

**By-Laws Of**

**The**



**Adopted by the Association of New Jersey Chiropractors State  
Board of Directors on February 1, 2018**

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## BY-LAWS OF THE ASSOCIATION OF NEW JERSEY CHIROPRACTORS

### ARTICLE I: NAME AND PURPOSE

#### Section 1.1 - Name

The Organization shall be named the ASSOCIATION OF NEW JERSEY CHIROPRACTORS, or the "A.N.J.C.," a 501(c)(6) non-profit corporation duly incorporated under the statutes of the State of New Jersey and the United States of America.

#### Section 1.2 - Purpose

The Association of New Jersey Chiropractors is a professional organization that embraces and will protect, preserve and promote the science, art and philosophy of Chiropractic and the professional welfare of its members.

### ARTICLE II: MEMBERSHIP & DUES

#### Section 2.1: Membership By Region.

Members of the A.N.J.C. shall be assigned to a specific Region correlating with the legislative district of either their home or office address at the discretion of the member. A member may choose only one address of record, either primary domicile or primary place of work for purposes of running or voting for A.N.J.C. State / Regional Board positions. Regardless of Region assigned or chosen, all members of the A.N.J.C. shall be entitled to attend the meetings/events of any Region under the same terms and conditions as home Region members. Voting in Regional elections is reserved for general members of each specific Region.

#### Section 2.2: General Membership & Dues

*A. Dues in General.* Dues for A.N.J.C. general membership for any Region shall be set by the A.N.J.C. State Board. Various classifications and discounts as set forth on the official A.N.J.C. membership application may be allowed for retirees, students and chiropractic assistants. Dues will be collected through centralized statewide billing utilizing a single membership application.

*B. Application for Membership.* Application for general membership in the A.N.J.C. is open to a Chiropractor of good character licensed to practice Chiropractic in the State of New Jersey. Membership without voting rights is available to those students enrolled in a chiropractic school, retired Doctors of Chiropractic, out-of-state practicing Chiropractors or Licensed Chiropractic Assistants. It is at the A.N.J.C. State Boards' sole

discretion to determine the criteria for acceptance and continuance of an applicant/member. This discretion must be exercised in a non-discriminatory manner. The existing provisions of the Articles of Incorporation, By-Laws, and Rules and Regulations of this Association, which may hereafter be enacted, shall be part of every contract of membership.

*C. Annual Dues.* The full annual dues for a member shall be determined and set by the A.N.J.C. Board. The A.N.J.C. State Board shall have the power and discretion to set dues as well as payment schedules. Dues paid less than annually may be assessed a nominal fee to cover the costs of additional bookkeeping.

*D. Default in Dues.*

(i.) Regular Dues. All dues shall be payable in accordance with Section 2.2 of these By-Laws. Any member in default one (1) quarter in payment of dues, shall be by that fact, suspended from privileges of membership. All dues in arrears that are not paid within a period of sixty (60) days of the date of the notice, the membership of such member shall cease and terminate upon direction of the A.N.J.C. State Board of Directors. Any member whose current dues are unpaid or who is otherwise indebted to the Association, shall not have the privilege of participating in the business of the Association, including voting and attending meetings, and they shall have none of the other privileges, incident to A.N.J.C. membership.

ii: Special Assessments. The A.N.J.C. State Board of Directors shall have the power to levy a special assessment from time to time against the members of the Association, either to meet any deficit in the ordinary budget of the Association or for any special purpose within the Association Charter and By-Laws.

iii: Special Circumstances: The above does not nullify the board's discretion to waive dues for special circumstances.

Section 2.3: Member Dispute Procedures & Condition Precedent to Arbitration & Damage Limitation

*A. Grievances.* Prior to a member instituting any legal action against the A.N.J.C. and/or its Board of Directors, that member shall first submit the grievance or grievances that form the basis of the contemplated legal action to the A.N.J.C. State Board of Directors for a hearing. The grievance must be submitted to A.N.J.C. headquarters at least thirty (30) calendar days prior to the next regularly scheduled in person State Board meeting for a hearing to be held at that meeting. If the grievance is submitted less than thirty (30) days prior to the next scheduled State Board in person meeting, the hearing will be performed at the next following regularly scheduled in person State Board meeting that allows the Board at least thirty (30) days to prepare for the hearing. For more complex grievances the State Board may require more than one meeting to fully investigate the grievance. The A.N.J.C. State Board of Directors shall have a period of sixty (60) days to issue a final determination on the grievance following the completion of the hearing plus one thirty-day automatic extension upon written notification to the

member prior to the expiration of the initial sixty (60) day period. Additional extension(s) may be granted to the Board only upon the written consent of the aggrieved member.

*B. Conditions Precedent to Legal Action Against A.N.J.C.* This informal resolution process is a condition precedent to the institution of any legal action against the A.N.J.C. and/or its Board of Directors and all members agree that failure to fully satisfy this condition precedent shall result in the dismissal of any legal action without prejudice until the condition is fully satisfied. This condition precedent is fully satisfied upon the expiration of the sixty (60) to one hundred twenty (120) day post-hearing resolution period plus any extension(s) or the Board's issuance of a final determination in the matter, whichever is earlier.

*C. Arbitration.* After the issuance of a final determination by the A.N.J.C. State Board on the informal resolution process detailed above, any member that wishes to seek further review or action on such grievance or claim must first submit same to binding arbitration in accordance with the commercial rules of the American Arbitration Association before a single arbitrator with expertise in non-profit professional associations. The A.N.J.C. and its members agree to be bound by the findings of the arbitration. The arbitrator shall be empowered to award damages only as permitted by the express terms of these A.N.J.C. Bylaws and A.N.J.C. policies. Each party shall be responsible for their own attorney's fees and other costs and expenses incurred in connection with the prosecution or defense of such arbitration.

*D. Failure of Fulfilling Precedent Conditions of Arbitration and Informal Resolution Process.* Any member that institutes an arbitration or legal action against the A.N.J.C. or its Board of Directors without fully satisfying this informal resolution condition or binding arbitration, precedent, shall also cease upon the institution of the legal action to be a member in the Association, his/her membership terminating simultaneously with the institution of such legal action. The former member shall not have the privilege of participation in the business of the Association, including voting and attending A.N.J.C. meetings, and they shall enjoy none of the other privileges incident to A.N.J.C. membership. While this section is declared to be self-operating, it shall not, however, prevent any person whose membership in the Association is claimed to have been lost through its violation, from requesting a hearing before the Board of Directors of this Association for the purpose of determining the status of his/her membership.

