

**BYLAWS OF
DELAWARE CHIROPRACTIC SOCIETY, INC**

PREAMBLE -

It is the purpose of these Bylaws to establish an organization to promote the interests and well-being of the professional practice of chiropractic as defined in the Delaware Code, Title 24, Chapter 7, Section 701: "Chiropractic is the science of locating and removing interference with transmission of nerve energy", while at the same time establishing means to assure the ethical and effective practice of Chiropractic in the public interest.

ARTICLE I - NAME

The name of this corporation is DELAWARE CHIROPRACTIC SOCIETY, Inc. (henceforth referred to as Society).

ARTICLE II - OFFICES

The office of the Society shall be located in the City and State designated in the Articles of Incorporation. The Society may also maintain offices at such other places within or without the United States as the Executive Committee may, from time to time, determine.

ARTICLE III - MEETINGS

Section 1. Annual Meetings:

The annual meeting of the Society shall be held within the third quarter of the calendar year, for the purpose of electing officers, and transacting such other business as may properly come before the meeting.

Section 2. Special Meetings:

Special meetings may be called at any time by the President, and shall be called by the President or Secretary at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 3. Place of Meetings:

All meetings shall be held at the principal office of the Society, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

Section 4. Notice of Meetings

Except as otherwise provided by Statute, written notice of each meeting of the Society whether annual or special, stating the time when and place where it is to be held, shall be served either personally by mail, or facsimile notice, not less than five or more than fifty days before the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting

is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting.

Section 5. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *21st Century Robert's Rules of Order* shall govern the organization in all instances when they are applicable and not inconsistent with these bylaws and any other special rules the organization shall adopt.

ARTICLE IV - OFFICERS

Section 1. Election and Term of Office:

(a) The officers of the Society shall consist of a President, Vice-President, Secretary and Treasurer. Only one office may be held by the same person.

(b) Each officer shall be elected at the annual meeting of the Society; unless otherwise designated by the Executive Committee, elections will occur at the second meeting held after July 1st of each year.

Section 2. Resignation:

Any officer may resign at any time by giving written notice to the President or the Secretary of the Society. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof.

Section 3. Removal:

Any officer may be removed, with cause, and a successor elected by a majority vote of the remaining officers.

Section 4. Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the officers.

Section 5. Duties of Officers:

Officers of the Society shall each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these bylaws.

(a) The President shall preside at all meetings of the members and conduct the same in accordance with these Bylaws and *Roberts' Rules of Order*. He/She shall preside at all meetings of the Executive Committee and have general and active management of the Business of the Society. He/She shall see that all orders and resolutions of the Executive Committee are carried into effect and shall execute in the name of the Society all contracts and agreements authorized by the Executive Committee and shall affix the seal of the corporation to any instrument requiring the same which shall always be attested by the signature of the President and the Secretary or Treasurer. The

Society shall indemnify and hold harmless any officers for all obligations incurred on behalf of the Society pursuant to this, section.

The President shall be ex-officio a member of all standing and appointed committees, and shall have the general powers and duties usually vested in the office of a President of a Society. The president shall prepare and submit a report to the members of the Society at each annual meeting.

(b) The Vice President shall perform the duties of the President in the latter's absence or inability to attend to the same and shall assist the President in the day-to-day performance of his duties.

(c) The Secretary shall attend all meetings of the members and of the Executive Committee, act as clerk thereof, record all votes and keep the minutes of all proceedings in a book kept for that purpose. He/She shall see that proper notices are given of all meetings of the members and Executive Committee, and perform such other duties as may be prescribed from time to time by the Executive Committee or the President.

(d) The Treasurer shall keep full and accurate records of receipts and disbursements in books belonging to the Association, provide the Secretary with a list of members in good standing and shall deposit all money and other valuables with institutions designated by the Executive Committee. He/She shall disburse the funds of the Society as may be ordered by the Executive Committee or the members of a duly constituted meeting, taking proper receipts and vouchers. All checks shall bear either his/her signature or that of the President. The Treasurer shall render to the Executive Committee whenever they require it, an account of all his/her transactions as Treasurer. He/She shall make a report of the financial transactions and condition of the Association at the annual membership meeting. The Treasurer shall serve as Chairmen of the Finance Committee.

