IV DIRECTORS

Section 1. Authority and Number. The business, finances, control, direction and management of the affairs of the National Board shall be vested in a board of eleven (11) Directors (“Board”).

Section 2. Composition. The Board shall consist of five (5) District Directors elected by the Delegates, two (2) Directors appointed by the FCLB and four (4) At-Large Directors elected by the Board. Directors' terms shall begin upon their election or appointment at an Annual Meeting.

Section 3. District Directors.

- a) Composition. Five (5) Directors of the National Board shall be elected by the Delegates. There shall be one Director from each of the following Districts:

DISTRICT NO. 1 - Alaska, Idaho, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington and Wyoming.

DISTRICT NO. 2 - Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio and Wisconsin.

DISTRICT NO. 3. - Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and Washington D.C.

DISTRICT NO. 4 - Arizona, California, Colorado, Hawaii, Kansas, Nevada, New Mexico, Oklahoma, Texas, and Utah.

DISTRICT NO. 5 - Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Virginia, West Virginia, and U.S. Virgin Islands.

- b) Eligibility. In order to be eligible for initial election as a District Director of the National Board from one of the five (5) Districts, a nominee shall be a resident of said District whose Agency recognizes the successful completion of any part of the National Board examinations as a prerequisite to licensure and shall be a doctor of chiropractic who is a member and who represents said Agency or shall have been a member of such within a period of three (3) years prior to nomination and election. In order to be eligible for election to additional consecutive terms as a District Director from one of the five (5) Districts at any election subsequent to an initial election, a nominee must meet the requirements in the preceding sentence but shall not be required to have been a representative of his or her Agency at the time of such subsequent election or within the three (3) - year period prior to such subsequent election.

- c) Election. At the Annual Meeting of the Delegates to the National Board, the Delegates from each District nominating a Director for election that year shall convene and nominate one (1) eligible individual as a Director of the National Board by majority vote by written ballot, or by acclamation if there is only one nominee, of the Delegates from that District present and voting. Directors from Districts 1 and 2 shall be elected in one year, a Director from District 4 shall be

elected the next year, and Directors from Districts 3 and 5 shall be elected the following year. The name of each nominee for District Director shall then be brought before the Delegates for consideration. There shall be an individual vote for each nominee. If a nominee for District Director receives an affirmative vote of less than a majority of Delegates, such nominee shall be considered rejected. Those Delegates to the National Board who represent the District of the rejected nominee shall reconvene and nominate another nominee for Director. The name of such nominee shall be voted upon by the Delegates of the National Board in the aforementioned manner until a Director is elected from each District. Subsequent to the election of a Director, the presiding officer shall declare the election accomplished.

- d) Term. The term of each of the five (5) District Directors shall be three (3) years or until a successor is duly elected. No individual may serve more than nine (9) consecutive years as a District Director, except as necessary to complete a current term.

Section 4. FCLB Directors. The term of each of the two (2) Directors appointed by the FCLB shall be one (1) year or until a successor is duly appointed. No individual appointed by the FCLB shall serve more than nine (9) consecutive years as an FCLB appointed Director, except as necessary to complete a current term.

Section 5. At-Large Directors.

- a) Composition. Four (4) Directors, two of whom not required to be Doctors of Chiropractic, shall be elected at large by the Board at the Annual Meeting subsequent to the seating of the elected District Directors and the seating of the two (2) Director appointments by the FCLB.
- b) Order of Election. The At-Large Director seats will be listed as Seat A, Seat B, Seat C, and Seat D. Seats A and B will be elected in even numbered years. Seats C and D will be elected in odd numbered years. The seats will be elected in alphabetical order.
- c) Term. The term of the four (4) At-Large Directors shall be two (2) years or until a successor is elected. No individual may serve more than eight (8) consecutive years as an At-Large Director, except as necessary to complete a current term.
- d) Intent to Run. A letter of Intent to Run for an At-Large Director position along with a curriculum vitae must be filed with the NBCE no less than 60 days before the day of the elections.

Section 6. Term Limit for All Directors. Time serving as a Director elected to fill any vacancy shall not count toward any aggregate term limits. Notwithstanding any other provision of these Bylaws, no individual shall serve as a Director of the National Board for more than an aggregate of twelve (12) years, except as necessary to complete a current term.

Section 7. Vacancies. A vacancy in any At-Large Director position on the Board shall be filled by the remaining members of the Board for the balance of the term. If a vacancy occurs in a District Directorship, the vacancy may be filled by the Board with an eligible individual from the District in which the vacancy occurred. The Director who is appointed to fill a District Directorship vacancy on the Board shall serve until the following Annual Meeting of the Delegates of the National Board at which time the vacancy shall be filled in the same manner as for original election, and for the balance of the term of the Director whose position became vacant. A vacancy of an FCLB-appointed Director shall be filled for the balance of the term in the same manner as provided for in Article IV, Section 4.

Section 8. Removal. Any Director may be removed by a two-thirds vote of the Board whenever, in the judgment of the Board, the best interests of the National Board would be served thereby.