*E. Damages.* In no event shall the A.N.J.C. be liable to any member for any special, consequential, indirect, incidental, or punitive damages, lost profits or any claim or demand made by any third party, whether in an action under contract, negligence, or any other theory, even if either party has been advised of the possibility of such damages. A member's maximum recovery of damages against the A.N.J.C. is the total amount of dues such member has paid to the A.N.J.C. since becoming an A.N.J.C. member.

#### Section 2.4: Suspension or Expulsion of Members.

If a Member's license to practice chiropractic or licensed chiropractic assistance is suspended or revoked by the New Jersey State Board of Chiropractic Examiners, or if a 2/3 vote of the A.N.J.C. State Board is of the opinion that it is in the best interests of the Association, the Board may suspend or expel the member. The decision to suspend or expel must be made in a non-discriminatory manner.

The A.N.J.C. State Board may also suspend or revoke the membership of a member if the Board confirms the findings of misconduct of the member by the Rules and Regulations Committee, or a member who takes action contrary to official A.N.J.C. policy as determined by the A.N.J.C. State Board of Directors, and a two-thirds vote of the A.N.J.C. State Board is of the opinion that it is in the best interests of the Association to suspend or expel the member. The suspension or revocation must be made in a non-discriminatory manner.

A member who has been suspended or expelled pursuant to this section may, upon written request to the A.N.J.C. State Board of Directors, petition the Board to have the suspension reversed or have his or her membership reinstated provided that a two-thirds of the A.N.J.C. State Board members vote for reversal of the suspension or reinstatement of the membership as the case may be. If an application for reinstatement under this paragraph is denied, the party concerned may again apply for reinstatement after one (1) year from the date of each such denial by filing a subsequent written petition with the Board to have the suspension reversed or have his or her membership reinstated provided that a two thirds of the A.N.J.C. State Board members vote for reversal of the suspension or reinstatement of the membership as the case may be.

A member who has been suspended or expelled shall, upon written request to the A.N.J.C. State Board, have the suspension be reversed, or shall upon written request to the A.N.J.C. State Board, have reinstatement, if the finding of the Court or other Governmental authority upon which the suspensions or expulsion was based has been reversed or otherwise set aside or invalidated.

#### Section 2.5: Resignation of Membership.

A member in good standing may resign from the A.N.J.C. by sending a letter of resignation to the A.N.J.C. Executive Director addressed to A.N.J.C. Headquarters. No dues shall be refunded and a resigning member shall be liable for payment of any dues which became payable before receipt of the member's letter of resignation by the A.N.J.C. Executive Director.

#### Section 2.6: Reinstatement of Membership.

The A.N.J.C. State Board of Directors, as a condition to reinstatement of membership in the Association of anyone who has failed to comply with the informal grievance resolution process detailed in Section 2.3 of these Bylaws, shall have the right

to require such person to pay all expenses incurred by the Association in the defense of such legal action, including but not limited to reasonable attorney's fees and costs, in addition to payment of dues, etc., as may be otherwise be required by these By-Laws.

Any member whose membership is terminated by the A.N.J.C. State Board of Directors because of non-payment of dues, may be reinstated at the discretion of the A.N.J.C. State Board of Directors, provided such member pays in advance a reinstatement fee to be determined by the A.N.J.C. State Board and then the current quarter of annual dues together with such unpaid prior dues as the A.N.J.C. State Board of Directors may determine.

#### Section 2.7: Transfer of Membership.

Membership in the A.N.J.C. is held individually and is non-transferable and non-assignable.

### ARTICLE III: STATE BOARD OF DIRECTORS

#### Section 3.1: Permanent Board of Directors.

The A.N.J.C. shall install a permanent Board of Directors that shall consist of twelve (12) elected members, three (3) from each of the four (4) Regions. Each member of the A.N.J.C. State Board of Directors shall be elected as specified in Article VIII of these By-Laws to a term of three years. Each Region will elect one A.N.J.C. Board member per year for a term of three years.

#### Section 3.2: Duties of a Director.

*A. Board Director.* All A.N.J.C. Directors shall implement and execute the business and programs adopted by the A.N.J.C. State Board of Directors. It is the strict policy of the A.N.J.C. that no Director shall obtain direct financial gain as a result of his or her status as a Director of the A.N.J.C. It is the A.N.J.C. Board's sole discretion as to remediation of this By-Law infraction.

After a State A.N.J.C. Director is seated, he or she, together with the other appointed/ elected Directors, is charged with the management of the A.N.J.C. In matters relating to the A.N.J.C., he or she should use his or her knowledge, judgment and efforts to enhance, benefit and protect the interest of the Association and its members. He or she shall be part of the governing body for the Association and, as an A.N.J.C. State Board member, shall assume all duties hereof not explicitly denied him or her under its By-laws. The Director should take into consideration the views and comments of the members of his or her Region in matters related to A.N.J.C. The A.N.J.C. State Board of Directors shall have final approval of all standing Committee Chairs appointed by the President. The State Board shall require all officers, employees, and/or agents having care, custody



and control of property of the A.N.J.C. to be bonded pursuant to Section 3.5 of these By-Laws.

Members of the A.N.J.C. State Board shall not engage in activities that result in a direct conflict of interest with their duties on the Board and have an affirmative obligation to notify the Board, in writing, of any direct financial or other conflicts of interest that arise during their tenure as a Board member. In addition, all State Board members shall recuse themselves from any vote in which he or she has a conflict of interest. All A.N.J.C. State Board members, Executive Committee Members, shall sign a confidentiality document and provide annual conflict of interest disclosure statement to the A.N.J.C. while holding office as required by Section 5.2 of these A.N.J.C. By-laws. A.N.J.C. Vendors and other paid consultants who may be involved with confidential A.N.J.C. business must also sign the A.N.J.C. confidentiality document. Any suspected nondisclosure of conflicts of interest shall be referred to the Rules and Regulations Committee of the Association, who will set a date for a hearing within 30 days of discovery of the alleged conflict. The Rules and Regulations Committee shall provide a recommendation to the Association's State Board within 30 days of the hearing, who may accept, reject or alter the recommendation of the Rules and Regulations Committee. Should the decision of the State Board of the Association result in a disciplinary sanction, and should the aggrieved party contest the decision, he/she must then follow the protocols set forth in Section 2.3: Member Dispute Procedures & Condition Precedent to Arbitration & Damage Limitation.

