

HSCA BY-LAWS

March 9, 2001

ARTICLE I GENERAL INFORMATION

Section 1. Name

The name of this organization shall be the Hawaii State Chiropractic Association, Inc., hereafter referred to as the HSCA.

ARTICLE II PURPOSE AND OBJECTIVES

Section 1. Purpose

The purpose of the HSCA shall be to promote a feeling of unity and brotherhood among all doctors of chiropractic in the State of Hawaii. Unity shall be achieved through freedom of participation without political, philosophical or other coercion.

Section 2. Objectives

The objectives of the HSCA shall be:

- (a) To promote public health.
- (b) To preserve, protect and advance the science, art and philosophy of chiropractic and the professional welfare of its members.
- (c) To maintain the science, art and philosophy of chiropractic as a separate and distinct healthcare profession.
- (d) To maintain the highest standards of moral, ethical, and professional practice.
- (e) To promote a more general understanding of the true principles of chiropractic and the benefits to be derived from their application.
- (f) To advocate and encourage honest, ethical and professional advertising and publicity.
- (g) To encourage people to choose chiropractic as a career.
- (h) To maintain high standards of chiropractic education.

- (i) To keep the chiropractic profession in Hawaii informed about professional issues.
- (j) To establish closer relationships within the chiropractic profession on the local, national and international levels.
- (k) To protect and promote the unhampered right and opportunity of all individuals to access the healthcare treatment of their choice.

ARTICLE III

MEMBERSHIP

Section 1. Classes

There shall be three classes of memberships in the HSCA: general, associate and life. General members are chiropractors with current licenses to practice in the State of Hawaii who have been approved by the HSCA and are members in good standing. Associate members are chiropractors not licensed in the State of Hawaii and persons, firms, corporations and associations that have been approved by the HSCA and are in good standing. Associate members may not run for or be elected to any office or directorship. Life members are general members sixty-five (65) years of age and older. Life members shall be exempted from paying dues to the HSCA and shall have all the rights and privileges of general members.

All interested parties for membership must submit a completed application to the HSCA with an application fee as established by the Board of Directors, hereafter referred to as the Board. All applicants are subject to approval by the membership at a general meeting of the HSCA.

Section 2. Membership in Good Standing

Any member whose dues payments are less than ninety (90) days in arrears shall be in good standing. Any member whose dues are more than ninety (90) days in arrears shall be considered NOT in good standing with the HSCA and shall lose all benefits and privileges of membership. A general member who is not in good standing may not vote or run for or be elected to any office or director's position. Any member not in good standing may immediately, upon clearing all dues in arrears, be considered in good standing with the HSCA.

Any member who performs work for the association in lieu of dues shall be considered in good standing with the satisfaction of work agreed to between the member and the Board or a designated representative of the Board. Such member shall be considered not in good standing for failure to satisfy work agreements made between the Board and the member. Membership in good standing may be reinstated with the satisfaction of work requirements. Work for dues membership shall be on a calendar year basis and may be terminated at any time by the decision of the Board. Renewal of work for dues membership shall be applied for on an annual basis pursuant to the calendar year.

Other categories of membership may be established from time to time at the discretion of the Board.

Section 3. Membership Dues

Each member shall pay annual dues in such amounts and at such times as set by the HSCA. Any member who finds it difficult to maintain the payment of dues may apply for “hardship” consideration by writing a letter to the Board of Directors of the HSCA to explain the circumstances of hardship, or may perform work in lieu of dues with the approval of the board.

The HSCA shall maintain an account of dues and payments which shall be available for inspection during regular office hours.

Section 4. Termination of Membership

The Board may terminate, suspend or expel a member for nonpayment of dues or for conduct which the Board deems reasonably adverse to and not in the best interest of the HSCA. A terminated or expelled member may reapply for membership after one year has elapsed from the date of termination. A suspended member may be reinstated by the Board at any time.

A member may terminate his or her membership by notifying the Board or Executive Director in writing. Prorating or reimbursement of dues is left solely to the discretion of the Board.

