

~~AMENDED AND RESTATED CONSTITUTION AND~~ BYLAWS

OF

THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED,

a ~~Non-Profit~~Nonprofit Corporation

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~~**AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF  
THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED**~~

~~THESE AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED (these “Bylaws”) are effective as of the 25 day of April 2016 (the “Effective Date”) by an affirmative vote of at least a two thirds (2/3) majority of the Voting Members of the North Carolina Chiropractic Association, Incorporated, in accordance with and conducted pursuant to the Amended and Restated Constitution and Bylaws of The North Carolina Chiropractic Association adopted June 9, 2015 (the “Previous Bylaws”). These Bylaws amend, replace, and supersede the Previous Bylaws as of the Effective Date.~~

~~**ARTICLE I – NAME, OFFICES, PURPOSES AND CODE OF ETHICS**~~

- ~~A. Name: The Name of the corporation is the “North Carolina Chiropractic Association, Incorporated”, hereinafter referred to as the “Association”.~~
- ~~B. Principal Office: The principal office of the Association shall be located at such place as the Board of Directors of the Association (the “Board”) may fix from time to time.~~
- ~~C. Registered Office: The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, the principal office.~~
- ~~D. Other Offices: The Association may have offices at such other places, either within or without the State of North Carolina, as the Board may from time to time determine.~~

- ~~E. Objectives: The objectives of this Association shall be: Quorum ..... 7~~
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~~1. To serve as a representative membership organization of the chiropractic profession.~~

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~~2. To protect and promote the health and welfare of the public, and the science and art of chiropractic.~~

~~3. To serve as the official representative of the chiropractic profession in the state of North Carolina.~~

~~4. To develop, foster and maintain high standards of education, ethics, and professional competence among members.~~

~~F. Mission Statement: The Mission Statement of the Association is “The North Carolina Chiropractic Association is a professional service organization providing a unified voice for all of its members. It is dedicated to promoting Chiropractic through public awareness, quality post-graduation education, legislative efforts, and securing equality in~~

## BYLAWS

~~the healthcare arena. These collective efforts assure continued growth of the profession, ultimately improving the overall wellbeing of North Carolina citizens through Chiropractic.”~~

### ~~G. Code of Ethics:~~

~~1. Members shall conduct themselves, both individually and collectively, in a manner calculated to maintain the highest level of professional and ethical conduct, by utilizing the Code of Ethics as a standard to assist in determining the propriety of their conduct in relation with patients, colleagues, members of other healthcare professions, and the general public.~~

~~2. Subject to applicable law: acceptance or rejection of prospective patients remains within the discretion of Physician Members; however, once a case is accepted, the patient shall neither be abandoned nor neglected under any circumstances in an emergency; nor may Physician Members withdraw from a case without giving the patient sufficient notice to permit the patient an opportunity to secure other healthcare.~~

~~3. Subject to applicable law: Physician Members shall honor doctor-patient confidentiality, which shall remain in all cases the exclusive province and privilege of the patient, and no information may be divulged without the express authority of the patient.~~

~~4. Physician Members shall neither exaggerate nor minimize the condition of their patients, nor shall Physician Members offer false hope or treatment not reasonably calculated to improve the patient's condition.~~

~~5. Subject to applicable law: Physician Members shall seek additional healthcare consultation whenever advisable or requested to do so by the patient.~~

~~6. Physician Members should administer principles of Chiropractic treatment only where reasonably calculated to improve the condition of the patient, and should readily refer all other cases to such healthcare professionals as may be reasonably calculated to more properly or successfully treat the patient.~~

~~7. Subject to applicable law: Physician Members should submit all professional, ethical, or organizational disputes between or among themselves to the Ethics & Grievance Committee, and, to the extent permitted by law, shall be bound by the Ethics & Grievance Committee's decision.~~

~~8. Physician Members shall, by attendance at professional seminars, reading professional literature, and by all other reasonable means, avail themselves with the latest scientific knowledge, skills, and procedures of their profession in order to best serve their patients. Physician Members should use meticulous care in the exercise of their skills and diligence in the application of their education and experience.~~

~~9. Members shall abide by all applicable laws and regulations pertaining to or relating to the Chiropractic profession.~~

~~10. While educational or collective type advertising may be permissible, Physician Members shall not advertise in any form that may be construed as false, misleading, deceptive, fraudulent, in violation of any applicable law, and/or in violation of the rules of the North Carolina Board of Chiropractic Examiners.~~

~~11. Subject to applicable law: Physician Members shall not try to solicit then current patients of another Chiropractor away from that other Chiropractor (i.e., Physician Members shall not attempt to “patient poach” from other Chiropractors). For the sake of clarity, reasonable and ethical advertising intended for the general public shall not be considered a violation of the immediately previous sentence.~~

~~12. Subject to applicable law: Physician Members shall not represent themselves as possessing exceptional skills, qualifications, or achievements, if such representation would tend to elevate such representing Physician Member above other colleagues, unless such representation complies with the applicable guidelines promulgated by the North Carolina Board of Chiropractic Examiners.~~

~~13. Subject to applicable law: Physician Members shall report to the Ethics & Grievance Committee any illegal, unethical, or incompetent conduct of fellow Chiropractors.~~

~~14. Physician Members shall not participate in any division of professional fees, other than those based on actual services rendered and in compliance with applicable law.~~

~~15. Physician Members’ fees shall be reasonable and shall compensate Physician Members for services actually rendered.~~

~~16. Subject to applicable law: Physician Members shall freely share scientific and professional knowledge with other Chiropractic Physicians and other members of the healthcare arts in order to maximize the benefit to all people.~~

~~17. Conduct that is illegal, unethical, and/or incompetent shall be in violation of the Code of Ethics.~~

~~18. No code or set of rules can particularize all ethical responsibilities of Chiropractic Physicians in the various phases of professional life. The enumeration of obligations in this Code of Ethics is not exhaustive, and does not constitute a denial of the existence of other obligations. This Code of Ethics is not intended to limit that which can be brought before, and dealt with by, the Ethics & Grievance Committee. Without limiting the generality of the immediately preceding sentence, questionable items and actions by Members may be brought before, and dealt with by, the Ethics & Grievance Committee, regardless of whether or not this Code of Ethics specifically addresses the action or item in question.~~

~~19. The Ethics & Grievance Committee may, from time to time, recommend supplements to this Code of Ethics, which supplements, although not a part of these Bylaws, shall take effect upon approval of such supplements by the Board, without any~~

~~amendment to these Bylaws being necessary. The Association shall distribute such supplements to this Code of Ethics to Physician Members.~~

## THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED

### ARTICLE I - NAME, OFFICES, PURPOSE

A. Name: The name of the corporation is the “North Carolina Chiropractic Association, Incorporated”, hereinafter referred to as the “Association”.

B. Principal Office: The principal office of the Association shall be located at such place as the Board of Directors of the Association (the “Board”) may fix from time to time.

C. Registered Office: The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, the principal office.

D. Other Offices: The Association may have offices at such other places, either within or without the State of North Carolina, as the Board may from time to time determine.

E. Purpose: The purpose of this Association shall be as set forth in the Articles of Incorporation, as many be amended from time to time.