*B. Board Alternate.* An alternate from each A.N.J.C. region shall be elected to the A.N.J.C. State Board as specified in Article VIII of these By-Laws to a one year term. When acting on behalf of an absent A.N.J.C. Board member from his/her respective region, an alternate shall only have the duties, rights and responsibilities of a regular A.N.J.C. Board member, as listed in Section 3.2 above. An alternate shall have the same meeting attendance responsibilities as regular A.N.J.C. Board members.

### Section 3.3: Power to appoint other Officers and Agents.

The A.N.J.C. State Board of Directors shall have power to appoint such other Officers and Agents that the Board may deem necessary for transaction of the business of the Association.

### Section 3.4: Power to Fill Vacancies.

Vacancies in the A.N.J.C. State Board of Directors shall be filled until the next election by appointment made by the respective Regional President / Chairperson of the vacating Director with the approval by simple majority vote of the respective Regional Board. Each person so appointed to fill a vacancy shall remain a Director until his or her successor has been elected by the members of his or her respective Region at the next

regular election duly called for that purpose. In that next election, any eligible member may then run for the rest of the unexpired term of that position, if any. The A.N.J.C. State Board shall have the power and authority to fill a vacancy in any Officer or Agent position at any time pursuant to Section 3.3 power of appointment.

#### Section 3.5: Power to Require Insurance

The A.N.J.C. State Board of Directors may require any other Officer, Employee, and/or Agent to file with the Association a satisfactory insurance conditioned for faithful performance of his or her duties. The A.N.J.C. shall be solely responsible for all premium payment(s) and/or other expenses directly associated with the insuring of an Officer of the A.N.J.C. The A.N.J.C. shall be solely responsible for all premium payment(s) and/or other expenses directly associated with the insurance of an Employee and/or Agent of the A.N.J.C. unless otherwise specified in a contract validly entered with the Employee and/or Agent shifting said premium payment(s) and/or expenses to the Employee and/or Agent.

#### Section 3.6: Power to Bind Contracts.

The A.N.J.C. State Board may authorize any officer or the Executive Director to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the A.N.J.C., and any such authorization may be general or confined to specific instances and criteria. In the absence of such authorization, all contracts and instruments shall be executed in the name of the A.N.J.C. President following approval of a simple majority vote of the A.N.J.C. State Board of Directors. All contracts and instruments must be in conformity with the provisions of these By-Laws.

#### Section 3.7: Power to Borrow Funds.

The A.N.J.C. State Board may, in the ordinary course of business, enter transactions to borrow funds and/or pledge and/or mortgage Association property as collateral in that regard.

#### Section 3.8: Compensation of Employees / Agents.

The compensation of any Agents and/or Employees shall be fixed by the A.N.J.C. State Board of Directors unless otherwise delegated by the A.N.J.C. State Board to an A.N.J.C. Officer or the Executive Director.

#### Section 3.9: Action by Board Consent.

If and when the A.N.J.C. State Board of Directors shall severally or collectively consent in writing, or via fax or e-mail or any secured electronic telecommunication media, to any action to be taken by the Association, such action shall be valid corporate

action as though it had been authorized at a meeting of the A.N.J.C. State Board of Directors.

#### ARTICLE IV: OFFICERS

##### Section 4.1: Officers in General.

The following shall be Officers of the Association of New Jersey Chiropractors (A.N.J.C.): President, First Vice-President, Second Vice-President, Secretary and Treasurer, none of whom shall receive compensation. The President and First Vice-President shall be elected to a two (2) year term by the general membership as specified in Article III of these By-Laws and shall not serve for more than two (2) consecutive terms. The Secretary and Treasurer shall be appointed by the President with the approval of the A.N.J.C. State Board of Directors and shall serve a term of two (2) years. The Second Vice-President shall be nominated by the President and elected by a simple majority vote of the A.N.J.C. State Board. No officers shall hold more than one office concurrently and must be a full general member of the A.N.J.C. in good standing to hold office. A.N.J.C. Officers shall not have a vote unless they are also members of the A.N.J.C. State Board of Directors.

##### Section 4.2: Duties of A.N.J.C. Officers.

All A.N.J.C. Officers shall implement and execute the business and programs adopted by the A.N.J.C. State Board of Directors in keeping with the spirit of these By-Laws. It is the strict policy of the A.N.J.C. that no Officer shall obtain direct financial gain as a result of his or her status as an Officer of the A.N.J.C.

##### Section 4.3: President.

The President shall be presiding officer of the Association. The President shall be an *ex-officio* member of all standing committees and shall have the general power and duties of supervision and management usually vested in the office of President of an Association. The President shall have the power to call meetings of the A.N.J.C. State Board and shall preside over all meetings of the A.N.J.C. State Board. The President shall, with the approval of the State Board, select a chairperson for each committee. The President shall not serve more than two (2) consecutive terms. He or she shall not have a vote unless he or she is also a member of the A.N.J.C. State Board of Directors.

##### Section 4.4: Immediate Past President.

Upon completion of his or her term of office, the A.N.J.C. President will become the Immediate Past President. As such he or she will serve on the A.N.J.C. State Board of Directors on an advisory capacity for a period of three (3) months. He or she shall not have a vote unless he or she also a member of the A.N.J.C. State Board of Directors.

#### Section 4.5: First Vice-President.

The First Vice-President shall assume the duties of the office of the President in the absence, disability, death, resignation or removal of the President. The First Vice-President shall not have a vote unless he or she is also a member of the A.N.J.C. State Board of Directors.

