



# **BYLAWS**

**Approved by NBCE Board of Directors  
and  
Ratified by NBCE Delegates  
May 2, 2008**

**BYLAWS OF THE NATIONAL BOARD  
OF  
CHIROPRACTIC EXAMINERS**

**ARTICLE I  
PURPOSE**

The purpose of the National Board of Chiropractic Examiners (“National Board of Chiropractic Examiners” or “Corporation”) is to establish and maintain uniform high standards of excellence in the chiropractic profession and chiropractic education, primarily but not exclusively by preparing and administering to qualified applicants examinations of superior quality, whereby those legal agencies which govern the practice of chiropractic within each state and other countries may accept, at their discretion, those individuals who have successfully completed any part of the examinations of the National Board of Chiropractic Examiners, and by providing test and measurement services to the chiropractic profession in all areas of demonstrated need, and to advance the chiropractic profession when in the best interests of the Corporation and chiropractic testing.

**ARTICLE II  
STATE DELEGATES**

Section 1. Number. There shall be one delegate to the Corporation from the chiropractic licensing agency of each state of the United States whose chiropractic licensing agency recognizes successful completion of any part of the National Board examinations as a prerequisite to chiropractic licensure. The delegates, designated as hereinafter defined, shall be known as State Delegates.

Section 2. Designation of State Delegates. In accordance with Section 1, each state chiropractic licensing agency shall officially designate one (1) chiropractic member of the licensing agency to serve as State Delegate to the National Board of Chiropractic Examiners and shall certify the name of the delegate so designated to the office of the National Board of Chiropractic Examiners, referred to in these Bylaws as the executive office of the Corporation, in writing, postmarked or faxed, no less than sixty (60) days prior to the Annual Meeting. Certification shall be on official stationery of said agency and signed by the Secretary of said agency or by other persons authorized to do so and shall certify that the designated delegate meets the eligibility requirements to serve as a delegate. State Delegates so designated shall serve for a one-year term which shall begin sixty (60) days prior to the Annual Meeting and shall end sixty (60) days prior to the next succeeding year’s Annual Meeting of the State Delegates.

Section 3. Vacancies. Vacancies in State Delegates to the National Board of Chiropractic Examiners shall be filled by the respective state agency in which the vacancy occurs. At any time a State Delegate ceases to meet the eligibility requirements in Section 2, said State Delegate shall no longer be eligible to vote or otherwise serve as a State Delegate and a vacancy shall be deemed to have occurred. The state agency may fill the vacancy and shall

notify the National Board of Chiropractic Examiners of the newly designated Delegate no later than thirty (30) days prior to the next Annual Meeting of the State Delegates. The newly appointed State Delegate shall serve the unexpired term of his or her predecessor. In the event of a vacancy, the alternate delegate provided for in Section 5 will automatically succeed to the position of designated State Delegate and shall act in the place of the designated State Delegate until the vacancy is filled.

Section 4. Duties of Delegates. The duties of the State Delegates are to elect District Directors at the Annual Meeting of the State Delegates, to ratify any changes in the Bylaws in the form proposed by the Board of Directors and to ratify any plan adopted by the Board of Directors to dissolve the Corporation.

Section 5. Alternate States Delegates. A licensing agency which has more than one chiropractic member on its licensing board may designate one alternate delegate who will serve in the absence of the designated State Delegate. The alternate delegate shall be designated in the same manner and possess the same qualifications as the designated State Delegate.

### **ARTICLE III MEETINGS OF STATE DELEGATES**

Section 1. Annual Meeting. The Annual Meeting of the State Delegates to the National Board of Chiropractic Examiners shall be held at such time and place as shall be determined by the Board of Directors. Whenever feasible, the Annual Meeting shall be held at a time and place concurrent with the Annual Meeting of the Federation of Chiropractic Licensing Boards. Notice of the Annual Meeting, giving the time and place, shall be provided to each State Delegate not less than forty-five (45) days prior to the Annual Meeting.