### ~~ARTICLE II - MEMBERSHIP CLASSES, DUES, AND DISTRICTS~~MEMBERS

~~A. Classes: Initially there~~There shall be ~~seven (7)~~ classes of membership in the Association, which initial classes are listed below (as may be changed from time to time, ~~and collectively, the “General Membership” by the Board~~, with the members thereof being the “Members”). If an applicant fits into more than one class of membership, which class is assigned shall be at the Association’s discretion. ~~The Chief Executive Officer of the Association may recommend to the Board changes to the classes of membership (including, but not limited to, adding and removing classes), and the Board can make changes to the classes upon a majority vote of the Board, without any amendment to these Bylaws being necessary. Chiropractic Physicians who are Members are sometimes referred to in these Bylaws as “Physician Members”. Members who, pursuant to this Article II, are entitled to vote, are sometimes referred to in these Bylaws as “Voting Members” or the “Voting Membership”.~~

~~1. Active Members. A Chiropractic Physician who is licensed to practice as a Chiropractic Physician in North Carolina, shall, upon application to and approval by the Board, be an Active Member. An Active Member shall be entitled to vote if he or she has been an Active Member, in good standing, for no less than the three (3) consecutive months immediately previous to the applicable vote. Active members shall also be entitled to hold elected office, subject to the provisions of these Bylaws.~~

1. Active Members;

~~2. Non-Resident Members. A Chiropractic Physician who is licensed to practice as a Chiropractic Physician in North Carolina, but neither resides nor practices in North Carolina, shall, upon application to and approval by the Board, be a Non-Resident~~

~~Member. Non-Resident Members shall not be entitled to vote or hold office.~~

~~2. Non-Resident Members;~~

~~3. Student Members. A student who is enrolled in a Chiropractic college approved by the North Carolina Board of Chiropractic Examiners, shall, upon application to and approval by the Board, be a Student Member. Student Members shall not be entitled to vote or hold office.~~

~~3. Student Members;~~

~~4. Non-Practicing Members. A Chiropractic Physician who is not in active practice in the state of North Carolina, or a layperson, shall, upon application to and approval by the Board, be a Non-Practicing Member. Non-Practicing Members shall not be entitled to vote or hold office.~~

~~4. Non-Practicing Members; and~~

~~5. Honorary Members. Any person~~

~~5. who the Association desires to honor because of special service rendered to the Chiropractic profession may be granted honorary membership by a vote of three-fourths ( $\frac{3}{4}$ ) of the Voting Members present and voting at a Voting Membership meeting. Honorary Members shall not be entitled to vote or hold office. Active Members who are the only member class entitled to vote, are sometimes referred to in these Bylaws as "Voting Members" or the "Voting Membership". The Board shall prescribe the requirements, benefits, obligations and dues of each class and may remove, add or combine classes.~~

~~6. Chiropractic Assistant Members. Any person employed by an Active Member, or a graduate of a Certified Chiropractic Assistant course, shall, upon~~

~~application to and approval by the Board, be a Chiropractic Assistant Member. Chiropractic Assistant Members shall not be entitled to vote or hold office.~~

~~7. Business Member. Any entity or person with an affiliation with or interest in the Association, shall, upon application to and approval by the Association, be a Business Member. Business Members shall not be entitled to vote or hold office. Without express prior written consent by the Association, Business Members shall not (i) use the Association's logo, (ii) use the Association's name, or (iii) claim any endorsement by the Association.~~

B. Dues: Subject to the approval of the Board, all dues and payment plans shall be set by the Chief Executive Officer.

C. Assessments: Emergency assessments for any unusual or special financial needs of the Association may be levied against Active Members by the Board not to exceed Two Hundred Fifty and No/100 Dollars (\$250.00) in any one (1) year. Any other emergency assessments must be approved by the Voting Members.

D. Suspension, Expulsion or Denial of Membership: Membership and/or the privileges thereof may be revoked, suspended, terminated, and/or denied upon the Board's determination that a Member has:

1. failed to adhere to or abide by (i) any part of these Bylaws ~~(including, but not limited to, the Code of Ethics and the Mission Statement)~~ or any other governing or guidance document of the Association ~~(as any of the aforementioned may be, as amended from time to time, and including any replacements of any of the aforementioned)~~ or replaced; (ii) Chapter 90 of the North Carolina General Statutes (as the same may be amended from time to time) or any replacements thereof; and/or (iii) the rules and regulations of the North Carolina Board of Chiropractic Examiners ~~(as the same may be amended from time to time) or any replacement thereof; and/or replaced~~; or

2. exhibited a continued course of ~~ungentlemanly~~ unprofessional conduct evidencing a deliberate intent to obstruct the orderly progress of a meeting or meetings of the Association; and/or

3. exhibited a continued course of ~~ungentlemanly~~ unprofessional conduct that reflects poorly upon the Association.

E. Districts: The Association shall be divided geographically into districts (collectively, the "Districts", with each being a "District"). The number of Districts and the boundaries of the Districts shall be determined and changed at the discretion of the Board, and upon any such change the Board may then make such corresponding changes as it deems appropriate. Any Member may become a member in the District in which the Member practices (according to the practice address then on file with the Association). ~~The Voting Members of each District shall bi-annually elect a District President on odd-numbered calendar years. The District President must have a minimum of three (3) years as (i) a Chiropractic Physician licensed in North Carolina, and (ii) an Active Member. The District President may appoint a District Vice President and a District Secretary.~~ Board shall appoint a district liaison ("District Liaison") for each District. Each District Liaison, while not a member of the Board, is provided notice of all Board meetings and encouraged to attend any Board meetings.

~~Treasurer. With the prior approval of the Board, the District President may appoint up to three (3) Regional Vice Presidents and/or City District Representatives, in any combination thereof, but in no event more than three (3) total. Each odd-numbered calendar year the District President of each District shall submit the name(s) of the candidate(s) running for District President to the Nominating Committee not less than eighty (80) days prior to that year's Fall Convention. On odd-numbered calendar years, the Association's Nominating Committee shall nominate one (1) or more qualified candidates for each District President position, and shall, not less than sixty (60) days prior to that year's Fall Convention, notify the Voting Membership of each District of the names of said nominees. Additional nominations may be made by any Member for its District via written notice to the Association that is received by the Association not less than thirty (30) days prior to that year's Fall Convention (nominations shall not be accepted thereafter, from the floor or otherwise). The nomination slate shall be made available to the Voting Members of each District not less than twenty-one (21) days prior to that year's Fall Convention. The Association shall use reasonable efforts to send to each Voting Member of each District a voting ballot via either US mail or electronic mail. Voting shall begin twenty-one (21) days prior to that year's Fall Convention and shall end fourteen (14) days prior to that year's Fall Convention. All valid ballots postmarked or electronically stamped before 11:59 EST of the last eligible day shall be counted. Each District President shall abstain from said vote for its District; provided that, if there should be a tie, then applicable District President shall then cast his or her vote. If, after such applicable District President's vote, there remains a tie, the Association shall hold a special election as soon as is reasonably possible, such special election to include only the candidates who so tied. All voting shall be verified by the Chief Executive Officer, the President, and the Secretary. The results shall be made known during a Voting Membership meeting at that year's Fall Convention (except in the event of a special election, in which case the results shall be announced as soon as is reasonably possible). The top vote-receiving candidate for each position shall thereby be elected to the applicable position, and the term therefore shall begin on January 1<sup>st</sup> following that year's Fall Convention (except in the event of a special election, in which case the term shall begin as soon as is reasonably possible after January 1<sup>st</sup> if a January 1<sup>st</sup> term commencement is not reasonable). For the sake of clarity and to avoid confusion, the top vote-receiving candidate for each position need not receive a majority vote to be elected. By way of example, but not limitation:~~

~~Candidate A, Candidate B, and Candidate C are the candidates for the District President position for a particular District. Candidate A receives forty five percent (45%) of the valid votes, Candidate B receives thirty five percent (35%) of the valid votes, and Candidate C receives twenty percent (20%) of the valid votes. Candidate A would thereby be elected to the District President position for the particular District.~~

F. Dues: No later than November 1<sup>st</sup> of each year, each District PresidentLiaison may submit an annual budget request (which shall include district dues revenue and a detail of district expenses) for consideration by the Board in the Association's annual operating budget. All cash management and accounting for District activities shall be maintained by the Association.