#### Section 4.6: Second Vice-President.

The Second Vice-President shall be a current voting A.N.J.C. State Board member. The Second Vice-President, shall perform the duties and exercise the powers of the President during the absence, disability, death, resignation or removal of the President and First Vice-President. This position does not necessarily imply that he or she shall eventually become the A.N.J.C. First Vice-President or President.

#### Section 4.7: Secretary.

The Secretary shall attend all A.N.J.C. State Board of Director meetings, as well as A.N.J.C. Executive Committee meetings that may be attended by conference call, and shall preserve in the books of the Association the minutes of the proceedings of all such meetings. The Secretary shall perform such other duties as may be delegated to him or her by the A.N.J.C. State Board of Directors or by the A.N.J.C. Executive Committee. The Secretary shall record the proceedings of all A.N.J.C. State Board and Executive Committee meetings.

The Secretary shall not have a vote unless he or she is also a member of the A.N.J.C. State Board of Directors.

#### Section 4.8: Treasurer.

The Treasurer shall have custody of all corporate funds, assets and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements. The Treasurer shall record all monies, assets, securities, and other valuable effects in the name of the Association. The Treasurer and/or his or her bonded designee(s) of record, approved by the A.N.J.C. State Board, shall deposit all monies, assets, securities and other valuable effects in the name of the Association, in such depositories as may be designated for that purpose by the A.N.J.C. State Board of Directors.

The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall render to the President and Directors at the regular meetings of the Board and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the Association. The A.N.J.C. shall procure, at its expense, liability insurance of minimum limits determined by the A.N.J.C. Board to insure A.N.J.C. against any dishonest or improper act of the A.N.J.C. Treasurer and/or his/her designees. The A.N.J.C. shall be solely responsible for all premium payment(s) and/or other

expenses directly associated with the bonding of the Treasurer and/or his or her designees. The Treasurer shall not have a vote unless he or she is also a member of the A.N.J.C. State Board of Directors.

#### Section 4.9: Executive Committee.

The members of the A.N.J.C. Executive Committee shall be composed of the President, First Vice-President, Second Vice-President, Secretary Treasurer, and Executive Director. In addition to these six members, the A.N.J.C. Executive Committee may, at the discretion of the respective Regional Board, also include one A.N.J.C. State Board member from any A.N.J.C. Region not represented on the Executive Committee by a member from its Region. Such member shall be appointed by the respective Regional Board not represented. The A.N.J.C. Executive Committee shall retain and exercise the authority of the A.N.J.C. State Board of Directors in the routine or emergency management and Business of the Association between meetings of the A.N.J.C. State Board. The A.N.J.C. Executive Director shall also be a non-voting *ex-officio* member of the Executive Committee. The President shall be the chair of the Executive Committee, shall have the authority to call the Committee to meet at any time, and shall have the power to amend the agenda by request. Voting may be taken via telephone or electronic communication and the action ratified at the next meeting of the State Board of Directors.

#### Section 4.10: Expenditure Restrictions & Insurance

Any A.N.J.C. expenditure, in excess of five-hundred dollars (\$500.00), excluding typical operating expenses and budgetary items, shall require A.N.J.C. State Board approval. The A.N.J.C. Treasurer and his or her designee(s) of record shall be insured for a level as determined by the A.N.J.C. State Board. The A.N.J.C. shall be solely responsible for all premium payment(s) and/or other expenses directly associated with the insurance of an officer of the A.N.J.C. The A.N.J.C. shall be solely responsible for all premium payment(s) and/or other expenses directly associated with the insurance of an Agent of the A.N.J.C. unless otherwise specified in a contract validly entered with the Agent shifting said premium payment(s) and/or expenses to the agent. The A.N.J.C. State Board shall be responsible for overseeing all financial aspects of any A.N.J.C. subsidiary organization and shall work with the Board of Directors of each subsidiary to approve and oversee all financial aspects of such subsidiary.

#### Section 4.11: Vacancies of Office.

If a vacancy occurs in the office of the President, the First Vice-President shall immediately fill the vacancy. If a vacancy occurs in the office of the First Vice-President, the Second Vice-President shall immediately fill the vacancy. A vacancy occurring in the offices of Second Vice-President, Secretary, and Treasurer shall be filled by appointment of the President with the approval of a simple majority vote by the State Board of Directors.

ARTICLE V: REMOVAL, REIMBURSEMENT, & INDEMNIFICATION OF A.N.J.C. DIRECTORS & OFFICERS.

Section 5.1: Removal of Directors & Officers.

- A. *Removal for Absenteeism.* Any member of the A.N.J.C. State Board of Directors and/or Officer of the A.N.J.C. absenting himself or herself from two (2) successive A.N.J.C. State Board Meetings, conference calls, strategic planning meetings, conference calls, or special meetings within one calendar year without notifying the President, Executive Director, or A.N.J.C. Board Secretary shall forfeit his or her seat, which will be reappointed pursuant to these by-laws.
- B. *Removal for Violation of By-Laws.* Any member of the A.N.J.C. State Board / Regional Board of Directors and/or A.N.J.C. Officer who violates any material provision of these Bylaws may be removed from the A.N.J.C. State Board / Regional Board and/or A.N.J.C. Officer position by a two-thirds vote, with a minimum of eight (8) votes of the remaining A.N.J.C. State Board.
- C. *Appeals.* Any Director and/or Officer removed as described above may appeal this decision by written petition to the A.N.J.C. Board within thirty (30) days of the removal. The aggrieved Director and/or Officer shall be entitled to a hearing in the matter. The A.N.J.C. Board shall have a period of sixty (60) but not more than two hundred (120) days to issue a final determination on the removal following the completion of the hearing. Additional extension(s) may be granted to the A.N.J.C. Board only upon the written consent of the aggrieved Director and/or Officer.

Section 5.2: Reimbursement of Directors & Officers and Conflicts of Interest

The reimbursement of reasonable out-of-pocket expenses of A.N.J.C. Directors and Officers may be fixed by the A.N.J.C. State Board of Directors at its sole discretion. All expenses shall be objectively reasonable and customary for the purpose that they are incurred. Any Director or Officer may be removed from his or her position as a Director or Officer of the A.N.J.C. for violation of this Section pursuant to Section 5.1(B) of these By-Laws.

Section 5.3: Indemnification of Directors, Officers & Committee Members.