Section 2. Special Meetings. Special meetings of the State Delegates to the National Board of Chiropractic Examiners may be called by the President at his or her discretion or by petition of a majority of the State Delegates. Notice of special meetings shall be provided to each State Delegate not less than fifteen (15) days prior to the date on which the meeting is called. Notice of special meetings shall define the purpose or purposes for which the meeting is called.

Section 3. Quorum. A majority of the State Delegates of the National Board of Chiropractic Examiners shall constitute a quorum at any Annual or Special Meeting of the State Delegates, unless otherwise specified herein. Only credentialed State Delegates present shall be counted for determination of a quorum and only credentialed Delegates present are eligible to vote. Delegates must vote in person and may not vote by proxy.

Section 4. Manner of Acting. The act of a majority of the duly registered and credentialed State Delegates present and voting at any Annual or Special Meeting at which a quorum is present shall be the act of the State Delegates unless the act of a greater number is required by these Bylaws. Whenever reference is hereafter made in these Bylaws to a number or percentage of State Delegates needed to take action at a meeting of the State Delegates, such

reference shall be interpreted to mean such number or percentage of the "duly registered and credentialed State Delegates present and voting".

Section 5. Standing Rules. The Board of Directors shall present and the State Delegates shall adopt Standing Rules for each Annual Meeting.

#### **ARTICLE IV DIRECTORS**

Section 1. Authority and Number. The business, finances, control, direction and management of the affairs of the Corporation shall be vested in a board of eleven (11) Directors.

Section 2. Composition. The Board shall consist of five (5) District Directors elected by the State Delegates, two (2) Directors appointed by the Federation of Chiropractic Licensing Boards and four (4) At-Large Directors elected by the Board of Directors. Directors' terms shall begin upon their election or appointment at an Annual Meeting.

Section 3. District Directors.

a) Composition. Five (5) Directors of the Corporation shall be elected by the State Delegates. There shall be one Director from each of the following Districts:

DISTRICT NO. 1 - Alaska, Idaho, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington and Wyoming.

DISTRICT NO. 2 - Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio and Wisconsin.

DISTRICT NO. 3. - Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont.

DISTRICT NO. 4 - Arizona, California, Colorado, Hawaii, Kansas, Nevada, New Mexico, Oklahoma, Texas and Utah.

DISTRICT NO. 5 - Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Virginia and West Virginia.

b) Eligibility. In order to be eligible for initial election as a District Director of the Corporation from one of the five (5) Districts, a nominee shall be a resident of a state included in said District whose chiropractic licensing agency recognizes the successful completion of any part of the National Board examinations as a prerequisite to licensure and shall be a doctor of chiropractic who is a member and who represents said state agency or shall have been a member of such within a period of three (3) years prior to his or her nomination and election. In order to be eligible

for election to additional consecutive terms as a District Director from one of the five (5) Districts at any election subsequent to his or her initial election, a nominee must meet the requirements in the preceding sentence but shall not be required to have been a representative of his or her state agency at the time of such subsequent election or within the three (3) year period prior to such subsequent election.

- c) Election. At the Annual Meeting of the State Delegates to the National Board of Chiropractic Examiners, the State Delegates from each District nominating a Director for election that year shall convene and nominate one (1) eligible individual as a Director of the Corporation by majority vote by written ballot of the State Delegates from that District present and voting. Directors from Districts 1 and 2 shall be elected in one year, a Director from District 4 shall be elected the next year, and Directors from Districts 3 and 5 shall be elected the following year. The name of each nominee for District Director shall then be brought before the State Delegates for consideration. There shall be an individual vote for each nominee. If a nominee for District Director receives an affirmative vote of less than a majority of State Delegates, such nominee shall be considered rejected. Those State Delegates to the National Board of Chiropractic Examiners who represent the District of the rejected nominee shall reconvene and nominate another nominee for Director. The name of such nominee shall be voted upon by the State Delegates of the National Board of Chiropractic Examiners in the aforementioned manner until a Director shall have been elected from each District. Subsequent to the election of a Director, the Presiding Officer shall declare the election accomplished.
- d) Term. The term of each of the five (5) District Directors shall be three (3) years and until his or her successor shall have been duly elected. No individual may serve more than nine (9) consecutive years as a District Director; provided, however, that no service of a District Director prior to the 2008 Annual Meeting of State Delegates shall count toward such District Director's nine (9) consecutive year limit.

