

## General Purpose and Rationale

The primary purpose of these revisions to the NBCE Bylaws is to account for the combination of NBCE with the Federation of Chiropractic Licensing Boards (“FCLB”), as well as to modernize and clarify the language of the Bylaws. After extensive review and deliberation, the NBCE Board of Directors approved these proposed revisions at its February 26, 2026 meeting. If ratified at the 2026 Annual Meeting of the Delegates, these revisions will replace the existing NBCE Bylaws as of the date of ratification.

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

- Changed reference to “Board of Directors member” to “member of the Board of Directors.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Changed references to “Annual Meeting” to specifically refer to either the “Annual Meeting of the Delegates” or the “Annual Meeting of the Board of Directors.” Additionally, the same logic was utilized in regard to references to “special meetings” of the Delegates or Board of Directors. Language was added throughout to specifically clarify which type of “special meeting” was being discussed.
  - *Rationale: To improve readability, clarity, and consistency.*
- Changed any reference to only the “Board” to the “Board of Directors.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Added various “provisos” throughout the Bylaws, which reflect conditions that will initially be relevant at the time the Bylaws are ratified but will ultimately become irrelevant after a specified period of time has elapsed.
  - *Rationale: To help streamline and address any issues associated with the initial combination of NBCE and FCLB, such as initial individuals assuming certain roles, staggered terms, term limits, etc.*
- Renumbering of Articles, as needed. A new “Article VII” was added to account for the addition of a new category of directorship, the “Agency Administrative Director.” As such, Article VII from the pre-existing Bylaws (formerly the “At-Large Director” Article) and all subsequent Articles have been renumbered.
  - *Rationale: To account for the addition of the new Agency Administrative Director Article.*
- Replaced references to “National Board” to be “NBCE.”
  - *Rationale: To improve readability, clarity, and consistency.*

## SPECIFIC REVISIONS

### Article I – Mission

- The core tenants of the FCLB mission were incorporated into the NBCE mission to account for the combination of the two entities. The core tenants of the pre-existing NBCE mission remain unchanged in substance.
  - *Rationale: To demonstrate that the core tenants of FCLB's mission will be continued post-combination.*

### Article II – Delegates

- Section 1 – Moved the defined term “Agency” to the end of the paragraph.
  - *Rationale: to clarify that the definition of “Agency” incorporates all information discussed in this paragraph.*
- Section 2 – Added “of the Agency” to the sentence pertaining to the designation of the alternate delegate.
  - *Rationale: To improve readability, clarity and consistency.*
- Section 4 – Replaced the reference to “District Directors” with “applicable Directors.”
  - *Rationale: To clarify that, under the revised bylaws, the Delegates will elect multiple categories of directors, not only District Directors. Post-ratification of these revisions, the Delegates will be responsible for electing District Directors, National At-Large Directors, and the Agency Administrative Director.*

### Article 3 – Meetings of Delegates

- Section 1 – Added “to the NBCE” to the heading of Section 1.
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 1 – Removed the sentence pertaining to holding the Annual Meeting concurrently with the Annual Meeting of FCLB.
  - *Rationale: To account for the fact that FCLB will not exist as a stand-alone entity post-combination.*
- Section 6 – Did away with capital letters in “standing rules.”
  - *Rationale: As this is not a defined term, there is no need to capitalize “standing rules.”*

### Article IV – Board of Directors

- Section 1 – Increased the number of the Board of Directors from 11 to 13 Directors.
  - *Rationale: To account for the combination of NBCE and FCLB and to ensure representation on the Board of Directors of the combined entity that is generally*

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*consistent with the Board representation of both organizations prior to the combination.*

- Section 2 – Clarified that the Board of Directors of the combined organization will be comprised of five (5) District Directors elected by the Delegates, two (2) National At-Large Directors elected by the Delegates, one (1) Agency Administrative Director elected by the Delegates, and five (5) Board At-Large Directors.
  - *Rationale: To account for the combination of NBCE and FCLB and changes to the composition of the Board of Directors..*
- Section 3 – Updated the order of seating to account for the new composition of the Board of Directors.
  - *Rationale: To account for the combination of NBCE and FCLB and changes to the composition of the Board of Directors.*
- Section 3 – Amended the final sentence from a grammatical standpoint.
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 6 – Added a section allowing the Executive Committee to invite a Past President (who is currently still serving on the Board of Directors) to serve on the Executive Committee.
  - *Rationale: To give past presidents the opportunity to contribute their expertise and experience to the Executive Committee.*
- Section 6 – Replaced “President of the NBCE” with “President of the Board of Directors.”
  - *Rationale: To clarify that the NBCE does not have a salaried President, but instead only a President of the Board of Directors.*
- Section 7 – Clarified that a quorum of the Board of Directors is calculated based on the number of currently serving directors, consistent with the NBCE Board Policy Manual, to avoid confusion in circumstances when a Board of Directors seat is vacant.
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 8 – Added the first Proviso: (\*P1).
  - *Rationale: To clarify that the adoption of these Bylaws will not extend the term or affect the aggregate term limit of any Director serving immediately prior to the adoption of these Bylaws.*
- Section 9 – Added “(2/3)” after the reference to “two-thirds.”
  - *Rationale: Added for clarity and consistency with other references to numbers and fractions (ex: Article IX, Section 4).*
- Section 9 – Added “with or without cause at any time.”
  - *Rationale: To clarify that any Director can be removed at-will by the vote of the Board of Directors, which is in-line with best practices.*