The A.N.J.C. State Board of Directors shall procure Directors and Officers liability insurance of an amount and type deemed sufficient by the Board in its discretion which covers all Officers, Directors, and Committee Members of the A.N.J.C. in order to effectuate this Section

The A.N.J.C. shall indemnify, any past or present Director and/or Officer and/or Committee Member against any judgment, costs, or any claim, action, suit or proceeding

made or instituted in which such person may be involved by reason of such person being a Director and/or Officer and/or Committee Member of the A.N.J.C. This of indemnification shall be binding upon the A.N.J.C., its successors, and assigns, and shall inure to the benefit of the heirs, executors and administrators of any such Director or Officer or Committee Member that may be entitled as a matter of law. The indemnification herein provided shall in no event be applicable in any case in which any Director or Officer or Committee Member shall be finally adjudged in any such action, suit or proceeding to be liable because he or she had acted fraudulently, intentionally, or in bad faith decided by a sitting judge or jury.

## ARTICLE VI: A.N.J.C. STAFF

### Section 6.1: Executive Director.

The Board of Directors may employ a salaried staff head that shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.

### Section 6.2: Authority and Responsibility of the Executive Director.

A. The Executive Director shall be responsible for all management functions in accordance with the A.N.J.C. By-Laws and standing policies of the A.N.J.C. The Executive Director shall manage and direct all activities of the A.N.J.C. as prescribed by the Board of Directors and shall be responsible to the President and the Board of Directors. The Executive Director shall report to and work at the pleasure of the A.N.J.C. State Board of Directors pursuant to at will terms of employment approved by the A.N.J.C. State Board of Directors.

B. The Executive Director shall act as coordinator for and oversee all committees, programs, services and activities of the A.N.J.C. and assist the President and Board of Directors in executing such programs as they may propose or promulgate as well as ensure that the objectives of these programs are met. The Executive Director shall attend the A.N.J.C. State Board of Directors and Executive Committee meetings of the A.N.J.C. and conventions/conferences/summits and upon request, regional membership meetings and regional board meetings at the Executive Director's discretion.

C. The Executive Director shall help the A.N.J.C. State Board President plan agendas and develop background materials for meetings of the State Board of Directors, committee meetings and general membership meetings. The Executive Director shall also facilitate a regular strategic planning process.

D. The Executive Director shall employ and may terminate the employment of members of the A.N.J.C. Headquarters staff whose employment is not subject to a written contract as is necessary to carry on the work of the A.N.J.C., and fix their compensation

within the approved budget. As Executive Director, he or she shall define the duties of the A.N.J.C. Headquarters staff, supervise their performance, establish their titles, develop office and personnel policies, and delegate those responsibilities of management as shall be, in his or her judgment, in the best interest of the A.N.J.C.

E. The Executive Director will develop, two (2) months prior to the start of the A.N.J.C. fiscal year, in conjunction with the A.N.J.C. Treasurer and the finance committee, and submit to the State Board of Directors for approval, an operating budget for the coming fiscal year and manage the budget that is approved.

F. The Executive Director may procure products and services within the approved budget that he or she deems necessary to carry on the work of the A.N.J.C.

G. The Executive Director may authorize payments for products, services and staff compensation within his or her approved budget and approve expenditures of less than or equal to five hundred dollars (\$500). Any A.N.J.C. expenditure, in excess of five hundred dollars (\$500), excluding typical operating expenses and budgetary items shall require A.N.J.C. State Board approval.

H. The Executive Director shall work with the State Board of Directors, committee chairs and staff to raise funds for the organization from outside sources.

I. The Executive Director shall serve as chief liaison with other community organizations and key constituent groups.

## ARTICLE VII: REGIONS & REGIONAL BOARDS.

### Section 7.1: Establishment of Regions.

A. The State of New Jersey shall be divided into four (4) Regions. Each Region shall have a Regional Board consisting of a Chairperson / President and Board members. The duties of the Regional Board shall include coordinating meetings and/or events for the dissemination of A.N.J.C. information to members in its region, nominating members for election to the A.N.J.C. State Board of Directors, and preparing members for committee positions and future nominations.

B. Four geographic Regions shall be created based on a set number of New Jersey Legislative Districts set forth in Section 7.1(D) below. Regional Board positions shall consist of members from its specific legislative Districts as listed in Section 7.1 (B) below. Changes in legal boundaries of the legislative districts made by the New Jersey legislature shall likewise change the A.N.J.C. Regional Districts. The change will not take effect until the next A.N.J.C. election following the change in New Jersey legislative district(s) as it is the intent that there shall be no shifts in the constitution of A.N.J.C. Regions during the term of an elected slate of Directors and/or Officers.



The four A.N.J.C. Regions will be composed of Legislative Districts as follows:

<u>Region Name /</u>	<u>Legislative Districts Included</u>
Northeast	28, 29, 31, 32, 33, 34, 35, 36, 37, 38, 39,40
Northwest	15, 16, 20, 21, 22, 23, 24, 25, 26, 27
Central	10, 11, 12, 13, 14, 17, 18, 19, 30
Southern	1, 2, 3, 4, 5, 6, 7, 8, 9

C: No A.N.J.C. Region(s) shall conduct independent legislative, regulatory or legal action. No member of A.N.J.C. may take or support any legal, regulatory or legislative action contrary to the action, by-laws or vote of the A.N.J.C. State Board. No member of the A.N.J.C. may initiate or propose any legal, regulatory, or legislative action pertinent to the practice of chiropractic without the approval by vote of the A.N.J.C. State Board of Directors.

Section 7.2: Regional Reporting, Policies, & Procedures.

A. All Regions that generate or expend funds shall provide a quarterly summary of expenses and/or expenditures to the A.N.J.C. State Board of Directors regarding general funds. Said quarterly summary shall be presented to A.N.J.C. Headquarters, in writing, within two (2) weeks of the end of each quarter.

B. Regions shall be governed by these A.N.J.C. By-Laws but each Region shall be entitled to enact its own policies and procedures provided that they do not conflict with these By-Laws. If any conflict between regional procedures and these By-Laws arise, the provisions of these By-Laws shall prevail.

ARTICLE VIII: ELECTIONS OF DIRECTORS, OFFICERS AND ALTERNATES.