Section 4. Federation of Chiropractic Licensing Board Directors. The term of each of the two (2) Directors appointed by the Federation of Chiropractic Licensing Boards, Inc. shall be one (1) year and until his or her successor shall have been duly appointed. No individual appointed by the Federation of Chiropractic Licensing Boards, Inc. shall serve more than nine (9) consecutive years as a Federation-appointed Director; provided, however, that no service of a Federation-appointed Director prior to the 2008 Annual Meeting of State Delegates shall count toward such Federation-appointed Director's nine (9) consecutive year limit.

Section 5. At-Large Directors.

- a) Composition. Four (4) Directors, one of whom may be a public member, shall be elected at large by the Board of Directors of the National Board of Chiropractic Examiners at the Annual Meeting subsequent to the seating of the elected District Directors and the seating of the two (2) director appointments by the Federation of Chiropractic Licensing Boards, Inc.

- b) Term. The term of the four (4) At-Large Directors shall be from one (1) to three (3) years and until his or her successor has been elected. No individual may serve more than nine (9) consecutive years as an At-Large Director.

Section 6. Term Limit for All Directors. Notwithstanding any other provision of these Bylaws, no individual shall serve as a Director of the Corporation for more than an aggregate of twelve (12) years; provided, however, that no service of any Director prior to the 2008 Annual Meeting of State Delegates shall count toward such Director's twelve (12) year limit.

Section 7. Vacancies. A vacancy in any At-Large Director position on the Board of Directors of the Corporation shall be filled by the remaining members of the Board of Directors for the balance of the term. If a vacancy occurs in a District Directorship, the vacancy may be filled by the Board of Directors with an eligible individual from the District in which the vacancy occurred. The Director who is appointed to fill a District Directorship vacancy on the Board of Directors shall serve until the following Annual Meeting of the State Delegates of the National Board of Chiropractic Examiners at which time the vacancy shall be filled in the same manner as for original election, and for the balance of the term of the Director whose position became vacant. A vacancy of a Federation-appointed Director shall be filled for the balance of the term in the same manner as provided for in Section 4.

Section 8. Removal. Any Director may be removed by the members of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation would be served thereby. Such removal shall be without infringement to the contract rights, if any, of the person so removed. Such a removal requires a two-thirds vote of the entire Board of Directors.

Section 9. Meetings. The Board of Directors shall hold an Annual Meeting in conjunction with the Annual Meeting of the State Delegates of the National Board of Chiropractic Examiners. Special meetings of the Board of Directors may be called by the President at his or her discretion or upon written petition for such special meetings by a majority of the Board of Directors. Notice of a special meeting shall define the purpose or purposes for which the meeting is called, or may state that the meeting is called to transact any business which may properly come before the Board.

Section 10. Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum at any regular or special meeting and the act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 11. Executive Committee. The Board of Directors may delegate any of its functions to an Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary. The Board shall define the functions delegated to the committee. The President of the Corporation shall preside over meetings of the Executive Committee.

