

NEW YORK CHIROPRACTIC COUNCIL CONSTITUTION

AS AMENDED AND ADOPTED
December 2007

ARTICLE 1 NAME, LOCATION, and PURPOSES

Section 1- NAME

The name of this organization shall be NEW YORK CHIROPRACTIC COUNCIL, INC. The word COUNCIL, as used in the Constitution and By-Laws, shall be in reference to the NEW YORK CHIROPRACTIC COUNCIL.

Section 2- LOCATION

The office of the COUNCIL shall be 1 Cross Island Plaza, Suite 218, Rosedale, NY 11422 (effective 11/1/05). The Board of District Councils may establish other offices in such place or places, as it may deem expedient for the transactions of the business of the COUNCIL.

Section 3- MISSION & PURPOSES

Mission Statement:

"Our mission is to direct people toward the realization that healing comes from within; and ultimately that the promotion of health and wellness is superior to the treatment of disease,"
(Amended January 1994) (Amended January 2004)

Purposes:

The purpose of the COUNCIL is to promote the basic philosophy, science and art of chiropractic. The COUNCIL has been formed as well for the following reasons:

To protect the welfare of its members to practice chiropractic without compromise, and with parity and respect;

To protect the public's ability to receive chiropractic without prejudice, ridicule or financial penalty from any individual, group or profession;

To conduct educational seminars, lectures and meetings within the profession and the public in accordance with our stated objectives;

To keep chiropractic separate and distinct from all other professions;

To foster interprofessional relations based upon mutual respect and a clear understanding of the basic

Philosophy, Science and Art of Chiropractic. (Amended January 94)

ARTICLE II OFFICERS/STRUCTURE

Section 1- EXECUTIVE BOARD

The Executive Board consists of the President Emeritus (PE), the President (P), The Vice President (VP) and the three (3) Executive Officers (EXO).

Section 2-THE BOARD

The BOARD consists of the Executive Board (EXB) and the District Presidents (DP), a single elected representative from each District Council.

The BOARD shall be responsible for the management of the business affairs of the COUNCIL. Two thirds (2/3rds) of the BOARD present shall constitute a quorum. The BOARD may adopt By-Laws, as shall be deemed necessary provided always that said By-Laws shall be consistent with this Constitution.

Section 3- THE PRESIDENT

To run for the office of President (P) an individual must be a member in good standing and either a current or former President (P), current or former President Emeritus (PE), current or former Vice President (VP), an EXO or a former EXO and has attended at least 50% of the prior years Board meetings. The President can serve two (2) two (2) year consecutive terms (Amended by Vote December 2007)

The duties of the President are as follows:

- a. The President shall conduct all meetings of the Board and the Executive Board
- b. he/she shall appoint any and all committees, subject to the approval of the Board within 45 days after his/her induction into office;
- c. he/she shall be an ex officio member of all committees;
- d. he/she may appoint other committees at any time during the year;
- e. the President shall represent the Council at all meetings, functions or state agencies as deemed necessary by the Executive Board or designate a Executive Board Member to represent him/her

- f. give vision and direction to the Board for goals and projects with the intention of growth and strength of the organization
- g. oversee and handle day to day business of the Central Office
- h. responsible of approving all PR and information sent out by the Central Office
- i. oversee day to day direction of duties of Council employees and follow up of those performed duties
- j. upon completion of his/her term, the President will serve as a voting member on the Executive Board as the Immediate President Emeritus.

Section 4- THE VICE PRESIDENT

To run for the office of Vice President (VP) an individual must be a member of good standing and either a current Vice President (VP), a current Executive Officer (EXO) or an former EXO who has attended at least 50% of the prior years Board Meetings. The Vice President can serve two (2) two (2) year consecutive terms (Amended by Vote December 2007)

- The duties of the Vice President are as follows:
- a. the Vice President shall perform all functions and duties of the President in the absence of the President;
 - b. the VP will perform duties asked of them by the President;
 - c. the Vice President will co-represent the COUNCIL, with the President and Executive Officers at all meetings, functions or state agencies as deemed necessary by the Executive Board;
 - d. collect, protect and be accountable for all monies raised by the COUNCIL through all means;
 - e. report status and finances, in detail, at every BOARD meeting;
 - f. keep receipts for, record and pay, all necessary debts approved by the BOARD.

Section 5-NOMINATIONS AND ELECTIONS OF THE PRESIDENT AND VICE PRESIDENT

The BOARD is responsible for the recommendations of the President and Vice President from among their ranks. Nominations shall be made in accordance with Article II Section 10 of the Constitution.

The General Membership will decide the elections by mail ballot that they will receive 60 days prior to the annual meeting. Their votes must be received 30 days prior to the annual meeting with the results announced at the annual meeting.

Section 6- EXECUTIVE OFFICERS

The Executive Officers (EXO) consists of three executives holding equal status for a three (3) year term. Each executive may serve for two (2) complete

consecutive three (3) year terms. The EXO shall function as a unit, sharing the work responsibilities needed to run the COUNCIL as directed by the BOARD. No more than one (1) EXO's term of office shall expire in any one (1) year.

The duties of the EXO will be to:

- a. serve as ex officio non voting members of all committees, except as otherwise stated herein; Co- represent the COUNCIL , with the President, Vice President and President Emeritus at all meetings, functions or state agencies as deemed necessary by the Executive Board
- c. notify the members when fees, dues assessments or other charges are due;
- d. record all of the proceedings of the EXB and the BOARD, within 14 days of their meeting;
- e. distribute all minutes to BOARD members;
- f. coordinate, run and be responsible for all mail ballot elections of the COUNCIL including fax and e-mail;
- g. fulfill all other duties directed by the BOARD.