G. Local Organizations: Nothing herein shall prevent the organization of local Chiropractic organizations or societies. However, they shall not have the authority to obligate the Association in any manner without proper written permission first having been obtained from the Board.

### ARTICLE III- VOTING MEMBER MEETINGS

A. Place of Meetings. All meetings of the Voting Members shall be held at such place, if any, either within or without the State of North Carolina, or by means of remote communication, as shall be designated from time to time by resolution of the Board and stated in the notice of meeting. Without limiting the manner by which notices of meetings otherwise may be given effectively to Voting Members, any such notice may be given by electronic transmission in accordance with applicable law.

B. Annual Meeting of the Voting Members: The annual meeting of the Voting Members (“Annual Meeting”) shall be held at such date as determined by the Board. Notice of the Annual Meeting shall be given at least ten (10) days prior to such meeting in writing as may be determined by the Board, or in the absence of such determination, the Chief Executive Officer.

C. Special Meetings of the Voting Members: A special meeting of the Voting Members may be called by the Chief Executive Officer, approved by the Board. Notice of the time and place of any special meeting of the Voting Members shall be given to Voting Members at least ten (10) days prior to such meeting. The notice of every special meeting shall state the object of the meeting and no other business shall come before such meeting.

D. Voting: Each Voting Member is entitled to one vote on each matter subject to vote. The approval of a majority of Members at a meeting at which a quorum is present shall constitute the approval of the Voting Members.

E. Quorum: Unless, otherwise required by law, five percent (5%) of Voting Members present at a properly called meeting of the Voting Members constitute a quorum on matters presented.

F. Permitted Electronic Voting for Directors: The requirement of a written ballot at a special meeting of the Voting Members may be satisfied by a ballot submitted by electronic transmission by a Voting Member, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Voting Member. Electronic approval, whether digital or encrypted, whether a signature or submission of an electronic ballot, is intended to authenticate such ballot and to have the same force and effect as a manual signature.

### ARTICLE ~~III~~IV – OFFICERS

A. Titles: The officers of the Association (collectively, the “Officers”, with each being an “Officer”) shall be one (1) Chief Executive Officer, (1) President, one (1) ~~Immediate Past President, one (1) Senior Vice President, one (1) Advisory Officer, one (1) Vice President, one (1) Secretary, and one (1) Treasurer; and such other Officers as may be appointed herein. The Board from time to time may appoint other Officers, each of who shall hold office for such period, have~~

such authority, and perform such duties as the Board from time to time may determine. The terms related to the Chief Executive Officer are described in Article IV, Sections F and G. The terms for all other Officers are described in Article IV, Sections B – E.

B. Terms of Office: Except with respect to the Chief Executive Officer and Advisory Officer, all Officers shall ~~have a term of~~ serve for one (1) year, beginning on January 1<sup>st</sup> terms which shall begin on the first day of the calendar year following the fall election. An their appointment; provided however, an Officer ~~who serves may not serve more than~~ three (3) consecutive terms in a particular Officer position ~~is required to not serve in that particular Officer position for a minimum of one (1) year.~~

C. ~~Nominations and Elections:~~ Appointment: Officers will be appointed by the Board on an annual basis after the Annual Meeting and prior to the end of the calendar year. In order to be a qualified candidate for an Officer position, such person must ~~satisfy all of the following:~~ be either (i) ~~be either (a)~~ a Director then sitting on the Board ~~or (b) a newly elected Director who will begin his or her term on January 1<sup>st</sup> following that year's Fall Convention; and (ii) have a term as a Director that is then scheduled to expire no sooner than 364 days after January 1<sup>st</sup> following that year's Fall Convention (e.g., regarding requirement (ii): if the applicable Fall Convention is held October of 2020, to be eligible for an Officer position, that person's term as Director could not then (i.e., October 2020) be scheduled to expire sooner than December 31, 2021).~~ The Board shall vote on each Officer position (except the Immediate Past President position) ~~no later than December 1<sup>st</sup> of each year. Each Officer position (except the Immediate Past President position) shall be filled by the candidate therefor who receives a majority vote of the Board. If necessary, the Board shall forthwith continue such voting until every Officer position is filled by a majority vote of the Board; provided that, if any Officer positions are not so filled prior to December 15<sup>th</sup>, each such remaining Officer position shall then be filled by the top vote receiving candidate therefor whose term does not expire prior to the end of the one (1) year Officer term or (ii) a Director elected at that year's Annual Meeting.~~ The term of all Officers ~~elected~~ appointed pursuant to this ~~Article III,~~ Section C shall begin on the January 1<sup>st</sup> of the year that follows such Director's election.

D. Duties of Officers:

~~1. Contracts; Change of Policies. No Officer shall have the power to obligate the Association to contracts, agreements, or changes of policy without formal action by the Board and/or the Voting Membership (as the case may be).~~

1. ~~2.~~ President. The President shall preside over all meetings of the Voting Membership and of the Board. The President may call special meetings of the Board ~~and/or~~ of the Voting Membership. The President shall also serve as a member, ex- officio, with the right to vote, on all Committees except the Nominating Committee. Except as otherwise expressly provided for in these Bylaws, the President shall appoint the chairperson and the members of each of the Committees.

~~The President shall be responsible for serving, resourcing, guiding, and directing the Board in identifying the key desired outcomes and ends of the organization, and then the accomplishment of those outcomes and ends in the pursuit of the organizational vision. The primary constituency of the President is the Board as a whole and the individual Directors. The President may be required to offer encouragement, accountability (e.g., for attendance, lack of focus on the right topics, inappropriate Board interference with staff, etc.), but the primary focus of the President should be to guide the Board toward the accomplishment of the vision for the Association. The President shall guide the Board in the evaluation of the Chief Executive Officer, which is directly linked to the outcomes and ends identified by the Board in support of the vision. The President shall have such other powers and perform such other duties as may be assigned by the Board.~~

~~2. 3. Senior Vice President. The Senior Vice President shall assist the President in directing the affairs of the Association, and shall be the chairperson of the Membership Committee. The Vice President shall, in the case of death, absence, resignation, disqualification, refusal, or inability of the President to discharge the duties of the President, preside and perform the duties of the President during such absence, inability or unexpired term. The Senior Vice President shall assist the President in directing the affairs of the Association. The Senior Vice President shall have such other powers and perform such other duties as may be assigned by the Board.~~