Section 8.1: In General.

The A.N.J.C. shall hold biennial general membership elections for the positions of President, First Vice-President. Each year one out of three of the A.N.J.C. State Board of Directors, The Alternates and for any unexpired terms of any vacancies that exist.

Section 8.2: Election of State Board of Directors & Officers including Alternates.

*A. Minimum Requirements for State Board & Officer Candidates including Alternates.*

Members running for an A.N.J.C. State Board, Officer, and alternate positions must meet all of the following criteria:

- (a) The candidate must have a minimum of three years of active chiropractic practice;
- (b) The candidate's address of record as listed on their A.N.J.C. membership application must be located in the region in which they are running for office;
- (c) The candidate must have been a registered member of the Region in which they are running for office a minimum of one (1) year prior to the filing date set for elections each year. This requirement may be waived upon approval of the board due to a candidate moving their residence or office;
- (d) The candidate must be a member in good standing of the A.N.J.C. as defined in these By-Laws;
- (e) The candidate must be in full time active practice, a minimum of twenty (20) hours per week.
- (f) The candidate must have served on at least one (1) A.N.J.C. Committee in the two years immediately prior to running for an elected position.

The Executive Director may require any candidate to provide a certification confirming that the candidate meets any or all of the above qualifications as a condition to the candidate being placed on the election ballot.

*B. Nomination by Search Committee.* Candidates for A.N.J.C. State Board and Alternate positions shall be selected by a search committee appointed by the Regional Chairperson of each Region. The nominees recommended by the search committee shall be approved by a simple majority vote of the Regional Board of each region.

*C. A.N.J.C. State President & First Vice-President.* Candidates for the position of A.N.J.C. State President and First Vice-President shall be selected by a search committee appointed by the Regional Chairperson of each Region consisting of one voting A.N.J.C. State Board member of each of the four A.N.J.C. Regions and confirmed by simple majority vote of the A.N.J.C. State Board. The search committee shall submit to the A.N.J.C. State Board the names of its nominations for the office of President and First Vice-President no later than two (2) months prior to the scheduled election date. The A.N.J.C. State Board may accept or reject the search committee's recommendations and the nominee may decline the nomination. The A.N.J.C. State Board shall thereafter select by simple majority vote its candidates for President and First Vice-President no later than one (1) month prior to the scheduled election date.

*D. A.N.J.C. State President & First Vice-President Nominations by Petition.* Candidates for A.N.J.C. State President and First Vice-President may also be nominated and placed on the ballot by a petition signed by any fifty (50) A.N.J.C. general members in good standing regardless of regional affiliation. Any general member seeking nomination by petition may request, in writing directed to the Executive Director, a list of

all A.N.J.C. general members in good standing of the A.N.J.C., including names and mailing addresses of record. No email addresses will be provided. The requesting general member shall be provided said list within ten (10) business days of the receipt of the request by the Executive Director.

*E. A.N.J.C. State Board and Alternates Nomination by Petition.* Candidates for A.N.J.C. State Board and Alternate positions may also be nominated and placed on the ballot by a petition by general members of the region in which the candidate is running for office. The petition must contain original signatures of a minimum of fifteen (15) A.N.J.C. general members in good standing who are registered in the region in which the candidate is running for office in order for the candidate to be placed on the ballot. Any general member seeking nomination by petition may request, in a writing directed to the Executive Director, a list of all A.N.J.C. general members in good standing in the Region in which they will run, including names and mailing addresses of record. No email addresses will be provided. The requesting general member shall be provided said list within ten (10) business days of the receipt of the request by the Executive Director.

### Section 8.3: Election of Regional Directors & Chairs.

*A. In General.* Each member of an A.N.J.C. Regional Board of Directors shall be elected to a staggered term of three years. The A.N.J.C. shall hold annual general membership elections for the positions of 1/3 of the A.N.J.C. Regional Board of Directors and for any unexpired terms of any vacancies that exist.

*B. Regional Boards.* The Central, Southern, Northeast and Northwest Regional Board of Directors shall be made up of five general members from their respective regional legislative districts. The voting members will be the nominees receiving the most votes. Regions may have non-voting, emeritus, honorary or other type non-voting members on their board, if they desire, other than the number of board members that may vote.

*C. Minimum Requirements for Regional Board Candidates.* Members running for A.N.J.C. Regional Board positions must meet all of the following criteria:

- (a) The candidate must have a minimum of three years of active chiropractic practice in New Jersey;
- (b) The candidate's address of record as listed on their A.N.J.C. membership application must be located in the region in which they are running for office;
- (c) The candidate must have been a general member of the Region in which they are running for office a minimum of one (1) year prior to the filing date set for elections each year. This requirement may be waived upon approval of the Board due to a candidate moving their residence or office;

(d) The candidate must be a member in good standing of the A.N.J.C. as defined in these By-Laws;

(e) The candidate must be in full time active practice, a minimum of 20 hours per week.

The Executive Director may require any candidate to provide a certification confirming that the candidate meets any or all of the above qualifications as a condition to the candidate being placed on the election ballot.

*D. Nomination by Search Committee.* Candidates for A.N.J.C. Regional Board positions shall be selected by a search committee appointed by the Regional Chairperson of each Region with the approval by simple majority vote of the Regional Board. The nominees recommended by the search committee shall be approved by a simple majority vote of the Regional Board of each region.

*E. Nomination by Petition.* Candidates for A.N.J.C. Regional Board Positions may also be nominated and placed on the ballot by a petition by general members of the region in which the candidate is running for office. The petition must be signed by a minimum of fifteen (15) A.N.J.C. general members in good standing who are registered in the region in which the candidate is running for office in order for the candidate to be placed on the ballot. Any member seeking nomination by petition may request, in a writing directed to the Executive Director, a list of all A.N.J.C. general members in good standing in the Region in which they will run, including names and addresses of record. No email addresses will be provided. The requesting member shall be provided said list within 10 (ten) business days of the receipt of the request by the Executive Director.

*F. Election of Regional Chairs.* Regional Chairs shall be elected on an annual basis at the Regional Board meeting three months prior to the annual ANJC election, by a simple majority vote of the Regional Board members of record. Vacancies in any Regional Chair positions must be filled in a timely fashion by a simple majority vote of the Regional Board of Directors of record of that Region. The regional chair shall be the nominee selected to run for the alternate position on the ANJC State Board of Directors Ballot.

