



DISTRICT HANDBOOK

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I. Purpose of the Handbook

The ICS District Handbook is prepared by Iowa Chiropractic Society (ICS) to assist the leaders of ICS districts in performing their responsibilities. The Handbook outlines the role of district, the responsibilities of its officers, the functions of its meetings, and the reports necessary to communicate its activities. The Appendix contains additional information regarding the Society and will be updated annually. The handbook includes specific suggestions/comments that are within a "box." The remainder of the narrative document includes specific sections of the ICS Bylaws related to the topic of that section. As an ICS Officer, you are obligated to understand and follow these Bylaws. To review the Bylaws in full go to www.iowadcs.org and click on the "About ICS" tab.

II. The Role of Districts

ICS believes that the core of the Society's activities begin at and are focused at the local level where its members practice. The following sections of the ICS Bylaws describe the organization of districts. In the listing of the districts, the numbers at the end of the list of counties indicates the year that the district elects a new District Director to the ICS Board of Directors for a three-year term.

ICS Bylaws pertaining Districts are found in Article XV

ARTICLE XV DISTRICTS

SECTION 1. DISTRICTS. District membership shall consist of all ICS Members residing or practicing in the county groups as set forth below.

SECTION 2. DISTRICT DIRECTORS. The District Director shall be elected by majority vote of the Regular and Life Members present at the election. All nominees must be Regular or Life Members in good standing. The election shall take place at the Annual Meeting of the District from among persons nominated.

The Member of the Board of Directors elected by each District shall serve a three (3) year term commencing the year set forth below and every three (3) years thereafter:

- A. NORTH WEST DISTRICT: Lyon, Osceola, Dickinson, Emmett, Sioux, O'Brien, Clay, Palo Alto, Plymouth, Cherokee, Buena Vista, Pocahontas, Woodbury, and Ida counties –2002/05/08/11/14/17/20/23/26/29.
- B. NORTH CENTRAL DISTRICT: Kossuth, Winnebago, Worth, Mitchell, Floyd, Cerro Gordo, Hancock, Humboldt, Wright, Franklin, and Butler counties – 2001/04/07/10/13/16/19/22/25/28.
- C. NORTH EAST DISTRICT: Howard, Winneshiek, Allamakee, Clayton, Buchanan, Delaware, Dubuque, Chickasaw, Bremer, and Black Hawk counties –2003/06/09/12/15/18/21/24/27/30.
- D. WEST CENTRAL DISTRICT: Sac, Calhoun, Webster, Hamilton, Greene, Carroll, Audubon and Guthrie counties –2001/04/07/10/13/16/19/22/25/28.
- E. MARSHALL CENTRAL DISTRICT: Boone, Jasper, Poweshiek, Tama, Marshall, Story, Hardin, and Grundy counties – 2002/05/08/11/14/17/20/23/26/29.
- F. CEDAR RAPIDS/IOWA CITY DISTRICT: Benton, Linn, Jones, Johnson, and Iowa counties- 2003/06/09/12/15/18/21/24/27/30.
- G. EAST CENTRAL DISTRICT: Jackson, Clinton, Cedar, Scott, and Muscatine counties – 2001/04/07/10/13/16/19/22/25/28.
- H. SOUTH WEST DISTRICT: Fremont, Page, Taylor, Adams, Montgomery, Mills, Pottawattamie, Cass, Shelby, Harrison, Monona, and Crawford counties –2002/05/08/11/14/17/20/23/26/29.
- I. SOUTH CENTRAL DISTRICT: Ringgold, Decatur, Wayne, Lucas, Clark, Union, Adair, Madison, Marion, Warren, Polk, Appanoose, Monroe, and Dallas counties –2003/06/09/12/15/18/21/24/27/30.
- J. SOUTH EAST DISTRICT: Davis, Van Buren, Lee, Des Moines, Henry, Jefferson, Wapello, Mahaska, Keokuk, Washington, and Louisa counties – 2003/06/09/12/15/18/21/24/27/30.

It is important that the district be fully functional in order to serve the needs of its members. The following section describes the criteria for a district to maintain an Active Status and the circumstances that would lead to a district being classified as Inactive.

ICS Bylaws pertaining to “Active and Inactive” districts are found in Article XVI

ARTICLE XVI ACTIVE AND INACTIVE DISTRICTS

SECTION 1. ACTIVE DISTRICTS. An active District shall have a President, Vice President, and Secretary/Treasurer elected annually, and, a District Director elected as provided in Article XV. All Regular and Life Members in the ICS District shall constitute the District's voting membership.