ARTICLE IV

ELECTED AND APPOINTED OFFICERS

Section 1. Officers

The officers of the HSCA shall be the President, Vice President, Secretary and Treasurer.

A. Qualifications

The officers of the HSCA shall be general members in good standing.

B. Elections

The officers of the HSCA shall be elected by the general members at the June meeting of the HSCA and shall hold their respective offices until their resignation, removal or other disqualification from service or until their respective successors are elected or appointed.

C. Removal

Any officer may be removed at any time with or without cause by a majority vote of the Board.

D. Resignation

Any officer may resign at any time with or without cause by giving written notice to the Board. The resignation shall take effect on the date specified in the resignation notice or, there being none, on the date of the notice or a date set by the Board. The acceptance of such resignation by the Board shall not be necessary to make it effective.

E. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be temporarily filled by Board appointment until the term of office expires, after which it shall be filled in the manner prescribed in these By-Laws during the next regular election.

F. Duties of Officers.

- (1) President. The President is the general manager and chief executive officer of the HSCA and has, subject to the control of the Board of Directors, general supervision, direction and control of the HSCA's activities, officers and Island Directors. The President shall preside at all meetings of the Board and membership. The President may serve as ex-officio member of all committees of the HSCA except for the Nominations Committee.
- (2) Vice President. In the absence of the President, the Vice President shall perform all of the duties of the President and, when acting so, shall have all the powers and restrictions of the President.
- (3) Secretary. The Secretary shall keep or cause to be kept at the principal office of the HSCA or a place the Board may order a book of minutes of general membership, Board and committee meetings. The Secretary shall also keep a copy of the HSCA's Charter of incorporation, its By-Laws as amended to date and all other records of the HSCA. The Secretary shall give notice or cause notice to be given of all HSCA meetings as required by these By-Laws. The seal of the corporation shall be maintained by the Secretary.
- (4) Treasurer. The Treasurer is the chief financial officer of the HSCA and shall keep or cause to be kept adequately maintained and correct accounts of the properties and business transactions of the HSCA. The books of the HSCA shall be open at all times to inspection by any Director. The Treasurer shall notify any member with dues in arrears of their account responsibilities. The Treasurer shall conduct or cause to be conducted a review of the accounts of the HSCA at reasonable intervals and present the findings to the Board.

Section 2. Directors

A. Numbers

The authorized number of directors shall be ten until changed by amendment of the Charter or By-Laws. The Board directors shall be: the President, Vice President, Secretary, Treasurer, immediate past President, East Hawaii Island Director, West Hawaii Island Director, Kauai Island Director, Maui Island Director and Oahu Island Director.

B. Powers

The activities and affairs of the HSCA shall be governed by the Board. The Board may delegate the management of the activities of the HSCA to any person, management company or committee, however composed, provided that the activities of the HSCA shall be under the ultimate direction of the Board. The Board shall have the power to:

1) select and remove all agents and employees of the HSCA; 2) conduct, manage and control the affairs of the HSCA and [to] make rules and regulations as they deem best; 3) adopt, make and use a corporate seal and alter the seal from time to time as they deem best; 4) authorize the issuance of memberships in the HSCA and prescribe forms of certificates of membership; 5) borrow money and incur indebtedness on behalf of the HSCA and the corporate name; 6) carry on any business or any activity in which it may lawfully engage; 7) adopt a Code of Ethics for the HSCA; and 8) create and set the policies of the HSCA. No officer, director, or member shall use association funds for personal purposes. Any payments for expenses not ordinarily incurred by the HSCA in the conduct of its usual course of business and exceeding \$200 shall require the approval of the Board.

C. Election and Terms of Office

All but one of the Directors shall be elected by the General members at the June meeting of the HSCA. The immediate past President is a Board Director of the HSCA and is not elected to that position. Each Director shall serve for a term of one year or until a successor has been qualified and elected.

