

AMENDED AND RESTATED BY LAWS

OF THE

VIRGINIA CHIROPRACTIC ASSOCIATION, INC.

Initial Draft: 4/4/92

First Amendment (Restatement): 10/1/04

Last Amendment: 9/27/14

ARTICLE I – Name. The Corporation shall be known as the Virginia Chiropractic Association, Inc. (VCA).

ARTICLE II – Objective. The purpose of VCA is (i) to serve as the advocate organization for the chiropractic profession in Virginia, (ii) to protect the philosophy, science and art of chiropractic and the professional education and welfare of its members, (iii) to establish, promote and maintain desirable relationships within the chiropractic profession and with other professions, organizations, government agencies and groups, as directed by its membership, (iv) to promote the chiropractic profession, its programs and its practices to the public, and (v) in compliance with the Internal Revenue Code and regulations and revenue rulings promulgated under it, to engage in public advocacy to obtain and maintain freedom of choice in health care methods for Virginia's citizens.

ARTICLE III – Membership.

A. Application. Application for membership shall be made on application forms provided by the VCA. This application may be requested from, and filed with the administrative office of the VCA for consideration by the Membership Committee.

B. Classification. The classifications of VCA membership are (i) active, (ii) retired, (iii) honorary and (iv) limited. Active, retired and honorary (except honorary limited) members may vote at any general membership meeting, hold office, or serve on committees. Completed applications for active, retired and honorary membership must be received by the VCA at least 30 (thirty) days prior to any membership meeting at which the applicant desires to vote.

1. An active member is a member licensed and actively practicing chiropractic in Virginia.

2. A retired member is a member who is licensed to practice chiropractic in Virginia but who is retired from active practice.

3. Except as described below, an honorary member is a member who is licensed to practice chiropractic in Virginia and who has been designated as an honorary member by more than a two-thirds vote of the VCA membership present and voting at any general membership meeting. Honorary membership generally is awarded for outstanding and distinguished service to the chiropractic profession.

Temporary honorary membership shall be granted to the VCA President during his/her term of office as President and, in the discretion of the Board of Directors, to the chiropractor(s) serving on the Virginia Board of Medicine during his/her appointment(s).

4. A limited member is a member who is (i) a licensed chiropractor not actively practicing chiropractic in Virginia (out-of-state limited member), (ii) an unlicensed student enrolled in an accredited college studying chiropractic (student limited member), (iii) an honorary member who is not licensed to practice chiropractic in Virginia (honorary limited member), and (iv) a non-chiropractor who desires to support the chiropractic profession (allied limited member).

C. Districts. The membership of the VCA shall be divided among five (5) geographical districts which approximately correspond in area to areas served by the Health Systems Agencies (HSAs) established in Virginia pursuant to the National Health Planning and Development Act of 1974. Each of the five districts shall be divided into sub districts as outlined in Appendix A.

1. Directorship Vacancy. Should a sub-district fail to elect its own District Director, then a Director from a neighboring sub-district will serve in that role as directed by the Board. The sub-district who holds a vacancy in its' Director position will not have a representative vote in Board decisions.

2. Assistant Directors. Each Director shall appoint a non-voting Assistant Director.

D. Dues. The Board of Directors shall establish annual dues for each calendar year for each membership classification. Dues for a calendar year will be invoiced to the membership no later than November 1 of the prior year or date established by the Board of Directors. Dues not received by January 1 of the year in which they are due are delinquent, and the rights and privileges of VCA membership are suspended for members whose dues payments are delinquent. Full payment of delinquent dues automatically reinstates full privileges of VCA membership from the date payment is received by the VCA. Payment of dues after October 1 for the year in which payment is made may be prorated for the remainder of that calendar year at the discretion of the Board of Directors.

E. Special Circumstances. Assessments may be levied against membership classifications by more than a two-thirds vote of the VCA members present and voting at any general membership meeting. On recommendation of the Treasurer, the Board of Directors may grant a request for deferral, reduction, or exemption from annual dues to any member. A second member of a married household shall be entitled to a 50% discount of active member dues.