SECTION 2. INACTIVE DISTRICTS. A District shall be considered inactive if it fails to hold regular meetings as provided herein. If any District fails to meet quarterly, or, the President fails to call a District Meeting when requested to do so by four (4) or more Members in good standing of said District, the ICS Board or

Executive Committee may declare vacant the seats of the District Officers and appoint temporary Officers of the District to hold office until new Officers are elected at a meeting called for that purpose by the voting Members of the District.

SECTION 3. DISTRICT FUNDS – INACTIVE DISTRICT. Upon reactivation of any District that is inactive, a maximum of \$600.00 will be made available by the ICS and delivered to the District as a reactivation fund.

SECTION 4. DISTRICT DIRECTOR – INACTIVE DISTRICT. In the event that a quorum of District Members cannot be assembled to conduct the election, a District Director shall be nominated by the ICS Nominating Committee and elected by the full membership of the ICS under the provision for election of ICS elected Officers as called for in Article VII, Section 6.

III. The Election and Role of District Officers

Members have the opportunity to serve in leadership positions as either District Officers or as the District Director who serves on the ICS Board of Directors. At its Annual Meeting, each district will hold an election of District Officers. The President, Vice President, and Secretary Treasurer serve one year terms, the District Director serves a three year term. Please refer to Section II. Role of Districts for the election year for your District Director. The following sections of the ICS Bylaws describe the District Board, the election process for district officers, and the duties of each office.

ICS Bylaws pertaining to District officers, election and duties are found in Article XVIII.

ARTICLE XVIII DISTRICT OFFICERS, ELECTION, DUTIES

SECTION 1. DISTRICT OFFICERS. The elected Officers of the District shall be President, Vice President, Secretary/Treasurer, and a District Director who serves on the ICS Board of Directors. District Officers shall be ICS Regular or Life Members in good standing who possess voting privileges. No District Officer shall receive compensation.

SECTION 2. NOMINATION. A Nominating Committee for the election of District Officers shall consist of three (3) Members of the District. The Nominating Committee shall select, verify, and certify at least one (1) nominee for each office to be filled. Nominations from the Nominating Committee will be sent to the District Members by first class mail, facsimile, or e-mail at least twenty (20) days prior to the District Annual Meeting. At the time of the District Annual Meeting, additional nominations may be accepted.

SECTION 3. TERM. Term of district office shall be for one (1) year, except the District Director on the ICS Board of Directors whose term shall be for three (3) years as set forth in these Bylaws. District Officers shall assume office at the end of each District Annual Meeting with the exception of the District Director who shall be installed with the incoming ICS Executive Officers and other District Directors at the ICS Annual Meeting. When elected to fill a vacancy, District

Officers and the District Director on the ICS Board of Directors shall assume office immediately after they are elected.

SECTION 4. OFFICES.

- A. **DISTRICT PRESIDENT.** The District President shall be the Officer of the District and shall preside at all sessions and appoint and provide oversight for all District committees. The President may execute all documents approved by the District membership consistent with the purpose of the ICS. In the District Director's absence, the District President may be requested to attend the ICS Board of Directors meetings.
- B. **DISTRICT VICE PRESIDENT.** The District Vice President shall perform the duties of the District President in the absence of the President. If the office of the District President becomes vacant because of death or resignation, the Vice President shall assume the duties of the President for the balance of the term. A new District Vice President shall be elected to complete the unexpired term at the first regular meeting of the District thereafter. In the District Director's absence, the District Vice President may be requested to attend the ICS Board of Directors meetings.
- C. **DISTRICT SECRETARY/TREASURER.** The District Secretary/ Treasurer shall be the recording, corresponding, and accounting officer of the District and shall:

[1] keep and record all minutes of the proceedings of the District and all financial books, records, papers and property pertaining to the District. All District property in his/her possession shall be open to inspection at all times by any Member of ICS;

[2] read all current reports at each meeting of the District except those of committees who shall read their own;

[3] notify all District Members and the ICS office of meetings and shall send to the Members copies of all information and material, which he/she receives that should be distributed to the Members;

[4] keep a correct current record of the District Members, including the date each Member joined, and status of their membership;

[5] keep a true and correct report of all receipts and disbursements and make a report to the District at its meetings. He/she shall deposit all such funds, money, and securities to the District in a federally insured financial institution with capitalization in excess of \$1,000,000.00. All accounts shall use the name of the ICS District and the mailing address of the District's Treasurer. For tax purposes, the ICS tax ID number may be used.