Section 6. The Executive Committee:

The Executive Committee shall consist of the elected officers of the Society, plus the Immediate Past President of the Society. The Executive Committee shall have the powers and duties as generally pertain to establishing policy and planning for the Society.

ARTICLE V - MEMBERSHIP

Section 1. Eligibility:

Membership in the Society shall be limited to Doctors of Chiropractic licensed in accordance with the Delaware Code, in good standing within the professional community.

Life Membership may be offered to persons who have retired from the practice of Chiropractic, yet who wish to remain involved in the professional community.

Associate Membership may be offered to persons and businesses interested in promoting the profession of Chiropractic.

Section 2. Dues and Assessments:

(a) All members shall pay minimum dues for the purpose of funding the efforts of the Society. The minimum dues shall be billed by the Treasurer. The amount of the minimum dues shall be set by the Executive Committee. Minimum dues shall be paid in full by January 30 of the calendar year to which they apply; provided however, that the Executive Committee may allow periodic payments of dues (with interest at the legal rate). In no event, however, shall a member be permitted to vote on any business of the Society unless his/her dues (and interest if appropriate) are paid by June 30 of the year to which they apply.

Recognizing that philosophical differences exist in the practice of Chiropractic, the dues as described above shall be applied only for programs, projects and legislation which relate to the professional practice of Chiropractic as defined in the Delaware Code, Title 24, Chapter 7, Section 701.

If any member or members of the Society are interested in programs, projects, or legislation which do not fall within the above limitation, they must do so on an ad hoc basis. All costs and expenses shall be borne by the members involved and shall not be a liability of the Society. For this reason, the name of the Society shall not be used in connection with such programs, projects or legislative action.

Within the above limitations, the Executive Committee may bring before the Society programs that are of concern to the Society and the profession of Chiropractic. If passed by a majority of the members present (assuming that there is a quorum), the necessary assessment shall be charged to all members and payable to the Treasurer.

Section 3. Applications for Membership:

Any person who meets the eligibility requirements of this Article may apply to the Society for membership. Applicants must prove licensure in the State of Delaware and be sponsored by at least two members in good standing of the Society.

The Executive Committee shall screen the application and report to the Society members a recommended application, an application on its merits, or not recommend the application. A two-thirds vote of acceptance by those in attendance is required at a meeting of the Society before membership is offered.

Section 4. Membership Sanctions:

A member of the Society may be censured, suspended from membership, or expelled from membership for violating either the Delaware Code or the Code of Ethics of the Society. Complaints shall be directed to the President, who may consult with the Executive Committee, which may in turn assign investigative responsibility to The Ethics Committee. The Ethics Committee shall report to the Executive Committee all findings and recommend Sanctions if appropriate. The Executive Committee may take whatever action it deems necessary and appropriate in turn and shall report any sanctions to the membership of the Society.

ARTICLE VI - COMMITTEES

Section 1. Chairpersons:

All Committee Chairpersons shall be appointed by the President of the Society and serve for a period of one year. Chairpersons may be reappointed. The Executive Committee may remove a committee chairperson for misfeasance, malfeasance or nonfeasance of duties at their discretion and subject to a majority vote of the Executive Committee.

Section 2. Standing Committees

(a) Legislative Committee. The Legislative Committee shall establish and administer a political action fund for the purposes of fostering laws and regulations that maintain a good professional climate for the practice of Chiropractic in Delaware. The PAC shall also act as a legislative review committee and alert members of the Society as appropriate. There shall be three (3) members of this committee. The Legislative Committee shall also monitor and recommend legislation and potential activity on behalf of the Executive Committee and report back to the Executive Committee for alternate recommendations of communication to members by the Executive Committee.

(b) Finance Committee. The Finance Committee shall establish an annual budget for the Society. The Treasurer shall be Chairman of the committee. There shall be three (3) members of this committee.

(c) Ethics Committee. See Section 4, Article V above. The Ethics Committee may also make recommendations for modification of the "Code of Ethics".

Section 3. Special Committees:

From time to time the President of the Society may establish special committees for purposes designated by the President.

ARTICLE VII - AMENDMENTS

The Bylaws of this Society may be amended, replaced or repealed by a two-thirds vote of the entire membership present in person or by proxy at any meeting called for that purpose; provided that the proposed change has been read at a prior meeting and notice is given of said meeting's purpose.