~~4. Vice President. The Vice President shall assist the President in directing the affairs of the Association, and shall be the chairperson of the Membership Committee. The Vice President shall have such other powers and perform such other duties as may be assigned by the Board.~~

~~3. 5. Secretary. The Secretary shall be the recording and corresponding officer of the Association and the Board. The Secretary shall keep a record of the minutes of all applicable meetings. The Secretary shall have such other powers and perform such other duties as may be assigned by the Board.~~

~~If a majority of the Board petitions the President for a meeting of the Board, and the President refuses or fails to, within seven (7) days of such petition, schedule a meeting of the Board that will take place within twenty (20) days of such petition, the Secretary shall call such a meeting.~~

~~The Board may delegate duties of the Secretary to Director(s) and/or staff member(s). An assistant may be appointed to assist the Secretary at meetings.~~

~~4. 6. Treasurer. The Treasurer shall report on the financial condition of the Association at all meetings of the Board, at other times called upon by the President, and at the end of each fiscal year. The Treasurer shall be the chairperson of the Finance Committee. The Treasurer shall have such other powers and perform such other duties as may be assigned by the Board.~~

~~5. Advisory Officer. The Advisory Officer position shall be the immediate past President and shall serve as an advisor to the Board. To the extent the immediate past President does not wish or is unable to serve as Advisory Officer, the Board shall appoint an Advisory Officer who shall have been a former officer. The Advisory Officer does not need to be a Director. The Advisory Officer shall have such other powers and perform such other duties as may be assigned by the Board.~~

~~E.~~ Additional Qualifications and Restrictions for Certain Officer Positions:

~~1.~~ A candidate for election to the office of President, ~~Senior Vice President,~~ or Vice President shall be required to have (i) been an Active Member, in good standing, for no less than the five (5) consecutive years immediately previous to such candidacy,

~~F.~~ and

~~G. (ii) served at least two (2) years on the Board, and (ii) served as a District President. The Board, in its discretion, may waive one (1) or more of these requirements if a candidate is deemed to be otherwise qualified to hold office.~~

~~2. A District President elected to any of the positions on the Executive Board shall automatically be removed as a District President, such removal to be contemporaneous with the beginning of such person's term on the Executive Board; provided that, notwithstanding such removal as a District President, such person shall continue to be a Director until such time as would have been the expiration of said person's term as District President but for such removal.~~

~~H. F. Chief Executive Board Officer: The Executive Board shall consist of the President, Immediate Past President, Senior Vice President, Vice President, Secretary, and Treasurer. The duties of the Executive Board shall be: appoint a salaried head of staff with the title of Chief Executive Officer and whose terms and conditions of employment shall be specified by the Board.~~

~~1. Make recommendations to the Board regarding the Board's exercising of the corporate responsibility and fiduciary duties of the Association consistent with applicable law.~~

~~I. Chief Executive Officer Authority and Responsibility:~~

~~2. Make recommendations to the Board regarding policies, positions, and procedures.~~

~~1. The Chief Executive Officer shall be responsible for all day-to-day operations and management functions of the Association, in accordance with these Bylaws, and the policies, goals and objectives set by the Board. The Chief Executive Officer shall be (i) under the supervision of the President and ultimately the Board, and (ii) a non-voting, ex-officio member of the Board (provided that the Board may go into executive sessions that exclude the Chief Executive Officer).~~

~~2. The Chief Executive Officer shall employ and fix the compensation of (within the approved budget), and may terminate the employment of, staff members to carry on the work of the Association. The Chief Executive Officer shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be, per the Chief Executive Officer's reasonable judgment, in the best interest of the Association.~~

~~3. The Chief Executive Officer shall be the spokesperson for the Association.~~

~~4. 3. Annually review the performance The term of the Chief Executive Officer shall be determined by the Board.~~

## ARTICLE ~~IV~~V – DIRECTORS

~~A. Terms of Office: Directors shall have a term of two (2) years.~~

~~B. Composition: The Board shall be composed of the following Directors:~~

~~1. The Immediate Past President.~~

~~2. The District Presidents.~~

3. Any former District President who is a Director pursuant to Article III.E.2.

~~4. On even-numbered calendar years, the Association's Nominating Committee shall nominate six (6) or more qualified candidates for Director positions, and shall, not less than sixty (60) days prior to that year's Fall Convention, notify the Voting Membership of the names of said nominees. Additional nominations may be made by any Member via written notice to the Association that is received by the Association not less than thirty (30) days prior to that year's Fall Convention (nominations shall not be accepted thereafter, from the floor or otherwise). The nomination slate shall be made available to the Voting Members not less than twenty-one (21) days prior to that year's Fall Convention. The Association shall use reasonable efforts to send to each Voting Member a voting ballot via either US mail or electronic mail. Voting shall begin twenty-one (21) days prior to that year's Fall Convention and shall end fourteen (14) days prior to that year's Fall Convention. All valid ballots postmarked or electronically stamped~~

~~before 11:59 EST of the last eligible day shall be counted. The President shall abstain from said vote; provided that, if there should be one or more ties, the President shall then cast his or her vote. If, after said President's vote, there remains one or more ties, the Association shall hold a special election as soon as is reasonably possible, such special election to include only the candidates who so tied. All voting shall be verified by the Chief Executive Officer, the President, and the Secretary. The results shall be made known during a Voting Membership meeting at that year's Fall Convention (except in the event of a special election, in which case the results shall be announced as soon as is reasonably possible). The top six (6) vote-receiving candidates for the Director positions shall thereby be elected as a Director, and the term therefore shall begin on January 1<sup>st</sup> following that year's Fall Convention (except in the event of a special election, in which case the term shall begin as soon as is reasonably possible after January 1<sup>st</sup> if a January 1<sup>st</sup> term commencement is not reasonable). For the sake of clarity and to avoid confusion, the top six (6) vote-receiving candidates need not receive a majority vote to be elected.~~

~~C. Authority and Responsibility:~~

~~A. 1. The property, affairs and business of the Association shall be managed by the Board (except as otherwise (i) required by applicable law or (ii) specifically stated in these Bylaws) in accordance with the provisions of applicable law, the Articles of Incorporation of the Association, and these Bylaws.~~

~~2. Except as these Bylaws otherwise prescribe, the Board shall only act in the name of the Association when it shall be regularly or specially convened by the President after due notice to all Directors of such meeting, with a quorum present, and then only after a majority of the Directors present at the meeting shall have voted in favor of such action (unless a greater amount is required by these Bylaws or applicable law).~~

~~3. The Board shall receive reports from each Committee, and may adopt or reject such reports.~~

~~4. An incoming Director who did not serve on the Board the then immediately preceding year shall complete an orientation program prior to serving on the Board.~~

~~B. 5. Composition and Election: The Board shall be responsible for electing Officers as provided in Article III, Section C. composed of the following Directors:~~

~~D. Conflict of Interest: A Director shall inform the Board of any direct or indirect conflict of interest which the Director has with regard to any matter contemplated by the Board (a "Director Conflict of Interest"). Without limiting the generality of the foregoing, a Director Conflict of Interest shall include, but not be limited to, actions concerning a transaction:~~

~~1. The Advisory Officer shall be an *ex officio* voting Director. The Advisory Officer may, but is not required to be a Director elected by the Voting Members.~~

~~2. The Chief Executive Officer shall be an *ex officio* nonvoting Director.  
~~(i) in which one (1) or more Directors have a material financial interest; and~~~~

~~(ii) in which one (1) or more Directors are presently serving as a director, trustee, officer, or general partner of another party involved in the transaction in question.~~

~~Subject to applicable law: a Director with a Director Conflict of Interest may participate in the discussion, but may not vote on the matter. Subject to applicable law: the matter is authorized, approved, or ratified by the vote of a majority of the Directors who have no Director Conflict of Interest (which must be more than one (1) Director), and when a majority of Directors who have no Conflict of Interest so vote, a quorum is deemed to be present at the meeting for purposes of that vote.~~

3. Eight (8) of the Directors will be elected by the Voting Members. Four (4) Directors will be elected every year by the Voting Members in the election process set forth herein. Additional Directors may be elected by the Voting Members in the event of vacancies.