F. Suspension or Termination of Membership. VCA membership confers no vested right to the member, but is a conditional privilege revocable for cause. Each member, by accepting membership in the VCA, becomes subject to these Bylaws.

VCA membership may be suspended or terminated by more than a two-thirds vote of the Board of Directors following at least 30 days' written notice to the member describing the reason(s) for suspension or termination. The notice shall be sent by certified mail, return receipt requested, or by a recognized overnight carrier that can evidence delivery.

Membership shall terminate without notice if the member (i) dies or resigns his/her VCA membership or (ii) loses his/her license to practice chiropractic in Virginia for disciplinary reasons. Membership may be suspended or terminated if a member is delinquent in dues payment, violates Virginia law, or commits any act that negatively affects the reputation or objective of the VCA.

Suspension or termination of membership by the Board of Directors may be reversed by more than a two-thirds vote of the VCA members present and voting at the general membership meeting next following the Board's action. Failure of the general membership to reverse the Board's action precludes the terminated member from reapplying for VCA membership.

ARTICLE IV – Board of Directors; Officers.

A. Directors; Officers. The VCA Directors are its Immediate Past President, President, Vice President, Secretary, Treasurer and District Directors. VCA Officers are its President, Immediate Past President, Vice President, Secretary and Treasurer.

B. Eligibility. All Officers and Directors must have active membership status prior to nomination. Candidates for President must have served on the Board of Directors at least one year.

C. Election. The President, Vice President, Secretary and Treasurer are elected by the VCA in odd numbered years at the Annual Meeting by a majority vote of the members present and voting at such meeting. The eleven (11) District Directors are elected from the eleven (11) geographical districts of the VCA, one from each district, in the even numbered calendar years and at the Annual Meeting. The District Directors shall appoint a non-voting alternate to assist and represent their district at Board meetings. This appointment is subject to the district electorate by vote. A special election will be held to replace a District Director who assumes another office on the Board.

Nominations for all offices will be closed 30 days prior to the Annual Meeting. Any member who intends to run for any office must notify the VCA office prior to the close of nominations to be placed in nomination. Only under conditions of emergency, as defined by the Board of Directors (i.e. illness, no nominee for an office, withdrawal of a nominated candidate, death of a nominated candidate, etc.), may nominations be accepted from the floor at the Annual Meeting. The District Directors for each district shall be responsible for notifying the membership in their particular district that the nomination period is open. All elections for Directors must take place at the Annual Meeting. The Nominating Committee (defined below) shall accept nominations from the District Director's District members by nomination ballots mailed or faxed to the VCA office. Mailed votes by duly qualified members for election of directors may be accepted by the Board of Directors if postmarked at least seven calendar days and received prior to the Annual Meeting and the Board of Directors is satisfied concerning the authenticity of such mailed votes. Nominees must have at least a two consecutive year active membership status, to include current and previous year prior to nomination, to be eligible for election as a Director.

D. Terms of Office. All Officers shall serve for a period of two (2) years, commencing immediately upon conclusion of the election at the Annual Meeting on odd-numbered years and/or until their successors are elected.

The outgoing President automatically shall assume the position of Immediate Past President, a two (2) year term as voting member of the Board of Directors.

The District Directors shall serve a term of two (2) years, commencing immediately upon conclusion of the election at the Annual Meeting on even-numbered years and/or until their successors are elected.

The President may not serve more than two (2) terms consecutively. Other Directors may not serve more than three (3) consecutive terms.

If there are no candidates for a position, the incumbent may continue to remain in that position until the next regularly scheduled elections.

