



# BYLAWS



## **ARTICLE I**

### **MISSION**

The mission of the National Board of Chiropractic Examiners (“NBCE”) 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 agencies governing chiropractic practice may accept, at their discretion, those individuals who have successfully completed any part of the examinations of the NBCE. Additionally, 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 NBCE and chiropractic testing.

## **ARTICLE II**

### **DELEGATES**

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

Section 2. Designation of Delegates. Each Agency shall officially designate one (1) Board of Directors member of the Agency to serve as a Delegate and may designate one (1) Board of Directors member to serve as an alternate delegate (the “Alternate”) and shall certify the names to the executive office of the NBCE in writing, by certified postal mail or electronically, received no less than sixty (60) days prior to the Annual Meeting. Certification shall be signed by an authorized individual on behalf of the Agency and shall certify that the designated Delegate meets the eligibility requirements set forth in these Bylaws. 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 or when their successors are designated.

Section 3. Vacancies. If a Delegate vacancy shall occur, it shall be the responsibility of the Agency to confirm the creation of the vacancy and to designate a successor to complete any unexpired term. A vacancy shall occur any time a Delegate ceases to meet eligibility requirements. The Agency shall notify the NBCE 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, unless the Agency can demonstrate good cause for the untimely notification, as determined by the Board of Directors. In the event of a vacancy, the Alternate provided for in Article II, 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 of Directors, and to ratify any plan adopted by the Board of Directors to dissolve the NBCE.

## ARTICLE III

### MEETINGS OF DELEGATES

Section 1. Annual Meeting of Delegates. The Annual Meeting of the Delegates to the NBCE shall be held at such time and place as determined by the Board of Directors. 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 at least forty-five (45) days prior to the Annual Meeting.

Section 2. Special Meetings of Delegates. Special meetings of the Delegates to the NBCE 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 at least 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. Virtual Participation by Delegates. If authorized by the Board of Directors, 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 NBCE shall constitute a quorum at the Annual Meeting or any special meeting of the Delegates. Only credentialed Delegates present shall be counted in determination of a quorum and only credentialed Delegates present are eligible to vote. Delegates 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 the Annual Meeting or any 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 of Directors shall present, and the Delegates shall adopt, Standing Rules for the Annual Meeting and all special meetings of the Delegates.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

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

Section 2. Composition. The Board of Directors 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 of Directors. Directors shall begin their terms upon installation (the “seating”) at the Annual Meeting of the Board of Directors.

Section 3. Order of Seating. The order of seating shall be the District Directors elected by the Delegates, Directors appointed by the FCLB, and the At-Large Directors. Successors shall assume their directorship after seating at the Annual Meeting of the Board of Directors. The order of officer election shall be President, Vice President, Secretary and Treasurer.

Section 4. Meetings. The Board of Directors shall hold an Annual Meeting directly following the Annual Meeting of Delegates. Directors and officers shall be seated at the Annual Meeting of the Board of Directors. The Board of Directors shall meet no less than once per quarter each calendar year and a schedule of additional regular meetings may be established during each administration by resolution. A special meeting of the Board of Directors may be called at the discretion of the President or upon written petition by a majority of the Board of Directors. Notice of a special meeting shall state that the meeting is called to transact any business that may properly come before the Board of Directors. The President shall preside over all meetings of the Board of Directors.

Section 5. Virtual Participation. A meeting of the Board of Directors or any committee identified in these Bylaws or established in the manner contemplated in these Bylaws may be held by means of any interactive technology 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.

Section 6. Executive Committee. The Board of Directors may delegate any of its functions to the Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary. The Board of Directors shall define the functions delegated to the Executive Committee. The President of the NBCE shall preside over meetings of the Executive Committee and the Board of Directors.

Section 7. Quorum and Manner of Acting. A majority of the Board of Directors 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 8. Term Limitations for All Directors. No individual shall serve as a voting Director of the NBCE for more than an aggregate of twelve (12) years. A Director shall not be eligible for any election or appointment that would cause the Director to exceed the aggregate term limitation.

Section 9. Removal. Any Director may be removed by a two-thirds vote of the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the NBCE would be served thereby.