## **ARTICLE V OFFICERS**

Section 1. Number. The officers shall include a President, a Vice President, a Secretary and a Treasurer. Other officers may be elected from the Board of Directors. A Director may not simultaneously hold more than one officer position.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors from among the members of the Board of Directors at the regular Annual Meeting of the Board subsequent to the election or appointment of all of the Directors. Officers shall serve for a term of one (1) year, or until their successors have been elected. An officer may serve no more than four (4) consecutive one (1) year terms in any one office.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed whenever, in the judgment of the Board, the best interests of the Corporation would be served thereby. Such removal shall be without infringement to the contract rights, if any, of the person so removed. Such removal requires a two-thirds vote of the entire Board of Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and that person shall be subject to the control of the Board of Directors. That person shall, in general, be responsible for communicating the policies and directives of the Board of Directors to the Executive Vice President and shall assist the Board of Directors in the supervision over the property, business and affairs of the Corporation. That person shall have the authority to sign, with the Secretary or any other proper agent of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and in general, shall perform all the duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the office of the President. The Vice President shall perform those duties which may be assigned by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall: (a) be responsible for insuring that the minutes of the meetings of the delegates of the Corporation and of the Board of Directors are prepared and maintained; (b) that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) that the corporate records and the seal of the Corporation are maintained and that the seal of the Corporation is affixed to those documents requiring it;

(d) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to that person by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall perform the duties customarily performed by the treasurer of a corporation and such other duties as may be assigned to that office by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Executive Vice President. The Executive Vice President shall be the principal operating officer of the Corporation and that person shall be subject to the control of the Board of Directors. That person shall have general and active supervision of the properties, business and affairs of the Corporation and primary responsibility therefore. That person, in general, shall have the authority and perform all duties incident to the office of Executive Vice President and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Vice President, as a salaried employee of the National Board of Chiropractic Examiners, shall not be a member of the Board of Directors. Furthermore, any other salaried employee of the National Board of Chiropractic Examiners shall not be a member of the Board of Directors.

Section 10. Scope of Action. Any officer or appointee of the Board of Directors who shall become a member or sit with any other body in order to represent, express the views of, or observe the deliberations of such body for the National Board of Chiropractic Examiners, shall not advocate, support or endorse any policy of such body without special authorization by the Board of Directors, which shall have the sole authority to give such advocacy, support or endorsement.

## **ARTICLE VI COMMITTEES**

Section 1. Committee on Bylaws. The Committee on Bylaws shall consist of the five (5) District Directors of the Corporation, one (1) of whom shall be selected as Chairperson by a vote of the members of the Committee. The Committee on Bylaws shall periodically, and no less than annually, review the Bylaws of the Corporation, shall consider all proposals for modification(s) received from the Board of Directors or the State Delegates and shall make its recommendations to the Board of Directors. The Board of Directors may propose modifications to the Bylaws to the State Delegates with or without the recommendation of the Committee on Bylaws.

Section 2. Credentials Committee. The President shall appoint a Credentials Committee each year not less than thirty (30) days prior to the Annual Meeting. The Committee shall consist of five (5) State Delegates or Alternate Delegates, one recommended by each District Director, and two (2) Board members appointed by the President, one (1) of whom shall serve as Chairperson of the Committee. Members shall serve a one-year term and until his or her successor has been appointed. The Committee shall be responsible for registering and

credentialing State Delegates and Alternate Delegates who have satisfied the requirements for receipt of credentials in accordance with Article II, Section 2 of these Bylaws. The Committee shall have the authority and discretion to register and credential an individual as the State Delegate or Alternate Delegate for a particular state, who otherwise does not meet the requirements of Article II, Section 2 of these Bylaws, upon its determination that there are extenuating circumstances that suggest the appropriateness of such registration and credentialing. The Committee shall provide a report at the Annual Meeting on registered and credentialed Delegates.

Section 3.     Standing and Special Committees.

- a) Other standing and special committees may be established by resolution of the Board of Directors adopted at any duly called and constituted regular or special meeting. The composition, size, term, purposes and powers of any such committee shall be as provided in such resolution. The President shall appoint the members and Chairs of all standing and special committees, with the exception of the Committee on Bylaws.
- b) Vacancies. Vacancies in the membership of any standing or special committee shall be filled by the President.

Section 4.     Quorum and Manner of Acting. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

**ARTICLE VII  
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1.     Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of the Corporation and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2.     Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3.     Checks, Drafts, etc. All checks, drafts, or other indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 4.     Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**ARTICLE VIII  
RULES AND REGULATIONS AND PARLIAMENTARY AUTHORITY**

Section 1. The Board of Directors may determine and establish rules and regulations for its proceedings and operations.