#### Section 8.4: Election Procedures.

*A. Election Procedure Policy.* The A.N.J.C. Executive Director shall promulgate election procedures designed to ensure the veracity and impartiality of all A.N.J.C. elections, including but not limited to the form of ballots, minimum requirements for acceptable ballots, ballot delivery, ballot counting, contested ballots, and certification of ballot count. The A.N.J.C. Executive Director shall provide a written copy of said election procedures to the A.N.J.C. State Board of Directors at least three (3) months prior to any scheduled election date. The Election Procedures submitted by the Executive Director shall be presumed valid but part or all of the procedures may be rejected or modified by the A.N.J.C. State Board of Directors by a simple majority vote at the next

scheduled A.N.J.C. State Board of Directors meeting. There shall be no requirement to affirmatively accept the Election Procedures.

*B. Rejection or Modification of Election Procedure Policy by State Board.* Should the A.N.J.C. State Board of Directors reject or modify the Election Procedures as submitted by the A.N.J.C. Executive Director, and modified Election Procedures are not passed at the next scheduled A.N.J.C. State Board meeting, a special meeting shall be scheduled by the A.N.J.C. State Board as soon as practicable thereafter, but not later than two and one-half months prior to the scheduled election, to address the election procedures. The A.N.J.C. State Board of Directors shall make its best effort to pass election procedures not passed at the regular board meeting in which they are first submitted for the upcoming election at the special meeting. Should this not occur, the election shall automatically be governed by the election procedures that governed the most recent past A.N.J.C. election.

*C. Election Issue Resolution.* Any issues arising under the Election Procedures before, during, or after an election shall be addressed within 30 days of conclusion of the election by the Executive Director with the advice and consent of the A.N.J.C. Executive Committee and the advice of A.N.J.C. legal counsel. Any determinations made under this Section may be reversed or modified by simple majority vote of the A.N.J.C. State Board of Directors. However, there shall be no formal requirement of State Board ratification of the actions taken under this Section. In addition, at the Executive Director's discretion, an independent third party may be retained by the Executive Director to aid or assist in his or her conclusive determination of any election related issues herein at the Executive Director's discretion.

*D. Run-Off Elections.* In the event that candidates for any elective position receive an equal number of votes, a run-off election shall be scheduled by the Executive Director which shall take place no later than forty-five (45) days after the certification of votes in the election in which the tie occurred.

## IX. VOTING OF THE A.N.J.C. BOARD OF DIRECTORS.

### Section 9.1: Quorum.

A quorum of the A.N.J.C. State Board shall be eight (8) members. Each member of the A.N.J.C. State Board of Directors shall have one (1) vote and must be in good standing to be entitled to vote on any matter.

### Section 9.2: Simple Majority Voting.

A simple majority vote of A.N.J.C. Board members present shall be required to carry any motion or resolution.

### Section 9.3: Super Majority Voting<sup>i</sup>.

A. A 2/3 vote (i.e. eight (8) votes of the eligible twelve (12) voting board members) with a minimum of eight (8) votes shall be required to amend, add, or delete any portion of these Bylaws as described in Section 9.4 or to carry any motion or resolution or perform any act under these By-Laws that require 2/3 voting.

B. A 2/3 vote of the State Board Directors must approve any additions, deletions or amendments regarding any of the items listed below:

- (i.) Increase or decrease the number of voting members on the A.N.J.C. Board;
- (ii.) Increase or decrease the number of votes allotted to each Region
- (iii.) Increase or decrease the number of Regions on the A.N.J.C. Board;
- (iv.) Changes to the voting structure (i.e. 2/3 majority vote for By-law changes, etc.);
- (v.) Changes to the name of the organization.

## ARTICLE X: MEETINGS.

### Section 10.1: State Board Meetings.

The A.N.J.C. State Board of Directors and officers, also described herein as the “Board” or “Directors,” shall meet as they deem necessary. Any and all meetings of the A.N.J.C. State Board of Directors shall be held in a mutually agreeable location within the State of New Jersey, except as provided in the By-Laws or resolution adopted by the members of the Board of Directors, or whereas, by special vote by the Board due to unusual circumstances, on a meeting by meeting basis. The A.N.J.C. President shall be the chair of State Board of Director meetings. If the A.N.J.C. President is unable to chair a meeting, the First Vice-President followed by the Second Vice-President shall become the successor chairs. An agenda of items to be discussed at all meetings of the A.N.J.C. State Board of Directors shall be sent in a timely manner in advance of all meetings to all A.N.J.C. officers, State Board of Directors and Regional Board of Directors.

### Section 10.2: Notice of Meetings.

A. The State Board meetings schedule shall be determined by the President and Executive Director and provided and forwarded to all State Board members and all parties directly involved by the Executive Director. The schedule shall include meeting specifics such as time and place along with directions when needed. However, in emergencies or special circumstances, A.N.J.C. State Board meetings may be held in shorter notice of a minimum of one days.

B. Should an A.N.J.C. State Board of Directors Meeting have a short notice postponement due to inclement weather/special circumstances, the President and Executive Director shall implement a Board phone chain, text message and e-mail alert for an official Board meeting postponement / rescheduling of the meeting. The pertinent information in regard to the rescheduling of the State Board meeting including date, time, place and directions must be promptly provided and forwarded to all State Board members along with all parties directly involved by the President and Executive Director.

### Section 10.3: Regional Meetings.

A. Regional Board of Directors meetings shall be held at their own respective discretion.

B. Regional General Membership meetings shall be held at the Regional Boards' own respective discretion. There shall be no less than two (2) general membership meetings or events for each respective A.N.J.C. region per calendar year. These general membership meetings shall be held in a geographically desirable location for each respective A.N.J.C. Region within the State of New Jersey. Such meetings shall have at least five (5) days written notice by fax and/or e-mail to every full A.N.J.C. member in good standing. Any funding for additional Regional General Membership meetings requires A.N.J.C. State Board approval.

C. A.N.J.C. State Board of Directors should attend the Regional Board of Directors meetings in the Region that they represent.