Section 10. Vacancies. If a vacancy occurs in a District Directorship, the vacancy shall be filled by the Board of Directors 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 of Directors shall serve until the following Annual Meeting of the Delegates of the NBCE 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 Directorship shall be filled for the balance of the term by an eligible FCLB appointee. A vacancy in any At-Large Director position on the Board of Directors shall be filled by the remaining members of the Board of Directors for the balance of the term.

Section 11. Special Authorization. Any officer or appointee of the Board of Directors who shall become a member or sit with any other organization in order to represent, express the views of, or observe the deliberations of such body for the NBCE shall not advocate, support or endorse any policy of such body without special authorization by the Board of Directors, which shall have the sole authority to give such advocacy, support or endorsement.

## **ARTICLE V** **DISTRICT DIRECTORS**

Section 1. District Directors Composition. Five (5) Directors of the NBCE shall be elected by the Delegates for three (3) year terms. There shall be one (1) Director from each of the following Districts:

- a) DISTRICT 1 – Alaska, Idaho, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming;
- b) DISTRICT 2 – Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, and Wisconsin;
- c) DISTRICT 3 – Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Washington, D.C.;
- d) DISTRICT 4 – Arizona, California, Colorado, Hawaii, Kansas, Nevada, New Mexico, Oklahoma, Texas, and Utah; and
- e) DISTRICT 5 – Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Virginia, West Virginia, and U.S. Virgin Islands.

Section 2. District Director Eligibility. In order to be eligible for initial election, a District Director nominee shall be a resident of said District 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 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 be a representative of his or her Agency at the time of such subsequent election.

Section 3. District Director Nomination. At the Annual Meeting of the Delegates to the NBCE, the Delegates from each District nominating a Director for election shall caucus and nominate one (1) eligible individual as a Director of the NBCE by majority vote by ballot, or by acclamation if there is only one nominee, of the Delegates from that District present and voting. Elections shall be staggered so that Directors from Districts 1 and 2 shall be elected in year one, a Director from District 4 shall be elected in year two, and Directors from Districts 3 and 5 shall be elected in year three in a three (3) year sequence.

Section 4. District Director Election. 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 NBCE who represent the District of the rejected nominee shall reconvene and caucus to nominate another nominee for Director. The name of such nominee shall be voted upon by the Delegates of the NBCE 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.

Section 5. District Director Term. The term of each of the five (5) District Directors shall be three (3) years or until a successor is duly elected. Eligible successors shall assume their directorship after seating at the Annual Meeting of the Board of Directors.

## **ARTICLE VI** **APPOINTED DIRECTORS**

Section 1. FCLB Appointees. 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. Eligible successors shall assume their directorship upon seating at the Annual Meeting of the Board of Directors.

## **ARTICLE VII** **AT-LARGE DIRECTORS**

Section 1. At-Large Director Composition. Four (4) Directors shall be elected at-large by the Board of Directors at the Annual Meeting of the Board of Directors subsequent to the seating of the elected District Directors. Two (2) of the At-Large Directors shall not be required to be Doctors of Chiropractic.

Section 2. At-Large Director 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.

Section 3. At-Large Director Term. The term of the four (4) At-Large Directors shall be two (2) years or until a successor is elected. Eligible successors shall assume their directorship after seating at the Annual Meeting of the Board of Directors.

## ARTICLE VIII

### OFFICERS

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

Section 2. Election and Term of Office. The officers of the NBCE shall be elected by the Board of Directors from among the members of the Board of Directors at the Annual Meeting of the Board of Directors subsequent to the election or appointment of all of the Directors.

Section 3. Officer Terms. 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 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the NBCE would be served thereby.

Section 5. Vacancies. A vacancy in any office regardless of the cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the principal executive officer of the NBCE, and shall be subject to the control of the Board of Directors. Generally, the President shall be responsible for communicating the policies and directives of the Board of Directors to the Chief Executive Officer and shall assist the Board of Directors in supervision over the property, business and affairs of the NBCE. The President shall have authority to sign, with the Treasurer, Secretary, or any other proper agent of the NBCE authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors 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 of Directors from time to time. The President shall preside over the Annual Meeting of the Delegates and any special meeting of the Delegates.