Section 2. Robert's Rules of Order Newly Revised will govern all meetings unless otherwise stated in these Bylaws.

**ARTICLE IX  
SEAL**

The Board of Directors shall provide a corporate seal which shall be in such form as the Board of Directors shall determine.

**ARTICLE X  
EXECUTIVE OFFICE**

The executive office of the Corporation shall be at such location as determined by the Board of Directors.

**ARTICLE XI  
WAIVER OF NOTICE**

When any notice is required to be given to any State Delegate or to a Director of the Corporation under the provisions of these Bylaws or under the provisions of the laws of the State of Texas pursuant to which this Corporation is incorporated, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII  
INDEMNIFICATION**

The National Board of Chiropractic Examiners shall indemnify any officer or director who was or is a defendant or respondent to or is threatened to be made a defendant or respondent to any action, suit or proceeding, by virtue of the fact that he or she is or has been a director or officer of the National Board of Chiropractic Examiners. Such indemnification shall be against such expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding to the fullest extent permitted by the Texas Non-Profit Corporation Act. Indemnification shall not exclude any rights to which any person may otherwise be entitled as a matter of law.

Reasonable expenses as determined by the Board incurred by any officer or director who was or is a defendant or respondent to or threatened to be made a defendant or respondent to any action, suit or proceeding by virtue of the fact that he or she is or has been a director or officer of the National Board of Chiropractic Examiners may be paid or reimbursed by the Corporation, in advance of the final disposition of the action, suit or proceeding, after the Corporation receives a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification and a written undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met such standard or if it is ultimately determined that indemnification of the director or officer against expenses incurred by him or her in connection with that action, suit or proceeding is prohibited by law.

The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

### **ARTICLE XIII DISSOLUTION**

Section 1. Plan. The Board of Directors at an Annual or Special Meeting may formulate and adopt a plan for the dissolution of the Corporation. The plan shall provide, among other things, that the assets of the Corporation be applied as follows:

Firstly, all liabilities and obligations of the Corporation shall be paid or provided for.

Secondly, any assets, held by the Corporation which require return, transfer or conveyances, as a result of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

Thirdly, all other assets shall be distributed to an educational, research, scientific or institutional health organization or association, to be expended toward the advancement of the science and art of chiropractic.

Section 2. Acceptance of Plan. Such plan shall be acted upon by the State Delegates at an Annual or legally constituted Special Meeting called for the purpose of acting upon the proposal to dissolve. Seventy-five percent (75%) of all State Delegates present at a meeting at which a quorum is present must vote affirmatively to dissolve.

Section 3. Conformity to Law. Such plan to dissolve must conform to the law under which this Corporation is organized and to the Internal Revenue Code concerning dissolution of exempt corporations. This requirement shall override the provisions of Sections 1 and 2 herein.

**ARTICLE XIV  
AMENDMENT**

Proposals to alter, amend, repeal or adopt new Bylaws may be adopted by no fewer than eight (8) members of the Board of Directors, at any regular meeting or at any special meeting of the Board of Directors, if such proposal(s) are included in the call for such special meeting. Any amendment to the Bylaws which is proposed by the Board of Directors shall also be ratified by the State Delegates to the National Board of Chiropractic Examiners. Ratification of Bylaw amendments requires that a majority of the State Delegates vote affirmatively by mail ballot or that a majority of the State Delegates present at a meeting at which a quorum is present vote affirmatively. Written notice of proposed amendments shall be given to the State Delegates not less than forty-five (45) days prior to the meeting of the State Delegates at which ratification is to take place or to the date on which mail ballots are to be cast.

**ARTICLE XV  
EFFECTIVE DATE OF AMENDMENTS**

Unless otherwise provided, a Bylaw Amendment is effective upon the adjournment of the Annual Meeting of Delegates at which it is ratified.

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