E. Vacancies. A vacancy in the office of the President shall be filled by the Vice President, who shall serve for the remainder of the vacated term. In this event, the office of the Vice President shall be filled for the remainder of the vacating Vice President's term by election at the next Annual Meeting. In the event of the vacancy of the presidency for a second time within a term, a special election shall be conducted. Except for the office of President, and the office of Vice President when it becomes vacant by reason of succession to the vacant office of President, all Director vacancies shall be filled by the Board of Directors for the unexpired term.

F. Duties. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and VCA general membership meetings. He/she shall be an *ex-officio* member of all committees. The President shall sign all certificates of membership and such other documents are required in the regular conduct of VCA affairs and direct the Treasurer to pay all VCA obligations and other expenses approved by the Board. The President shall co-sign any VCA expenditure over \$1,500.00. The President shall have a discretionary fund of \$1,500.00 per year that may be spent for VCA purposes without Board approval, with receipts of expenses submitted to the Treasurer. The President may call special meetings of the general membership, as needed for the conduct of VCA business. The President appoints members to standing and ad-hoc committees except the Nominating Committee, as needed, and designates each committee chair from the committee's membership. The President formulates the general membership and Board meeting agendas. The President or his/her designee may represent the VCA at state, regional and district meetings and before other organizations. The President further performs all other duties pertaining to the office.

The Vice President shall preside at all meetings in the absence of the President and shall, in case of death, absence, resignation, refusal or inability of the President to discharge his/her duties, preside and discharge the duties of President.

The Secretary shall record and preserve the minutes of all Board of Directors, Executive Committee, and general membership meetings and perform all the duties generally pertaining to such office. The Secretary may assist the President in formulating meeting agendas.

With the assistance of the Executive Director, the Treasurer shall be the custodian of VCA finances and other properties and shall disburse them on proper order of the President, as directed by the Board of Directors or the general membership. The Treasurer shall perform such other duties that generally pertain to such office. All expenditures over \$1,500.00 shall be co-signed by the President. A limit of ninety days will be placed on all checks drawn from the VCA treasury. The Treasurer will have the primary responsibility for signing all checks and approving expenditures, with the President also authorized to sign checks in the absence of the Treasurer. The Treasurer shall collect all membership dues and maintain a list of VCA members in good standing. The Treasurer is responsible for making timely records and deposits of funds collected on behalf of VCA. The Treasurer shall have a current detailed report of finances available for Board meetings and forward the records to the CPA at the end of the year for tax purposes.

The Executive Director shall be responsible for the day to day operations of the association. It shall be a paid position and he/she may be a VCA member. The Executive Director shall be an *ex officio*, non-voting member of the Board of Directors and shall report to the Board of Directors.

ARTICLE V – Meetings.

A. Board of Directors. The Board of Directors shall conduct at least two in-person meetings annually. Board of Directors may go into executive session for a specific, stated purpose with a majority vote of the Directors. A quorum of the Board of Directors is a majority of the Directors. A meeting agenda shall be sent to Directors by mail, electronic mail, or facsimile at least seven days prior to the meeting.

B. General Membership Meetings. At least two general VCA membership meetings shall be conducted annually, including the Annual Meeting. The Board of Directors shall determine the date and location of general VCA membership meetings, but such meetings shall be scheduled for the spring and the Annual meeting. The Annual Meeting shall be held during the Fall Convention, as close to October 1st as feasible. The location of the Annual Meeting shall be rotated each year to provide regional access for VCA members. Except for a special meeting, at least thirty (30) days' notice must be given for a general membership meeting. A member may provide agenda items for general membership meetings to District Directors orally or in writing at least two weeks in advance of any general membership meeting.

Special general membership meetings may be called by the President, the Board of Directors, or by written petition of at least twenty-five (25) active VCA members. At least three weeks' written notice shall be provided to the membership of the date, time, place and agenda of any special general membership meeting. Special general membership meetings only may be called for a specific issue that is so time sensitive that it cannot be postponed to the next regularly scheduled general membership meeting. No business shall be conducted at a special general membership meeting that is not contained in the agenda.