~~Every Officer, Director, Committee chairperson/member, council officer/member, Chief Executive Officer, staff and others as may be designated, shall, on an annual basis, disclose on a form furnished by the Secretary, any significant ownership or investment interest or employment relationship that is a potential conflict of interest with the interests of the Association. Examples of such conflicts include, but are not limited to, significant ownership or investment of three percent (3%) or more in stock or holding debt or other proprietary interests in any third party dealing with the Association, holding management positions, serving on the board, being formally employed by any third party dealing with the Association, receiving compensation, being a paid consultant, and receiving any form of reimbursement for services for one (1) or more transactions involving the Association. Additional examples involve holding any interest in real estate, securities or other property the Association owns or may consider buying; using staff time during normal business hours on non-Association matters; and working for other entities to the detriment of the Association.~~

4. The election of Directors shall occur by written ballot on or before September 30 of each calendar year, with the election date for any particular year ("Election Date") determined by the Board from time to time. Voting Members may vote during the seven (7) day period leading up to and including the Election Date. The voting, quorum and electronic voting provisions in Article III(D), (E) and (F) shall apply to the election of Directors by the Voting Members.

~~Entities subject to the above listed interests or activities include, but are not limited to:~~

5. The Board shall distribute to the Voting Members the list of Director nominees approved by the Board ("Initial Nominees") at least thirty (30) days prior to the Election Date. Any Voting Member may nominate additional candidates by submitting written notice to the Association within fourteen (14) days after the date of delivery of the Initial Nominee list. The Association shall circulate to the Voting Members a list of Initial Nominees and additional nominees at least seven (7) days prior to the Election Date.

~~1. Any of the following entities that are not affiliated with the Association: managed care organization, IPA, or other business entity that contracts, leases or otherwise involves management of or compensation for services rendered by Chiropractic Physicians.~~

C. Terms of Office: Directors shall serve for two (2) year terms which shall begin on the first day of the calendar year following their election; provided however, each Director shall continue in



office until such Director's successor shall have been duly elected.

~~2. Any private organization that reviews and/or makes recommendations (advisory and/or binding) on the professional services rendered by Chiropractic Physicians.~~

~~3. Any entity that competes with the Association or Association-affiliated organizations.~~

~~The Board may approve additional conflict of interest policies, without any amendment to these Bylaws being necessary. This Conflict of Interest policy, and any additional conflict of interest policies approved by the Board, shall be overseen and enforced by the Conflicts of Interest Committee.~~

~~D.~~ Additional Qualifications and Restrictions for Director Positions: In order to be a qualified candidate for a Director position, such person must have been ~~an Active~~

~~E.~~ a Voting

F. Member, ~~in good standing~~, for no less than the two (2) consecutive years immediately previous to such candidacy.

ARTICLE ~~V~~VI – REMOVAL, ~~RESIGNATION,~~ AND VACANCIES OF DIRECTORS, OFFICERS

A. Removal:

1. Any ~~District President,~~ Director, or Officer may be removed at any time, with or without cause, by no less than a two-thirds (2/3) vote of the Board.

2. Any ~~District President,~~ Director, or Officer may be removed at any time by a majority vote of the Board that ~~said~~such person has:

~~(1)~~ failed to adhere to or abide by (i) any part of these Bylaws ~~(including, but not limited to, the Code of Ethics and the Mission Statement)~~ or any other governing or guidance document of the Association (as any of the aforementioned may be amended from time to time, and including any replacements of any of the aforementioned); (ii) Chapter 90 of the North Carolina General Statutes (as the same may be amended from time to time) or any replacements thereof; ~~and/or~~

~~(a)~~ ~~(iii)~~ (iii) the rules and regulations of the North Carolina Board of Chiropractic Examiners (as the same may be amended from time to time) or any replacement thereof; ~~and/or~~

~~(b)~~ ~~(2)~~ exhibited a continued course of ~~ungentlemanly~~unprofessional conduct evidencing a deliberate intent to obstruct the orderly progress of a meeting or meetings of the Association; ~~and/or~~

~~(c)~~ ~~(3)~~ exhibited a continued course of ~~ungentlemanly~~unprofessional conduct that reflects poorly upon the Association.

B. Absence: Any Director who is absent from two (2) regular meetings of the Board during a single calendar year shall be automatically removed from the Board; provided however, that the Board may, for good cause shown, expressly excuse one (1) or more such absences.

C. Effect of Removal: Any removal of a Director or Officer shall immediately remove that Director or Officer from all other positions with the Association except status as a Member.

~~C. Effect of Removal: Except as provided in Article III.E.2., any removal of a District President, Director, or Officer shall immediately remove that District President, Director, or Officer from all other positions with the Association. By way of example, but not limitation, if a Director is an Officer, and said Director is removed as a Director, said Director's position as an Officer would automatically terminate contemporaneously with said removal. By way of further example, but not limitation, if a Director is a District President, and said Director is removed as a Director, said Director's position as a District President would automatically terminate contemporaneously with said removal. By way of further example, but not limitation, except as provided in Article III.E.2., if a District President is a Director, and said District President is removed as a District President, said District President's position as a Director would automatically terminate contemporaneously with said removal. Such removal of a District President, Director, or Officer would not automatically revoke that District President's, Director's, or Officer's~~

~~status as a Member, but such revocation could take place pursuant to the terms of these Bylaws. Any removal of a person serving as the President shall disqualify such person from serving in the Immediate Past President position, such disqualification to be contemporaneous with the effectiveness of the removal.~~

D. Resignations: Any ~~District President, Director,~~ or Officer may resign at any time by communicating such resignation to the Secretary. ~~The Secretary may resign at any time by communicating such resignation to the President. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a person is resigning his or her Director position, such~~Such resignation shall cause the removal of that ~~Director~~individual from all other positions with the Association, ~~such removal to be contemporaneous with the effectiveness of the resignation. If a person is resigning his or her District President position, such resignation shall cause the removal of that District President from all other positions with the Association, such removal to be contemporaneous with the effectiveness of the resignation. Unless otherwise approved by a majority vote of the Board, if a person is resigning his or her Officer position, such resignation shall cause the removal of that Officer from all other positions with the Association, such removal to be contemporaneous with the effectiveness of the resignation (e.g., the Board may allow the President to resign from the President position but remain as a Director). Unless otherwise approved by a majority vote of the Board, if a person is resigning his or her President position, such resignation shall disqualify that person from then serving in the position of Immediate Past President, such disqualification to be contemporaneous with the effectiveness of the resignation (e.g., the Board may allow the President to resign from the President position but succeed the then serving Immediate Past President). Resignation of a District President, Director, or Officer would not automatically revoke that District President's, Director's, or Officer's~~ except status as a Member, ~~but such revocation could take place pursuant to the terms of these Bylaws.~~

E. Vacancies:

~~1. In the event of a vacancy of the President position, said vacancy shall be filled by the Senior Vice President.~~

1. A vacancy in any office because of death, resignation, removal or disqualification, or any other cause, shall be filled by the Board for the unexpired portion of the term; provided however, the Vice President shall fill any vacancy of the President's office.