- Section 10 – Reconstructed the “Vacancies” section to account for the new composition of the Board of Directors.
  - *Rationale: Because the composition of the Board of Directors will be altered post-combination, each Director vacancy is now specifically addressed in its own subsection to improve readability, clarity, and consistency. Vacancy provisions are added to provide a method for filling vacant Board of Directors seats in a manner that is consistent with the original method of election and the NBCE’s past practices. Subsections (b) and (c) are modeled after the pre-existing subsection (a), which pertained to District Directors, and subsection (d) is modeled after the pre-existing subsection which pertained to At-Large Directors (now known as “Board At-Large Directors”).*
- Section 10 – Clarified in all subsections that a vacancy shall be filled only for the unexpired term of the Director whose position became vacant.
  - *Rationale: To ensure that any Director who fills a vacancy will be elected to serve only for the remaining portion of the vacant term.*

#### **Article V – District Directors**

- Section 1 – Removed “Composition” from the title of Section 1.
  - *Rationale: To improve readability, clarity, and consistency.*

#### **Article VI – National At-Large Directors**

- Title – Changed the title of Article VI from “Appointed Directors” to “National At-Large Director.”
  - *Rationale: Because the composition of the Board of Directors will change post-combination, the titles of the Articles describing the categories of directors must be updated account for the same. Furthermore, this Article previously related to the two Board of Directors seats filled by appointment by the FCLB, but those seats are being eliminated and replaced by the “National At-Large” directors elected by the Delegates.*
- All Article VI Section Additions – All of the Section categories listed under Article VI are mirrored after the Section categories used in Article V (*i.e.*, Section 1 pertains to composition, Section 2 pertains to Eligibility, Section 3 pertains to Nomination, etc.). The newly added Sections provide details regarding eligibility for the National At-Large Director role, method of nomination and election, and term.
  - *Rationale: To improve readability, clarity, and consistency. Each section was tailored to align with what the Bylaws committee believes to be the most logical solution to address the combination of NBCE and FCLB. Sections 1 through 4 are new additions entirely, and Section 5 was drafted using the prior “Appointed Directors” section.*
- Section 1 – Added the second proviso: (\*P2).

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- *Rationale: To identify the initial individuals to occupy the National At-Large Seats, since an election will not have occurred at the 2026 Meeting of the Delegates. To ensure the effective staggering of Board of Director seats, to allow for continuity and the integration of FCLB leadership, the individual who will initially hold Seat F will be the FCLB President and the individual who will initially hold Seat G will be the FCLB Vice President.*
- Section 5 – Defined the term of the National At-Large Directors to be three (3) years, increased from the one (1) year terms previously held by the FCLB-appointed Directors.
  - *Rationale: All Director terms are now three (3) years for consistency (with the exception of the terms which are shortened via proviso). Because these Director seats will no longer be held by FCLB officers who serve in their FCLB officer role for only one year, the term of these Director seats can be increased to match the term length for other Directors.*
- Section 5 – Replaced “appointed” with “elected.”
  - *Rationale: To clarify that the National At-Large Directors are elected by the Delegates, as opposed to being appointed by FCLB.*
- Section 5 – Replaced “directorship upon” with “directorships after.”
  - *Rationale: To improve readability and clarity.*
- Section 5 – Added the third proviso: (\*P3).
  - *Rationale: In order to ensure the effective staggering of Director seats, the initial two National At-Large Directors will have shorter terms of two (2) years, as opposed to three (3) years. This is to ensure that Seats F and G remain staggered correctly moving forward.*

### **Article VII – Agency Administrative Director**

- Creation of new Article VII – The “Agency Administrative Director.”
  - *Rationale: To ensure representation on the Board of Directors of the combined organization by an Agency board administrator, consistent with the “Administrative Fellow Director” position previously represented on the FCLB Board of Directors.*
- All Article VII Section Additions – All of the Section categories under Article VII are mirrored after the Sections in Article V (*i.e.*, Section 1 pertains to composition, Section 2 pertains to Eligibility, Section 3 pertains to Nomination, etc.). The newly added Sections provide details regarding eligibility for the Agency Administrative Director role, method of nomination and election, and term.
  - *Rationale: To improve readability, clarity, and consistency. Each section was tailored meticulously to align with what the Bylaws committee believes to be the most logical solution to address the combination of NBCE and FCLB.*
- Section 1 – Added the fourth proviso: (\*P4).