An active, retired or honorary (except honorary limited) member shall be entitled to one vote at all general membership meetings, except for voting to elect District Directors. Only those Members residing in a district may vote to elect a District Director from that district.

Active, retired and honorary (except honorary limited) members present at a general membership or special general membership meeting shall constitute a quorum.

At least two scheduled district meetings must be held annually. All district members shall be notified of the meeting fourteen (14) days prior to the scheduled dates.

ARTICLE VI – Standing Committees.

The VCA Standing Committees shall be the Executive Committee, the Nominating Committee, the Finance and Budget Committee and the Membership Committee. The Board of Directors may appoint such ad-hoc committees, as it deems appropriate.

A. Executive Committee. The Executive Committee shall consist of the Immediate Past President, President, Vice President, Secretary and Treasurer. This committee shall be responsible for all VCA administrative duties between Board of Directors meetings. The Secretary shall distribute minutes of the Executive Committee meetings to the Board of Directors within twenty-one (21) days following each meeting.

B. Nominating Committee. The Nominating Committee shall consist of the entire Board of Directors except the President and those Directors standing for election. The committee will ensure there are eligible nominees for District Directors and Officers and that all nominees are willing to serve, if elected.

C. Finance and Budget Committee. The Finance and Budget Committee shall consist of the President, Immediate Past President, and the Treasurer. This committee shall develop a proposed budget for the VCA at the beginning of each President's term.

D. Membership Committee. The Membership Committee shall consist of three active members appointed by the President to serve during the President's term of office. Acceptance by the Membership Committee of an application for membership shall be final. An application for membership that is rejected by the Membership Committee will be reviewed by the Board of Directors, which will make the final decision.

ARTICLE VII – Insurance. The VCA shall maintain general liability insurance with limits of not less than \$1,000,000.00 with the VCA Board of Directors and staff listed as insureds, as well as Director's and Officer's liability insurance with limits of not less than \$1,000,000.00. As provided in its Articles of Incorporation, the VCA shall be responsible for the cost of litigation against its officers, directors or staff in the performance of their duties. A fidelity bond shall be in force covering the Treasurer and Executive Director in the amount of at least \$50,000.00.

ARTICLE VIII – Parliamentary Authority. Except as otherwise provided its Articles of Incorporation or these Bylaws, all VCA meetings shall be governed by parliamentary procedures described in the most recent edition of Robert's Rules of Order.

ARTICLE IX – Dissolution. In the event of dissolution or final liquidation of the VCA, all of its remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the VCA and for necessary expenses thereof, be distributed in accordance with the plan of dissolution that has been approved by a vote of the Board of Directors

in compliance with § 501 (c) (6) of the Internal Revenue Code. In no event shall any of such assets or property be distributed to any director, officer, or any private individual.

ARTICLE X – Amendments. These Bylaws may be amended by a vote of more than two-thirds of the VCA members present and voting at a general membership meeting, after the Secretary sends written notice of the proposed amendment(s) to every VCA member at least thirty (30) days prior to the meeting. The complete text of all proposed amendments shall be submitted in writing to the VCA office at least forty (40) days before the meeting at which they are to be voted upon. The text of the Bylaws must display the date of ratification on the lower left corner of each page.

ARTICLE XI – Order of Business. The suggested format of each regular general membership meeting is as follows:

- A. Call to Order;
- B. Quorum check;
- C. Approval of the agenda;
- D. Approval of the Minutes of the previous meeting;
- E. Special Orders;
- F. ACA Representative report;
- G. ICA Representative report;
- H. VCA Attorney report;
- I. Medical Board Representative report
- J. Committee reports
- K. President's report;
- L. Treasurer's report;
- M. VCA Executive Director report;
- N. Vice President's report;
- O. Immediate Past President's report;
- P. District Representative report;
- Q. Unfinished business;
- R. New business;
- S. Announcements;
- T. Adjournments.

All persons expected to present reports should be notified no less than fifteen (15) days in advance. Written reports may suffice when indicated.

Appendix A