Section 9. Meetings. The Board shall hold an Annual Meeting in conjunction with the Annual Meeting of Delegates. Special meetings of the Board may be called at the discretion of the President or upon written petition for such special meetings by a majority of the Board. Notice of a special meeting shall state that the meeting is called to transact any business that may properly come before the Board.

Section 10. Quorum and Manner of Acting. A majority of the Board shall constitute a quorum at any regular or special meeting, and the act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 11. Executive Committee. The Board may delegate any of its functions to an Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary. The Board shall define the functions delegated to the Executive Committee. The President of the National Board shall preside over meetings of the Executive Committee and the Board.

Section 12. Participation by Remote Communication. A meeting of the Board or any committee identified in these Bylaws or established in the manner contemplated in these Bylaws may be held by means of any equipment or system that permits each person participating in the meeting to contemporaneously communicate with all other persons participating in the meeting. Such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE V OFFICERS

Section 1. Number. The officers shall include a President, Vice President, Secretary and Treasurer. Other officers may be elected from the Board. A Director may not simultaneously hold more than one officer position.

Section 2. Election and Term of Office. The officers of the National Board shall be elected by the Board from among the members of the Board at the regular Annual Meeting of the

Board subsequent to the election or appointment of all of the Directors. Officers shall serve for a term of one (1) year, or until their successors have been elected. An officer may serve no more than four (4) consecutive one (1) year terms in any one office.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by a two-thirds vote of the Board whenever, in the judgment of the Board, the best interests of the National Board would be served thereby.

Section 4. Vacancies. A vacancy in any office regardless of the cause may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the National Board, and shall be subject to the control of the Board. Generally, the President shall be responsible for communicating the policies and directives of the Board to the Chief Executive Officer and shall assist the Board in supervision over the property, business and affairs of the National Board. The President shall have authority to sign, with the Treasurer, Secretary, or any other proper agent of the National Board authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time. The President shall preside over the Annual Meeting of the Delegates.

Section 6. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the office of the President. The Vice President shall perform those duties that may be assigned by the President or the Board.

Section 7. Secretary. The Secretary shall: (a) ensure that the minutes of the meetings of the Delegates of the National Board and of the Board are prepared and maintained; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) ensure that the corporate records and the seal of the National Board are maintained and that the seal of the National Board is affixed to those documents requiring it; (d) and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board.

Section 8. Treasurer. The Treasurer shall perform the duties customarily performed by the treasurer of a corporation and such other duties as may be assigned to that office by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine.

Section 9. Chief Executive Officer. The Chief Executive Officer shall be the principal operating officer of the National Board and shall be subject to the control of the Board. That person shall have general and active supervision of the properties, business and affairs of the National Board and primary responsibility thereof. That person, in general, shall have the authority and perform all duties incident to the office of Chief Executive Officer and such other duties

as may be prescribed by the Board from time to time. The Chief Executive Officer, as a salaried employee of the National Board, shall be an ex officio member of the Board. Further, any other salaried employee of the National Board shall not be a member of the Board.

Section 10. Scope of Action. Any officer or appointee of the Board who shall become a member or sit with any other body in order to represent, express the views of, or observe the deliberations of such body for the National Board shall not advocate, support or endorse any policy of such body without special authorization by the Board, which shall have the sole authority to give such advocacy, support or endorsement.

ARTICLE VI COMMITTEES

Section 1. Committee on Bylaws. The Committee on Bylaws shall consist of the five (5) District Directors of the National Board, one (1) of whom shall be selected as Chair by a vote of the members of the Committee. The Committee on Bylaws shall periodically, and no less than annually, review the Bylaws of the National Board, shall consider all proposals for modification(s) received from the Board or the Delegates, and shall make its recommendations to the Board. The Board may propose modifications to the Bylaws to the Delegates with or without the recommendation of the Committee on Bylaws.

Section 2. Credentials Committee. The President shall appoint a Credentials Committee each year not less than thirty (30) days prior to the Annual Meeting of the Delegates. The Committee shall consist of five (5) Delegates or Alternate Delegates, one recommended by each District Director, and two (2) Board members appointed by the President, one (1) of whom shall serve as Chair of the Committee. Each member shall serve a one (1) - year term or until a successor is appointed. The Committee shall be responsible for registering and credentialing Delegates and Alternate Delegates who have satisfied the requirements for receipt of credentials in accordance with Article II, Section 2 of these Bylaws. The Committee shall have the authority and discretion to register and credential an individual as the Delegate or Alternate Delegate for a particular Agency who otherwise does not meet the requirements of Article II, Section 2 of these Bylaws, upon its determination that there are extenuating circumstances that suggest the appropriateness of such registration and credentialing. The Committee shall provide a report at the Annual Meeting on registered and credentialed Delegates.

Section 3. Board Governance Committee. The Board Governance Committee shall consist of Directors, including a Chair, chosen by the President. The committee shall periodically review and make recommendations to Board policy, assist in Board development, training and assist the Board in long-range planning.