~~2. In the event of a vacancy of a District President position, the applicable District shall fill such vacancy by special election.~~

2. A vacancy in any elected Director position because of death, resignation, removal or disqualification, or any other cause, shall be filled by a candidate elected by the Voting Members for the unexpired portion of the term. At the direction of the Board, such election may be (a) on the Election Date concurrently with the regular election of Directors pursuant to the process set forth in Article V(B) or (b) by special election at another date and with different rules and guidelines as approved by the Board. The Board will continue to act during the period of vacancy even if the number of Directors is less than the number of Directors required in Article V.

~~3. In the event of a vacancy of the Immediate Past President position, said vacancy shall remain unfilled until such time as the then serving President is succeeded pursuant to the terms of these Bylaws at which time said former President shall succeed~~

~~to the role of Immediate Past President unless otherwise provided herein.~~

~~4. Except as otherwise provided for above in this Article V, Section E, a vacancy shall be addressed in the following manner: the President shall nominate one (1) or more persons to fill a vacancy, and the Board shall vote thereon.~~

~~5. If necessary, the applicable process shall be repeated until such time as the vacancy is so filled, or the vacancy is filled by the next regular election, whichever comes first. Any such appointment shall be for the remainder of the term of the position so filled.~~

## ARTICLE ~~VI~~VII - BOARD MEETINGS

A. ~~Quarterly~~Regular Meetings: The Board shall meet at the call of the President ~~quarterly, no fewer than four (4) times every year.~~

~~B. Fall Convention Board Meeting: One of the Quarterly Meetings shall be held at the Fall Convention. If the Fall Convention is not held as designated by these Bylaws, a substitute Fall Convention Board meeting may be called by or at the request of the Board, and such meeting shall be designated and treated for all purposes as the Fall Convention Board meeting.~~

~~B.~~ ~~C.~~ Special Meeting: Special meetings of the Board shall be called upon the request of the President or any two (2) Directors, ~~or as is otherwise specified in these Bylaws.~~

~~C.~~ ~~D.~~ Place of Meetings: Meetings of the Board may be held at ~~(i) the principal office of the corporation or (ii) at such other~~any place within or without the State of North Carolina as shall be designated in the notice of the meeting, ~~or as agreed upon at or before the meeting by a majority of the Directors.~~

~~D.~~ ~~E.~~ Notice of Meetings: The Secretary shall serve notice of each Board meeting to the Directors by mail or electronic mail at least five (5) days before the applicable meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting. Attendance by a Director at a meeting shall constitute a waiver of notice, except in the event that a Director attends for the express purpose of objecting to notice not being properly given.

~~E.~~ ~~F.~~ Quorum: ~~A~~The presence of a majority of ~~the~~Voting Directors ~~present at a duly called meeting~~ shall constitute a quorum.

~~F.~~ ~~G.~~ Manner of Acting: Except as otherwise expressly required these Bylaws or law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

~~G.~~ ~~H.~~ Action Without Meeting: Action taken by the Board or a Committee without a meeting is nevertheless the action of the Board ~~or the Committee (as the case may be) if written consent to the action in question is signed by all of the~~ Voting Directors ~~or members of the Committee (as the case may be) and. Such consent shall be~~ filed with the minutes of the proceedings of the Board ~~or Committee (as the case may be), whether done before or after the action is taken.~~

~~I.~~ Meeting by ~~Conference Telephone~~Telecommunications: Any one (1) or more members of the Board, a Committee or District board may participate in a meeting of the Board, ~~Committee or District board meeting~~ by means of a conference telephone or similar communications device which allows all of the participants in the meeting to simultaneously hear each

H. other during the meeting (including, but not limited to, videoconference), and such participation in a meeting shall be deemed present in person at such meeting.

#### ~~ARTICLE VII – CHIEF EXECUTIVE OFFICER AND STAFF~~

~~A. Appointment: The Board may employ a salaried head of staff with the title of Chief Executive Officer and whose terms and conditions of employment shall be specified by the Board.~~

~~B. Authority and Responsibility:~~

~~1. The Chief Executive Officer shall be responsible for all day-to-day operations and management functions of the Association, in accordance with these Bylaws, and the policies, goals and objectives set by the Board. The Chief Executive Officer shall be (i) under the supervision of the President, and (ii) a non-voting, ex-officio member of the Executive Board and the Board (provided that the Executive Board and the Board may go into executive sessions that exclude the Chief Executive Officer).~~

~~2. The Chief Executive Officer shall employ and fix the compensation of (within the approved budget), and may terminate the employment of, staff members to carry on the work of the Association. The Chief Executive Officer shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be, per the Chief Executive Officer's reasonable judgment, in the best interest of the Association.~~

~~3. The Chief Executive Officer shall be the spokesperson for the Association.~~

#### ~~ARTICLE VIII – MEMBERSHIP MEETINGS~~

~~A. Conventions: There shall be two (2) Association conventions per calendar year (the "Spring Convention" and the "Fall Convention"), with each being no less than two (2) days in duration. There shall be a Voting Membership meeting held at the Fall Convention. The Board may call for a Voting Membership meeting to be held at the Spring Convention. The agenda for a Voting Membership meeting shall be mailed to the Voting Membership at least ten (10) days in advance of the Voting Membership meeting.~~

~~B. Quorum: A quorum at Voting Membership meetings shall be the greater of (i) the minimum required by applicable law, or (ii) five percent (5%) of Voting Members.~~

#### ~~ARTICLE IXVIII - COMMITTEES~~

~~A. Standing Committees: The President shall, within sixty (60) days of taking office, appoint a chairperson of each of the then-existingBoard may create committees, councils or task forces of the Association (collectively, the "Committees", with each being a "Committee"); There shall be the following standing Committees; with such Committees having and exercising such authority as may be proscribed by the Board; provided however, the Committees shall not have or exercise the authority of the Board.~~

~~B. Initial Committees: There shall be the following Committees:~~

~~1. Awards Committee~~

1. ~~2.~~ Nominating and Awards Committee ~~(the Association's- The~~ Nominating and Awards Committee shall nominate Director and District Liaison candidates. The Nominating and Awards Committee shall consist of ~~(ia) the Association's Immediate Past President~~ Advisory Officer, who shall serve as the ~~Chair~~ chairperson of the Nominating and Awards Committee; and ~~(ib) two Directors appointed by the then serving President, provided that said Directors cannot be up for re-election while serving on the Nominating and Awards Committee and any such Director on the Nominating and Awards Committee who is up for re-election shall be automatically removed (without a vote of the Board being required) and replaced via appointment by the then serving President).~~ The Nominating and Awards Committee will seek to include geographic diversity of Board candidates as a factor in selecting Director candidates.