[6] maintain a record of all monies owed, received, and disbursed and submit a written report to the District Board and membership as directed by the District President or by a majority vote of the District Members;

[7] send a copy of the minutes and attendance record of each meeting to the ICS office within fourteen (14) days;

[8] report all financial records of the District to the ICS Board and/or ICS office upon their request as to keep an accurate account of financial records;

[9] if the office of the District Secretary/Treasurer becomes vacant because of death or resignation, a new Secretary/Treasurer shall be elected by a majority vote of the Members present at the next meeting of the District to fulfill the term for the balance of the fiscal year; and,

[10] if requested, attend the ICS Board of Directors meetings in the District Director's absence.

SECTION 5. DISTRICT DIRECTOR. At the District Annual Meeting the District members shall elect one (1) Member to serve as a Director on the ICS Board of Directors for terms established by Article XV. Such person shall be the liaison officer between the District and the ICS. As an ICS Director, it shall be his/her duty to conduct the business of the ICS in his/her District under the direction of the ICS Board of Directors. The District Director on the ICS Board of Directors shall make known to the ICS Board the needs and desires of the District and represent the District's interests. He/she shall report to the District Officers and Members the business of the ICS Board of Directors. If a Director cannot attend a meeting of the ICS Board of Directors, an Officer of the District or previous District Director may attend the meeting with full proxy and power of a Director pro tem in his/her stead for such meeting. (See Article V, Sections 5 and 10.)

SECTION 6. VACANCIES. A vacancy in the District Director's office shall be filled by special election in the District within sixty (60) days after the vacancy occurs. During the vacancy, the District President shall act as District Director. The election shall be for the balance of the unexpired term. If the District fails to elect a District Director within sixty (60) days, the ICS Board of Directors shall appoint a Member from the District to fill the vacancy.

District Officers and District Directors assume legal obligations and potentials risks.

ICS Bylaws pertaining to those potential liabilities and the indemnification provided by ICS are found in Articles VIII and IX.

ARTICLE VIII DIRECTOR AND OFFICER LIABILITY

SECTION 1. LIABILITY. Except as may be provided in the Bylaws, no Director or Officer of the corporation shall personally be liable to the corporation for money damages for breach of duty of care or other duty as a Director or Officer. This provision shall not eliminate the liability of a Director or officer for:

- A. any appropriation of any business opportunity of the corporation in violation of his/her duties;
- B. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- C. any transaction involving a conflict of interest of the Director or Officer, of which the Director or Officer failed to make a disclosure required by the Iowa Nonprofit Corporation Act; or

D. any transaction for which the Director or Officer derived an improper personal benefit.

SECTION 2. PROTECTION. No repeal or modification of this Article shall adversely affect any right or protection of a Director or Officer of the corporation existing at the time of such repeal or modification.

ARTICLE IX INDEMNIFICATION

Except as prohibited by law, the corporation shall indemnify any person who is or was a Director, Officer, employee or agent of the corporation or is/was serving at the request of the corporation as a trustee, Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise (including, but not limited to, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the corporation, and may take such steps as may from time to time be permitted by applicable law and the Bylaws of the corporation, to ensure the payment of such amounts as may be necessary to effect such indemnification.

IV. The Role of District Directors

The ICS Board of Directors provides the members with a representative form of governance. Each of the ten ICS Districts elects a District Director to serve on the Board. In addition to the ten District Directors, the six ICS officers and the ICS Executive Director (non-voting) serve on the Board. This brings the total number of ICS Board Members to seventeen.

The District Director serves a critical function in representing the districts needs and desires to the Board. In turn, the Director is responsible for communicating the business of the Board to the District. The following section describes the election process and responsibilities of the District Director.

ICS Bylaws pertaining to District Director are found in Article V and XVIII.

ARTICLE V BOARD OF DIRECTORS

SECTION 5. DISTRICT DIRECTOR. When a District Director of the Board of Directors is unable to attend a meeting of the Board of Directors, an Officer or previous District Director of the District shall attend the meeting pro tem and shall have all rights and responsibilities of that District Director for that meeting.