Section 4. Standing and Special Committees. Other standing and special committees may be established by resolution of the Board adopted at any duly called and constituted regular or special meeting. The composition, size, term, purposes and powers of any such committee shall be as provided in such resolution. The President shall appoint the members and Chairs of all

standing and special committees, with the exception of the Committee on Bylaws. Vacancies in the membership of any standing or special committee shall be filled by the President.

Section 5. Quorum and Manner of Acting. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of the National Board and on behalf of the National Board, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the National Board, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other indebtedness issued in the name of the National Board shall be signed by such officer or officers, agent or agents of the National Board and in such manner as shall be determined by resolution of the Board.

Section 4. Deposits. All funds of the National Board not otherwise employed shall be deposited from time to time to the credit of the National Board in such banks, trust companies, or other depositories as the Board may select.

ARTICLE VIII SEAL

The Board shall provide a corporate seal which shall be in such form as the Board shall determine.

ARTICLE IX EXECUTIVE OFFICE

The executive office of the National Board shall be at such location as determined by the Board.

ARTICLE X WAIVER OF NOTICE

When any notice is required to be given to any Delegate or to a Director of the National Board under the provisions of these Bylaws or under the provisions of the laws of the State of Texas pursuant to which the National Board is incorporated, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI INDEMNIFICATION

The National Board shall indemnify any officer or Director who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, to any action, suit or proceeding, by virtue of the fact that such person is or has been a Director or officer of the National Board. Such indemnification shall be against such expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in conjunction with such action, suit or proceeding to the fullest extent permitted by law. Indemnification shall not exclude any rights to which any person may otherwise be entitled as a matter of law. Reasonable expenses as determined by the Board incurred by any officer or Director who was or is a defendant or respondent, or threatened to be made a defendant or respondent, to any action, suit or proceeding by virtue of the fact that such person is or has been a Director or officer of the National Board may be paid or reimbursed by the National Board, in advance of the final disposition of the action, suit or proceeding, after the National Board receives a written affirmation by the Director or officer of the good faith belief that he or she has met the standard of conduct necessary for indemnification and a written undertaking by or on behalf of the Director or officer to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met such standard or if it is ultimately determined that indemnification of the Director or officer against expenses incurred by him or her in connection with that action, suit or proceeding is prohibited by law. The National Board may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the National Board would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

ARTICLE XII DISSOLUTION

Section 1. Plan. The Board at an Annual or Special Meeting may formulate and adopt a plan for the dissolution of the National Board. The plan shall provide, among other things, that the assets of the National Board be applied as follows:

First, all liabilities and obligations of the National Board shall be paid or provided for.

Second, any assets, held by the National Board that require return, transfer or conveyances, as a result of dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

Third, all other assets shall be distributed to an educational, research, scientific or institutional health organization or association, to be expended toward the advancement of the science and art of chiropractic.

Section 2. Acceptance of Plan. Such plan shall be acted upon by the Delegates at an Annual or legally constituted Special Meeting. Seventy-five percent (75%) of all Delegates present at a meeting at which a quorum is present must vote affirmatively to dissolve.

Section 3. Conformity to Law. Notwithstanding any provision to the contrary, any plan to dissolve must conform to the law and to the Internal Revenue Code concerning dissolution of exempt corporations.

ARTICLE XIII ELECTRONIC COMMUNICATIONS

Section 1. Communications between the National Board and Agencies or Delegates. In addition to any other forms of communication permitted in these Bylaws, any certification, notice or other communication contemplated in these Bylaws by the National Board to an agency or Delegate, or by an agency or Delegate to the National Board, may be made by electronic transmission to the proposed recipient at an electronic address provided by such recipient for such purpose.

Section 2. Communications with Members of the Board and Committees. In addition to any other forms of communication permitted in these Bylaws, any notice or other communication, contemplated in these Bylaws to a member of the Board or any committee member may be made by electronic transmission to such Board or committee member at an electronic address provided by such recipient for such purpose.

ARTICLE XIV RULES AND REGULATIONS AND PARLIAMENTARY AUTHORITY

Section 1. The Board may determine and establish rules and regulations for its proceedings and operations.

Section 2. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the National Board in all cases to which they are applicable and are not inconsistent with these Bylaws, Board Policies, and any special rules of order the National Board may adopt.

ARTICLE XV AMENDMENT

Proposals to alter, amend, repeal or adopt new Bylaws may be adopted by no fewer than two thirds (2/3) of the Board at any regular meeting or at any special meeting of the Board. Any amendment to the Bylaws proposed by the Board shall also be ratified by the Delegates. Ratification of Bylaw amendments requires that a majority of the Delegates vote affirmatively at any meeting at which a quorum is present. Written notice of proposed amendments shall be given to the Delegates not less than forty-five (45) days prior to the meeting of the Delegates at which ratification is to take place. Unless otherwise provided, a Bylaw Amendment is effective upon the adjournment of the meeting of Delegates at which it is ratified.