- *Rationale: To identify the initial individual to occupy the Agency Administrative Director seat, since an election will not have occurred at the 2026 Meeting of the Delegates. The first Agency Administrative Director shall be the individual serving as the Administrative Fellow Director of the FCLB Board of Directors for continuity and to ensure the integration of FCLB leadership.*
- Section 5 – Added the fifth proviso: (\*P5).
  - *Rationale: In order to ensure the effective staggering of Director seats, the initial Agency Administrative Director will have a term of two (2) years, as opposed to three (3) years.*

### **Article VIII – Board At-Large Directors**

- Title – Added “Board” before “At-Large Directors.”
  - *Rationale: As the composition of the Board of Directors will change, the titles of the various directors must be updated to ensure to account for the same. “At-Large Directors” will now be known as “Board At-Large Directors,” in order to more clearly distinguish these Directors seats from the “National At-Large Directors.”*
- Section 1 – Increased the number of Board At-Large Directors from four (4) to five (5).
  - *Rationale: To account for the increased size of the Board of Directors and the combination of FCLB and NBCE, and to ensure that the composition of the Board of Directors of the combined organization mirrors the composition of the two prior Boards of Directors.*
- Section 1 – Added “to serve as ‘Board At-Large Directors.’”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 1 – Clarified that the seating of the Board At-Large Directors will be subsequent to the seating of the other Directors.
  - *Rationale: To account for the new composition of the Board of Directors and the combination of FCLB and NBCE.*
- Section 2 – Added an additional “Seat E” to account for the increase in the number of Board At-Large Directors from four (4) to five (5), and clarified that each seat will be elected in combination with various cohorts.
  - *Rationale: To improve readability, clarity, and consistency. The specification of the cohorts is to clarify how staggering will work going forward.*
- Section 3 – Increased the term of the Board At-Large Directors to three (3) years.
  - *Rationale: All Director terms are now three (3) years for consistency.*
- Section 3 – Added “duly” before “elected”
  - *Rationale: To improve readability, clarity, and consistency.*

## Article IX – Officers

- Sections 1 through 3 – Added “elected” in front of “officers.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 1 – Removed “NBCE” in front of “office.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 2 – Removed “of the NBCE” and “all of.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 4 – Added a hyphen between “two” and “thirds.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 4 – Added “with or without cause at any time.”
  - *Rationale: To clarify that any Officer can be removed at-will by the vote of the Board of Directors, which is in-line with best practices.*
- Section 5 – Added commas before and after “regardless of the cause.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 6 – replaced reference to “control” with “direction.”
  - *Rationale: Because the President of a Board of Directors is not technically “controlled” by the Board of Directors, stating that the President follows the “direction” of the Board of Directors is more accurate.*
- Section 6 – replaced “supervision over the property” with “supervising the.”
  - *Rationale: To improve readability and clarity.*
- Section 7 – added “over the Annual Meeting of the Delegates or any special meeting of the Delegates.”
  - *Rationale: To clarify what the Vice President shall preside over in the absence of the President.*
- Section 8 – Added “if any” in various places.
  - *Rationale: To improve readability and clarity.*
- Section 8 – added “over the Annual Meeting of the Delegates or any special meeting of the Delegates.”
  - *Rationale: To clarify what the Secretary shall preside over in the absence of the President and Vice President.*
- Section 9 – added “over the Annual Meeting of the Delegates or any special meeting of the Delegates.”
  - *Rationale: To clarify what the Treasurer shall preside over in the absence of the President, Vice President, and Secretary.*

- Section 10 – Replaced references to “that person” with “The Chief Executive Officer.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 10 – Added a hyphen between “ex” and “officio.”
  - *Rationale: To improve readability, clarity, and consistency.*
- Section 9 – Re-drafted the final sentence from a grammatical standpoint.
  - *Rationale: To improve readability and clarity.*

#### **Article X – Committees**

- Section 1 – Amended the name of the “Committee on Bylaws” to be the “Bylaws Committee.”
  - *Rationale: To improve readability and clarity; to be consistent with the name historically used for this committee.*
- Section 2 – Removed “of these Bylaws” from various places.
  - *Rationale: To improve readability and clarity.*
- Section 3 – Amended the final sentence from a grammatical standpoint.
  - *Rationale: To improve readability and clarity.*
- Section 4 – Added a new “Section 4” to account for the “Federation of Chiropractic Licensing Boards Committee.”
  - *Rationale: To ensure that the existence and oversight of FCLB products and services is memorialized in the bylaws of the combined organization; to incorporate FCLB’s products, services and functions into the NBCE Bylaws.*
- Section 5 – Added language throughout to specify which committee is being discussed.
  - *Rationale: To improve readability, clarity, and consistency.*

#### **Article XII - Seal**

- Revised this Article to clarify that the Board of Directors “may” provide a corporate seal as opposed to requiring that they “shall” provide a corporate seal.
  - *Rationale: Corporate seals have become outdated and are no longer commonly used. Moreover, considering NBCE does not regularly use a corporate seal, this language has been modified to clarify that using a corporate seal is not an obligation.*

#### **Article XVI – Dissolution**

- Section 1 – Specified at what types of meetings the Board of Directors has the ability to formulate and adopt a plan of dissolution.
  - *Rationale: To improve readability and clarity.*

**Article XVIII – Rules and Regulations and Parliamentary Authority**

- Section 2 – Did away with the capital “P” in “Policies.”
  - *Rationale: Because “policies” is not a defined term, capitalization is not necessary; revised for clarity and consistency.*