## ARTICLE XI: COMMITTEES

### Section 11.1 Establishment of Committees.

The A.N.J.C. State Board of Directors may establish committees from time to time to assist it in carrying out the work of the Association. All Committee Chairs or Co-Chairs will report directly to the A.N.J.C. State Board. The Chairperson of each committee shall submit a list of committee candidates for A.N.J.C. Board approval.

### Section 11.2 Standing Committees.

- A. All Standing committees shall have a chairperson duly appointed by the ANJC President. The A.N.J.C. State Board of Directors shall have final approval of all standing Committee Chairs appointed by the President.
- B. Each committee may be composed of up to 2 voting members from each ANJC region. Additional non-voting members may also participate on the committee at the chairperson's discretion.

- C. The Chairperson is empowered to schedule meetings, set agendas, and create a budget which is to be submitted to the ANJC state Board of Directors for approval.
- D. Minutes of all committee meeting are to be submitted to the ANJC board for review within 1 week of the meeting.
- E. The following is a list of all standing committees:
  - 1. Insurance
  - 2. Finance
  - 3. Public Relations
  - 4. Continuing Education
    - a. Nutrition
    - b. Technique
    - c. Rehabilitation
  - 5. Legal
  - 6. Rules and Regulations
  - 7. Legislative

Section 11.3 Ad Hoc Committees.

- A. The President of the association may create Ad Hoc committees as he or she sees fit, to conduct special business not generally performed by a standing committee, with the approval of a simple majority vote of the Board of Directors.
- B. An Ad Hoc committees shall have a chairperson duly appointed by the ANJC President. The A.N.J.C. State Board of Directors shall have final approval of all Ad Hoc Committee Chairs appointed by the President.
- C. The Chairperson is empowered to schedule meetings, set agendas, and create a budget which is to be submitted to the ANJC state Board of Directors for approval.
- D. Minutes of the Ad Hoc committee meeting are to be submitted to the ANJC board for review within 1 week of the meeting.

ARTICLE XII. PARLIAMENTARY AUTHORITY

These By-Laws shall govern all questions of order with regard to all A.N.J.C. meetings. In the event that these By-Laws do not adequately address an issue of order or in the case of an ambiguity or conflict in these By-Laws, the most current edition of *Roberts Rules of Order, Newly Revised* shall govern any such issues by default. All final



rulings on parliamentary procedure shall be made by the Chair of the meeting with the advice of the A.N.J.C. attorney or through an independent parliamentarian.

### ARTICLE XIII: AMENDMENTS TO BY LAWS

By-Laws amendments shall be proposed by a special order and initially approved by a 2/3 vote of the A.N.J.C. State Board or by written petition signed by twenty five general members of the A.N.J.C. submitted to the A.N.J.C. State Board from a general member in good standing and passed by a 2/3 vote of the A.N.J.C. State Board. Such successfully passed motion will be presented to the membership for comment for a period of thirty (30) days and all comments will be presented to the State Board for consideration prior to the next Board meeting. The motion will be voted on by the A.N.J.C. State Board at the next scheduled meeting and shall be passed only by a 2/3 vote of the State Board. These Bylaws may be amended at any time if the Board/membership feels the need for the benefit of the entire organization. A complete review of these Bylaws by the ANJC Board should be considered every 10 years.

### ARTICLE XIV: MISCELLANEOUS.

#### Section 14.1: General Expenditure Authority Cap.

Any expenditure by any director, officer, employee, or agent of the A.N.J.C. in excess of five-hundred dollars excluding typical operating expenses and budgetary items, shall require A.N.J.C. State Board of Director simple majority approval.

#### Section 14.2: Dissolution.

Dissolution of the A.N.J.C. may occur only upon: 1) the unanimous vote of A.N.J.C. State Board of Director members; or 2) the vote of eighty (80%) percent of the A.N.J.C. general membership in good standing on the date of such a vote; or 3) by order of a court of competent jurisdiction.

Neither the expulsion, nor withdrawal of a Region under the provisions of these By-Laws shall be grounds for dissolution of the A.N.J.C. The A.N.J.C. shall continue operations as a viable entity following such an occurrence and shall maintain full ownership and control of all A.N.J.C. assets and income thereafter.

Upon dissolution, the A.N.J.C. shall be wound up and distribution of any assets and/or payment of liabilities shall be made in accordance with the Articles of Incorporation of the Association of New Jersey Chiropractors, Inc.

Section 14.3: Fiscal Year.

The fiscal year of the A.N.J.C. shall run from January 1<sup>st</sup> through December 31<sup>st</sup> to coincide with the calendar year.

Section 14.4: Integration Clause.

Upon the approval of these By-Laws of the A.N.J.C. dated February 1, 2018, all other prior documents and/or oral agreements, representations, and/or understandings, including but not limited to the A.N.J.C. Unity By-Laws commonly known as the “Unity Agreement” the 2005 Election Policy Statement, and The By-Laws Amendment of January 6, 2011 shall expire and shall be merged into these permanent By-Laws which will completely supersede them. No terms contained in these prior documents, agreements, representations, and/or understandings shall survive this expiration as it is the intent of the A.N.J.C. that these permanent By-Laws be the only valid and controlling By-Laws of the A.N.J.C.

{END OF BY-LAWS}

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HISTORY OF BYLAW AMENDMENTS

<sup>i</sup> Section 9.3(A) & B of the ANJC Bylaws were amended pursuant to a petition to amend Bylaws submitted by at least 25 ANJC members in good standing and approved by 2/3 of the ANJC State Board following in initial vote, member comment period and final vote on January 6, 2011, to strike the requirement in Subsections (A) & (B) requiring a 2/3 supermajority vote of Board members from all regions for actions under Section 9.3 of the Bylaws.

ANJC Bylaws were amended pursuant to an ANJC State Board decision to update and contemporize the operational bylaws of the society. The first Board vote was taken on November 1, 2017 was unanimous to accept. On November 6, 2017 the bylaws were released to membership for a comment period of 30days. On February 1, 2018 the ANJC State Board of Directors considered the comments presented by membership. A roll call vote was taken of the ANJC State Board of Directors who voted unanimously to accept the bylaws as amended.