Section 7. 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 of Directors. The Vice President shall preside in the absence of the President.

Section 8. Secretary. The Secretary shall: (a) ensure that the minutes of the meetings of the Delegates of the NBCE and of the Board of Directors 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 NBCE are maintained and that the seal of the NBCE 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 of Directors. The Secretary shall preside in the absence of the Vice President when the President is unable to preside.

Section 9. 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 of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall preside in the absence of the Secretary when the President and Vice President are unable to preside.

Section 10. Chief Executive Officer. The Chief Executive Officer shall be the principal operating officer of the NBCE and shall be subject to the control of the Board of Directors. That person shall have general and active supervision of the properties, business and affairs of the NBCE 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 of Directors from time to time. The Chief Executive Officer, as a salaried employee of the NBCE, shall be an ex officio non-voting member of the Board of Directors. Further, any other salaried employee of the NBCE shall not be a member of the Board of Directors.

## ARTICLE IX

### COMMITTEES

Section 1. Committee on Bylaws. The Committee on Bylaws shall consist of the five (5) District Directors of the NBCE, 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 NBCE, shall consider all proposals for modification(s) received from the Board of Directors or the Delegates, and shall make its recommendations to the Board of Directors. The Board of Directors 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 at least 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 of Directors 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 of Directors policy, assist in Board of Directors development, training and assist the Board of Directors in long-range planning.

Section 4. Standing and Special Committees. Other standing and special committees may be established by resolution of the Board of Directors 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 entire fixed membership of a committee shall constitute a quorum. The act of a majority of the committee members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE X**

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1. Contracts. The Board of Directors 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 NBCE and on behalf of the NBCE, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the NBCE, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. 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 NBCE shall be signed by such officer or officers, agent or agents of the NBCE and in such manner as shall be determined by resolution of the Board of Directors.

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

## **ARTICLE XI**

### **SEAL**

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

## **ARTICLE XII**

### **EXECUTIVE OFFICE**

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

## **ARTICLE XIII**

### **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 and whether before or after the meeting is held, shall be deemed equivalent to the giving of such notice. Additionally, if a person entitled to notice of a meeting participates in or attends the meeting, the person's participation or attendance constitutes a waiver of notice of the meeting unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

## **ARTICLE XIV**

### **INDEMNIFICATION**

The NBCE 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 previously served as a Director or officer of the NBCE. 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 of Directors 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 NBCE may be paid or reimbursed by the NBCE, in advance of the final disposition of the action, suit or proceeding, after the NBCE receives a

written affirmation by the Director or officer of the good faith belief that they 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 NBCE 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 NBCE would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

## **ARTICLE XV**

### **DISSOLUTION**

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

- a) First, all liabilities and obligations of the NBCE shall be paid or provided for;
- b) Second, any assets, held by the NBCE that require return, transfer or conveyances, as a result of dissolution, shall be returned, transferred or conveyed in accordance with such requirement; and
- c) 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 Meeting or special meeting called for the purpose of considering dissolution. Seventy-five percent (75%) of all Delegates present at a meeting in 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 XVI**

### **COMMUNICATIONS**

Section 1. Communications between the NBCE 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 NBCE to an agency or Delegate, or by an agency or Delegate to the NBCE, 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 of Directors 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 of Directors or any committee member may be made by electronic transmission to such Board of Directors or committee member at an electronic address provided by such recipient for such purpose.

## **ARTICLE XVII**

### **RULES AND REGULATIONS AND PARLIAMENTARY AUTHORITY**

Section 1. Rules and Regulations. The Board of Directors may determine and establish rules and regulations for its proceedings and operations.

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

## **ARTICLE XVIII**

### **AMENDMENT**

Proposals to amend, repeal or adopt new Bylaws may be adopted by no fewer than two thirds (2/3) of the Board of Directors at any regular meeting or special meeting of the Board of Directors. Adopted amendments to the Bylaws proposed by the Board of Directors shall 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 at least forty-five (45) days prior to the meeting of the Delegates at which ratification is noticed. Unless otherwise provided, a Bylaw amendment is effective upon the adjournment of the meeting of Delegates at which it is ratified.