2. ~~3.~~ Conflicts of Interest Committee

3. ~~4.~~ Constitution and Bylaws Committee

~~5. Ethics & Grievance Committee~~

4. ~~6.~~ Finance Committee

~~7. Insurance Committee~~

5. ~~8.~~ Legislative Committee

6. ~~9.~~ Membership Committee

C. Committee Chairs: The President shall, within fifteen (15) days of taking office, appoint a chairperson of each of the then-existing Committee. Except as expressly provided herein, the chairperson of a Committee does not need to be a Director.

D. ~~B.~~ Other Committees: ~~The Chief Executive Officer and/or the President may recommend additional and/or special committees to the Board.~~ The Board may create additional ~~and special~~ Committees ~~without amendment to these Bylaws being required.~~

~~C. Committee Changes: Any change to Association policy requires Board notice and approval, as does any change in Committee make-up.~~

E. Committee Members: Committee members will be appointed by the Board and may be removed and replaced by the Board at any time. Except for the Nominating and Awards Committee, the Committees may include non-Director members.

F. ~~D.~~ Terms of Office: Each ~~chairperson and~~ Committee member ~~of each Committee~~ shall hold his/her position until the end of the calendar year in which he/she took his/her position.

G. ~~E.~~ Duties: The President, with the advice of the Board, shall set forth in writing the duties of any new or special Committee at the time of such Committee's formation.

~~F. Chairperson Responsibilities: Each Committee chairperson shall make his/her best effort to provide leadership and consistency to the activities of the Committee, use a consensus-based approach to make Committee decisions, and build a productive results oriented workgroup within the framework of Association's governing documents and stated policies.~~

~~G. Board Notification: Committee items that could materially affect the Association~~



~~require notification to the Board. Examples include, but are not limited to, items with a fiscal impact and situations that could potentially create a crisis for the Association or that may result in a negative image or damage to the reputation of Association.~~

~~H. Attendance: Committee chairpersons and members must have time available to participate in regular meetings, emergency meetings, and other called meetings, and to~~

~~complete tasks on time. If a Committee member cannot attend a meeting, notice should be provided to the Committee chairman prior to the start of the meeting.~~

~~I. Meetings: Each Committee shall meet and/or conference call on at least an as-needed basis, with an agenda covering current discussion topics, old business, and new business items. The Committee chairperson shall provide the meeting agenda to all Committee members no less than seventy-two (72) hours prior to the meeting. Minutes of the meeting shall be taken, and then completed and distributed to the Committee members within five (5) business days of the meeting.~~

H. ~~J.~~-Reporting: Committee chairpersons are required to report the activities, progress and potential obstacles of the Committee activities to the Board at ~~each regularly scheduled Board meeting~~needed or requested, either in person, or by written report, unless granted an exception by the President.

~~K. Mentorship: Each committee chairperson shall mentor a minimum of one (1) committee member to succeed the committee chairperson. No later than November 1<sup>st</sup> of each year, each Committee chairperson shall recommend to the President one (1) individual to succeed the Committee chairperson. Such recommendation shall include a statement on the recommended person's ability to serve as that Committee's chairperson.~~

#### ARTICLE ~~XIX~~ - FINANCE

A. Fiscal Year: The fiscal year shall begin on January 1st and end on December 31st.

B. Bonding: All ~~officers~~Officers and employees having care, custody, or control of property belonging to the Association must be adequately bonded at the Association's expense.

C. Budget: No later than December 31st of each year, the Chief Executive Officer shall ~~present~~prepare an annual, balanced budget and shall provide such budget to the Board for consideration at the first Board meeting of the year. Said proposed budget shall be subject to the review, revision and approval of the Board. No later than ~~January 31<sup>st</sup> of each~~the end of the first quarter of the calendar year, the Board shall pass a budget for that fiscal year.

D. Review: Quarterly, or more often at the discretion of the Board ~~and~~/or the Finance Committee, the Finance Committee shall provide to the Board, and the Board shall review, the budget, incurred expenses, and other applicable fiscal reports.

#### ARTICLE ~~XIX~~ - AFFILIATION

The Association, by a two-thirds (2/3) vote of the Voting Members present at any regular or called meeting of the Voting Membership, with quorum present, may affiliate with any state or national organization having the same or similar purposes as the Association.

#### ARTICLE ~~XHXI~~ - INDEMNIFICATION

A. Expenses and Liabilities:

~~A. General Policy: It shall be the policy of the Association to indemnify to the maximum extent permitted by law any one (1) or more of the Directors, Officers, Committee or council chairpersons, employees, or agents of the Association, and former~~

~~Directors, Officers, Committee or council chairpersons, employees, or agents of the Association, and persons who serve or have served at the request of the Association as Directors, Officers, Committee or council chairpersons, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, decrees, orders, findings, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, or threat thereof, whether civil, criminal, investigative, administrative or otherwise (each being a "Proceeding") and against reasonable costs and expenses (including reasonable attorneys' fees) in connection with any Proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.~~

1. Except as provided below, to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, the Association shall indemnify any and all of its Officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. The Officers and Directors shall be entitled to recover from the Association, and the Association shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of this Bylaw. Such indemnification rights shall apply against liability incurred in a proceeding if the Officer or Director: (a) conducted himself in good faith; (b) reasonably believed: (i) in the case of conduct in his official capacity with the Association, that his conduct was in its best interest; and (ii) in all other cases, that his conduct was at least not opposed to its best interest; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Association shall not indemnify a Director or Officer: (a) in connection with a proceeding by or in the right of the Association in which the Director or Officer was adjudged liable to the Association; or (b) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in his official capacity, in which the Director or Officers was adjudged liable on the basis that personal benefit was improperly received by the Director or Officer. The Association shall indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Director or Officer or officer was a party because he is or was a Director or Officer of the Association against reasonable expenses actually incurred by the Director or Officer in connection with the proceeding.

3. The Association also shall have the power, in its sole discretion, to indemnify any present or former Director, Officer, employee or agent or any person (who has served or is serving (i) in such capacity at the request of the Association in any other corporation, partnership, joint venture, company, trust or other enterprise or (ii) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended.

B. Advanced Payment of Expenses: Expenses incurred by a Director, Officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case or as authorized or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association against such expenses. Notwithstanding the provisions of the preceding paragraph, the Association shall,

upon receipt of an undertaking by or on behalf of the Director or Officer involved to repay the expenses described in the second paragraph of the preceding Section A of Article X unless it shall ultimately be determined that he is entitled to be indemnified by the Association against such expenses, pay expenses incurred by such Director or Officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

~~B. Use of Corporate Funds~~C. Insurance: The Association ~~may advance expenses in connection with any Proceeding to any such person in accordance with applicable law. The use of funds of the Association for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section A of this Article (collectively the “Indemnified Parties” and each being an “Indemnified Party”) shall be deemed a proper expense of the Association.~~shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as Director, Officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability.

~~C. The rights of this Article:~~

#### ARTICLE XII – CONTRACTS, LOANS, DEPOSITS, LIQUIDATION

~~1. Shall not be exclusive of other rights to which an Indemnified Party may be entitled as a matter of law.~~

A. Contracts: The Board may authorize any Officer or agent, to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

~~2. Shall inure to the benefit of the heirs, executors and administrators of the Indemnified Parties.~~

B. Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall loans be made by the Association to members of the Board or Officers.