ARTICLE XVIII DISTRICT OFFICERS, ELECTION, DUTIES

SECTION 5. DISTRICT DIRECTOR. At the District Annual Meeting the District members shall elect one (1) Member to serve as a Director on the ICS Board of Directors for terms established by Article XV. Such person shall be the liaison officer between the District and the ICS. As an ICS Director, it shall be his/her duty to conduct the business of the ICS in his/her District under the direction of

the ICS Board of Directors. The District Director on the ICS Board of Directors shall make known to the ICS Board the needs and desires of the District and represent the District's interests. He/she shall report to the District Officers and Members the business of the ICS Board of Directors. If a Director cannot attend a meeting of the ICS Board of Directors, an Officer of the District or previous District Director may attend the meeting with full proxy and power of a Director pro tem in his/her stead for such meeting. (See Article V, Sections 5 and 10.)

SECTION 6. VACANCIES. A vacancy in the District Director's office shall be filled by special election in the District within sixty (60) days after the vacancy occurs. During the vacancy, the District President shall act as District Director. The election shall be for the balance of the unexpired term. If the District fails to elect a District Director within sixty (60) days, the ICS Board of Directors shall appoint a Member from the District to fill the vacancy.

V. Conducting Effective District Meetings

District meetings provide the opportunity for ICS members to 1) acquire new knowledge, 2) socialize with their colleagues, and 3) participate in the governance of their professional society. Effective District meetings add value to membership and attract new members to ICS.

ICS Bylaws pertaining to District Meetings are found in Article XVII and XIX.

**ARTICLE XVII
DISTRICT MEETINGS**

SECTION 1. ANNUAL MEETINGS. District Annual Meetings and election of Officers of each District shall be held within sixty (60) days prior to the ICS Annual Meeting. Notification shall specify the purpose of the meeting.

SECTION 2. REGULAR MEETINGS. Regular meetings of each District shall be held at least once every quarter at such time and place as may be designated by the District membership at each meeting.

SECTION 3. QUORUM. Four (4) Members shall constitute a quorum for the transaction of any business at an official District meeting. The District President, or, in his/her absence the District Vice President, or, in his/her absence the District Secretary/Treasurer, shall appoint from the floor the necessary officers to conduct the meeting. In absence of all officers and/or in the event a quorum is not present, a Secretary will be appointed. In the event a quorum is not present, business may be conducted by those members present. Any business conducted at this meeting will be considered for ratification at the next regular District business meeting at which a quorum is present.

SECTION 4. NOTICE OF MEETINGS. Notice of the District meetings shall be in writing and sent by the District Secretary/Treasurer to District Members and the ICS office by first class mail, facsimile, or e-mail at least ten (10) working days, but no more than thirty (30) working days prior to such meeting. In absence of specific designation by the District membership, the District President shall call each meeting and set the time and place.

SECTION 5. SPECIAL MEETINGS. Special meetings of the District shall be called at the request of the District President or any four (4) District Members or by the ICS Board of Directors.

SECTION 6. BUSINESS BETWEEN MEETINGS. The Officers of a District are allowed to conduct business between District meetings subject to ratification by the District Members at the next District meeting.

ARTICLE XIX RULES OF ORDER

The suggested rules of order shall be:

- A. Opening the session in due form;
- B. Calling the roll;
- C. Reading the minutes of the previous meeting;
- D. Report of the Officers (including ICS Board meeting report if applicable);
- E. Committee reports;
- F. Nomination of Officers (at District Annual Meeting);
- G. Communications and introduction of resolutions;
- H. Unfinished/miscellaneous business;
- I. New business;
- J. Election of Officers (at the District Annual Meeting);
- K. Installation of Officers (at the District Annual Meeting);
- L. Appointment of committees;
- M. Adjournment.

In addition to this Order of Business, Districts are encouraged to provide a Continuing Education program (for which C.E. approval may be obtained from ICS Headquarters) and a meal or refreshments. Based on the geographic distribution of the members in the District, it may be most effective to rotate the location of the meeting to different parts of the Districts. Other Districts have found it best to maintain the same location each month in order to provide certainty as to where the meeting will take place.

Regarding the day and time of the meeting, many Districts select the same day of each month (e.g., the second Thursday) and meet in the evening of a weekday. Meetings often begin at 6:00 p.m. with refreshments followed by dinner during which the business portion of the meeting may be conducted. The meeting may then conclude with a continuing education program.