D. Resignations and Vacancies

- (1) Resignations. Except where the resignation of a director would conflict with Hawaii corporation laws, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later date. If the resignation is effective at a future date, a successor may be appointed by the Board before such time, to take office when the resignation becomes effective. The appointed director shall temporarily serve until the expiration of the term of the replaced director, after which it shall be filled in the manner prescribed in these By-Laws at the next regular election.
- (2) Vacancies. Vacancies in the Board shall be filled in the same as with resignations. Each appointed director shall hold office until the expiration of the term of the

replaced director. A vacancy in the Board shall exist when there is a death, resignation or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the position of any director who has (A) without just cause or prior notification to the Board, been absent from two (2) consecutive or three (3) cumulative monthly meetings, or (B) been declared by a court's final order to be of unsound mind, or (C) been found by a court's final order of judgment to have committed a felony or breached any duty arising under Hawaii Revised Statutes Section 416-91. No reduction in the number of directors may have the effect of removing any director prior to the expiration of the director's term.

Section 3. Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the HSCA. The Executive Committee shall implement the directives of the Board and conduct the day-to-day operations of the HSCA.

ARTICLE V

MEETINGS

Section 1. Regular and Special Meetings

A. The general membership meetings of the HSCA shall be held on the second Friday of the month and during the HSCA annual convention or at any other times as designated by the Board. The HSCA shall notify members of all general membership meetings.

B. Special meetings of the HSCA may be called by the President or any Board director of the HSCA. The notice should be given to both the Secretary and the Executive Director and they will notify the membership within 20 days. If the notice is not given within that time, then the director requesting the meeting may give general notification to the membership.

Section 2. Quorum

Ten (10) percent of the voting power, represented either in person or by proxy, shall constitute a quorum at any meeting of the members.

Section 3. Voting Rights and Proxies

A. If a quorum is present, then any vote of the majority shall be the act of the membership. Each general member in good standing shall be entitled to one vote on any matter submitted to the HSCA. General members that are not in good standing, as set forth in these By-Laws, will not be allowed to vote or exercise another member's proxy. HSCA general members that are entitled to notice of meetings and are entitled to vote at HSCA meetings shall have their names on the membership rolls prior to the time of the meeting.

B. Every voting member has the right to vote either in person or by delegation of a proxy to a general member in good standing who will be in attendance at the meeting to which the proxy was assigned. Only proxies which are prepared on forms provided and authorized by the HSCA, or copies thereof, shall be used. A proxy shall be for a specific time and will be valid for a period of sixty (60) days. A revocation of a proxy may be done by (a) giving written notice to the Secretary, (b) presentation at the meeting of a subsequent proxy to be executed by a general member in good standing or (c) attendance at the meeting in person or by telephone conference.

Section 4. Adjournment of Meetings

Any HSCA general membership meeting, whether a quorum is present or not, may be adjourned by a majority vote of the general members in good standing present. In the absence of a quorum, no business of the HSCA may be transacted.

Section 5. Board Meetings

A. Quorum

A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business. The number of authorized directors shall be reduced by the number of unfilled or vacant director positions.

B. Place of Meeting

Meetings of the Board shall be held at a place designated by the Board or by teleconference or other electronic media.

C. Regular Meetings

Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be scheduled by the Board.

D. Special Meetings

Special meetings of the Board may be called by either the President or any three directors.

E. Participation in Meetings by Conference Telephone or Electronic Media

Directors of the Board may participate in meetings through the use of conference telephone or similar communication equipment, so long as all members participating can hear one another and can be heard by one another.

F. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any

Board meeting to convene at another time and place.

G. Rights of Inspection

Every Director shall have an absolute right at any time to inspect and copy all books, records, and documents of the HSCA and to inspect the physical properties of the HSCA.

H. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, provided all Board members are notified of the action being considered and agreement is reached by a majority of a quorum of the directors. A written or verbal response made to the President or a designated person shall constitute a vote of the Board director.

I. Fees and Compensation

Directors and members of committees may receive reimbursement for appropriate and reasonable expenses incurred during the performance of their duty or as may be fixed or determined by the Board.