~~3. Shall not apply to any Indemnified Party insofar as any judgments, decrees, orders, findings, costs, and expenses incurred in or imposed in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit, or proceeding to have acted in bad faith.~~

C. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such Officer or Association employees of the Association and in such manner as shall from time to time be determined by resolution of the Board.

#### ~~ARTICLE XIII – AMENDMENTS TO THESE BYLAWS~~

D. Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depository or depositories as the Board shall direct.

~~A. Proposed Amendments:~~

E. Gifts: The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

~~1. All proposed amendments to these Bylaws must be in writing.~~

~~E. Forbidden Activities and Liquidation: No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Officers, Directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its non-profit purposes and that the Association shall be authorized in the event of liquidation or dissolution to distribute the balance of all money and other property to one or more organizations which is exempt as organizations described in Sections 501(c)(6) of the Code or corresponding sections of any future Federal Internal Revenue laws, or to the Federal, state or local government for exclusively public purposes. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.~~

~~2. Proposed amendment(s) may be initiated by any Voting Member at a spring or fall Voting Membership meeting, and advanced with a majority vote at said meeting, or, at any time by the Board. The Constitution and Bylaws Committee shall then have ninety (90) days to evaluate the proposed amendment(s) and make recommendations to the Voting Members for approval, modification or rejection of the proposed amendment(s). The proposed amendment(s), along with the Constitution and Bylaws Committee's comments, shall be submitted to the Secretary, in writing, not less than thirty (30) days prior to that year's Spring Convention or Fall Convention (as the case may be). The Association shall use reasonable efforts to send to the Voting Members the proposed amendment(s) and the Constitution and Bylaws Committee's~~

~~comments not less than ten (10) days prior to the applicable Spring Convention or Fall Convention (as the case may be). The proposed amendment(s) may be changed or altered during a Voting Membership meeting at said convention as a result of further discussion, proper motion and majority voting.~~

~~3. With respect to proposed amendment(s) that are not so modified, upon proper motion to do so, a vote shall be held in the following manner: the Association shall use reasonable efforts to send to each Voting Member the proposed amendment(s) and a voting ballot via either US mail or electronic mail, no later than seven (7) days following said Voting Membership meeting; such ballot voting shall begin seven (7) days following said Voting Membership meeting and shall end twenty-one (21) days following said Voting Membership meeting.~~

~~4. Any proposed amendment(s) that are modified at said Voting Membership meeting shall be submitted to the Constitution and Bylaws Committee for additional review and comment. The Constitution and Bylaws Committee shall have thirty (30) days to complete said review and provide comments to the Board. The Association shall use reasonable efforts to send to each Voting Member the proposed amendment(s), the comments from the Constitution and Bylaws Committee, and a voting ballot, via either US mail or electronic mail, no later than seven (7) days following the Board's receipt of Constitution and Bylaws Committee's aforementioned comments. Voting shall begin seven (7) days following said sending of the proposed amendment(s) to the Voting Members, and shall end twenty-one (21) days after said sending.~~

~~5. All valid ballots that are postmarked or electronically stamped before midnight of the last eligible day shall be counted. All voting shall be verified by the Chief Executive Officer, the President, and the Secretary. Any proposed amendment(s) having received at least two-thirds (2/3) of the verified votes cast shall become effective immediately following such verification of said vote; provided that in no event may a vote in which less than ten percent (10%) of the Voting Members participate in be a valid vote. The results shall be made known to the General Membership by written or electronic communication within five (5) business days following certification of said vote.~~

~~B. Review of these Bylaws : The Constitution and Bylaws Committee shall review these Bylaws every ten (10) years beginning in 2013, and from time to time as directed by the Board, and shall thereafter make recommendations to the Board regarding any real or perceived conflicts or shortcomings of the Constitution and Bylaws that may arise due to changes in the law or ethics that govern nonprofit associations or otherwise. Any recommendations may be acted on at the discretion of the Board in compliance with the procedures outlined in this Article XIII.~~

#### **ARTICLE ~~XIV~~ XIII- GENERAL PROVISIONS**

~~A. Parliamentary Procedure: Roberts' Rules of Order shall be the guide of parliamentary procedure at all meetings of the Association; provided that additional rules may be adopted at any meeting.~~

~~B. Seal: The seal of the corporation shall bear the name of the corporation and the letters "N.C."~~

~~C. Waiver of Notice: A Director or other person entitled to receive a notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, may, to the extent allowed by applicable law, waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or other Association records. To the extent allowed by applicable law, a Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.~~

~~D. Checks: All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board may from time to time designate.~~

A. Seal: The corporate seal of the Association shall consist of two concentric circles between which is the name of the Association and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Association.

B. Waiver of Notice: Whenever any notice is required to be given to any member of the Association or any member of the Board under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

C. Books and Records: The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings and committees.

D. Fiscal Year: The fiscal year of the Association shall begin on the January 1 and end on the December 1 in each year.

E. Gender: Wherever the context shall so require, all words herein in any gender shall be deemed to include the masculine, feminine, or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

~~E.-F. Bond: The Board may, by resolution, require any or all officers~~Officers, agents ~~or~~and employees of the Association to give bond to the Association, with sufficient sureties, conditioned ~~upon~~on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

G. Amendments: Proposed amendment(s) may be initiated by any Voting Member or the Board. Any proposed amendments shall be submitted for review by the Constitution and Bylaws Committee at least ninety (90) days before a Voting Membership meeting. Amendments shall be approved by the Constitution and Bylaws Committee and the Board and circulated to Voting Members at least ten (10) days prior to the Voting Membership Meeting. Voting Members may approve amendments after the Voting Membership Meeting at the time designated by the Board. Amendments shall require approval by at least two-thirds (2/3) of the votes cast.

~~F. Severability: If any provision of these Bylaws or the application thereof to any person or circumstance shall be invalid or unenforceable to any extent, the remainder of these Bylaws and the application of such provisions to other persons or circumstances shall~~

~~not be affected thereby, and the intent of these Bylaws shall be enforced to the greatest extent permitted by law.~~

~~G. Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.~~

- ~~1. (revised September 30, 1989)~~
- ~~2. (Article II (B) amended September 14, 1991)~~
- ~~3. (revised September 25, 1993)~~
- ~~4. (Article II §B1 and Article III §A amended April, 1997)~~
- ~~5. (revised July, 8, 1998)~~
- ~~6. (revised September 29, 1998)~~
- ~~7. (revised October 14, 1998)~~
- ~~8. (revised April 1, 2000)~~



~~9. (revised April 28, 2001)~~

~~10. (revised March 21, 2002)~~

~~11. (revised September 16, 2003)~~

~~12. (revised October 7, 2006)~~

~~13. (revised March 8, 2008)~~

~~14. (revised October 4, 2008)~~

~~15. (revised Article II, E., Article III, intro and B., revised Article III, E.,  
revised Article IX Finance., and revised Article XIII, Amendments. October 6, 2012)~~

~~16. (amended and restated October 2013)~~

~~17. (amended and restated June 9, 2015)~~

~~18. (amended and restated April 25, 2016)~~

*[Link-to-previous setting changed from on in original to off in modified.]*

**Summary report:  
 Litera® Change-Pro for Word 10.9.0.460 Document comparison done on  
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<b>Intelligent Table Comparison:</b> Active	
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Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>1027</b>