For more information on providing continuing education at your District Meeting contact the ICS office.

VI. ICS District Legislative Socials & PAC Check Distribution

District Legislative Socials: Beginning in 2007, ICS Districts started hosting social events inviting district membership and legislators who reside within the ICS District. The socials are held late summer/fall each year. ICS relies on its lobbyists to assist in scheduling the event at the most strategic time possible.

ICS Lobbyists will make the initial contact to the District Presidents regarding coordination of the legislative socials. The District President will then work with the ICS Lobbyists and staff to coordinate the event, send invitations to district members, and send invitations to the legislators. Light refreshments will be provided by the district at the socials. In the event the District President is unable to assist the lobbyists in coordinating the social, he/she may pass the responsibility to another district officer.

PAC Check Distribution: Annually, usually September/October, the ICS Political Action Committee (ICSPAC) distributes checks to District Directors for legislators in their District. During an election year, this timeline may change. The District Director may be then responsible to hand deliver the checks to the district members who are paired with each legislator so they can, in turn, hand deliver the checks to their respective legislator. Timing is everything with this project as once the checks are cut, they must be delivered to the legislators within 15 days of receipt by the District Director, according to State law. (Chapter 4 Campaign Disclosure Procedures 351—4.5(68A, 68B) 4.5(4))

VII. Managing District Dues

Districts may establish dues, assessments, charges, and fees. The following section of the ICS Bylaws addresses that process.

ICS Bylaws pertaining to dues are found in Article III.

SECTION 3. DUES. All Members of ICS, except Life Members, shall have an obligation to pay when due any dues, assessments, charges, or fees established or levied by the Board of Directors of ICS. All Members of ICS, except Life Members, shall also have an obligation to pay when due any dues, assessments, charges, or fees established or levied by the Member's District if the District, upon a two-thirds vote of the District membership after written notice of those District Members, has established District dues, assessments, charges, or fees. The ICS Board of Directors may establish for the membership as a whole or for individual Members the terms for payment of any dues, assessments, charges, or fees established or levied by the ICS Board of Directors. Any Member failing to meet his or her obligations to pay when due any dues, assessments, charges, or fees established or levied by the ICS Board of Directors, shall not be a Member in good standing of ICS. Any Member voluntarily terminating his or her membership in the ICS, but who owes unpaid dues, assessments, charges, or fees established or levied by the ICS Board of Directors on the date of his or her voluntary resignation may not subsequently be readmitted to the membership without paying those unpaid dues, assessment, charges, or fees established or levied by the ICS Board of Directors, unless the ICS Board of Directors shall have voted to allow the readmission under terms and conditions established by the ICS Board of Directors.

VIII. Using ICS Reporting Forms

In order to maintain communication with the ICS Board of Directors and to meet legal obligations associated with the governance of the Society, District officers are required to complete and return specific reports in a timely manner. The Secretary/Treasurer must submit reports of District meetings within fourteen days of the meeting. These include the District Meeting Report, Rosters of Attendees, Report of Annual Meeting, and Report of Elections. For copies of the forms, contact the ICS office.

IX. Managing Continuing Education

Districts are encouraged to include continuing education events as part of their meetings and special events. Continuing education credits are awarded only for structured educational presentations and not simply for attendance at the District meeting.

To receive approval for a continuing education event, Districts are requested to submit an ICS Application for CE. Applications are reviewed and approval is granted by the ICS CE Committee and the ICS Board of Directors and, therefore, they should be submitted as far in advance of the event as possible.

In addition to CE presentations at District Meetings, Districts may offer CE programs presented in their District for members of their District. Districts may not advertise such programs outside of their District without special permission from ICS in order to avoid competing with CE programs presented by other districts and the Iowa Chiropractic Society.

For information on planning District CE events and the application form, contact the ICS office.

X. Attestation Statements

At its meeting on January 11, 2003, the ICS Board of Directors adopted an Attestation Policy that requires ICS state and district officers, district directors, and committee chairs to read and sign an attestation regarding necessary disclosures and proprietary information.

XI. Conclusion

District officers and the District Director accept the privilege of serving the chiropractic physicians in their District. With that privilege comes the obligation to understand their roles and responsibilities and to be knowledgeable of the ICS Bylaws, rules and procedures.