Section 7- NOMINATIONS AND ELECTIONS OF THE EXECUTIVE OFFICERS

The BOARD is responsible for the recommendations of EXO nominees and the election of an EXO, from among their ranks, at each Annual Meeting. Nominations shall be made in Accordance with Article II Section 10 of the Constitution. Anyone wishing to run for EXO, who is not on the BOARD, may do so provided: they are a member of this COUNCIL in good standing for at least 3 consecutive years; they have the endorsement of at least four (4) DP's, one of which MUST be their own DR; they have attended 50% or more of the BOARD meetings the year immediately prior to seeking the office of the EXO.

Section 8-BOARD OF DISTRICT COUNCILS (BOARD)

The BOARD is made up of the President Emeritus (PE), the President (P), the Vice President (VP), the Executive Officers (EXO) and a single elected representative from each District Council (DC) named the District President (DP). No DC shall have more than 200 full dues paying general members. Upon exceeding 200 members, the EXO shall, as evenly as possible, divide the DC in half, creating a new DC and a new DP to be voted upon by the membership of the new DC. The suggested dividing line must meet the approval of the BOARD.

No COUNCIL Member, who is a full, active, dues paying member of any other Chiropractic Association in New York (other than College Alumni) after March 1, 1990, will be permitted to hold office in the COUNCIL, beyond DP office, for a period of seven (7) years, ending

February 28, 1997. Specifically, such Member shall not hold the office of DP or higher on a State Council level for a period of seven years, this period ending February 28, 1997. After that date no elected officer holding office of DP or higher shall hold dual state membership in any other Chiropractic Organization in New York (other than College Alumni). (Adopted by vote October 1994)

Section 9-NOMINATIONS AND ELECTIONS OF DISTRICT PRESIDENTS

Each District Council (DC) is responsible for the recommendation of their District President (DP) nominees and the election of their District President (DP). Nominations shall be made in accordance with Article II, Section 10 of the Constitution. This election is to be by mail ballot. Even numbered DC's will vote in even numbered years; odd numbered DC's will vote in odd numbered years. The EXO shall inform each DC of the number and names of the registered members and coordinate the election, sixty (60) days prior to the Annual Meeting giving each member at least (30) days to respond and announce their results prior to the annual Meeting. The EXO is responsible for keeping all election returns safe, for a period of (90) days after the Annual Meeting, for inspection by any District Member or COUNCIL officer.

Any Officer of the COUNCIL who is appointed or elected to fill an unexpired portion of a term due to resignation or other vacancy, shall not be considered as having served that term.

The By-Laws in harmony with this Section may be enacted to implement the intent and purpose, such being to allow full exercise of the democratic process in the election of Officers and DP's.

Section 10 -BOARD OF DISTRICT COUNCILS PRESIDENT EMERITUS

The President Emeritus (PE) is to be present at all meetings of the BOARD with voting rights and share as liaison officer between the Executive Officers, the President and the Central Office.

If the President (P) chooses to run for and wins a second term and the President Emeritus (PE) chooses not to continue, the PE will remain vacant and that vote will be passed on to the Regents Committee.

The PE will represent the Council at all meetings, functions or state agencies when appropriate.

The President Emeritus (PE) shall be the Chairperson of the nominating committee and will appoint a member of the Regents Committee (RC) and a member of the District Presidents onto the nominating committee. If the position of PE is vacant, the Regents Committee will serve as the Nominating Committee.

The PE is responsible for nominating positions onto the District Council and Executive Boards with recommendations from the DC's and the BOARD, respectively. Nominee recommendations and an intent to run must be in writing, sent registered mail to the home office to the Attention of the PE, 60 days prior to the Annual Meeting.

Section11- RESOLUTIONS

The DP's may initiate Resolutions or motions concerning the business of the COUNCIL for consideration by the BOARD. DP's are permitted to make formal presentations on issues and /or Resolutions provided a written proposal of such presentation had been sent to and approved by the EXO at least two (2) weeks prior to the announced meeting.

Section 12-TRAVELING AND OPERATING EXPENSES

COUNCIL OFFICERS may be reimbursed for actual traveling and other expenses incurred in fulfilling the duties of their offices subject to the approval of the BOARD.

ARTICLE III REGENTS COUNCIL

Section 1- RESPONSIBILITIES

The responsibility of the Regents Council (RC), as with the Supreme Court, is to be the final adjudicating authority in matters of the COUNCIL.

The RC is responsible, along with the Executive Board, for interpreting and revising the Constitution and By-Laws in accordance with Article VI.

The RC shall hear and decide all arbitration issues in final dispute or appeal between members and any other items that are not specifically covered within the Constitution and By-Laws of the Council.

Section 2- COMPOSITION

The RC shall be comprised of a maximum of five (5) members. These members shall be any Past President Emeritus (PE's) in addition to the existing RC as of November 15, 2002. Once the maximum number of members to the RC is reached, they are to remain in office without replacement.(Amended May 2002)

Thereafter, any vacancy occurring in the RC shall be filled by the unanimous vote of the remaining members of the RC then serving. If for any reason, there shall be no members of the RC then serving, five (5) new members shall be appointed by the Executive Board.

Section 3-MEETINGS

The RC shall meet at least once annually, at a time determined by the RC for the purpose of completing its functions. It shall hold as many meetings as necessary to complete its responsibilities. All five (5) RC members must be in attendance for a quorum to exist. A majority vote of the members of the RC shall decide any issue brought before it.

Section IV-REMOVAL

Any member of the RC may be removed by the affirmative vote of at least four-fifths (4/5's) of the remaining members of the RC at which a quorum exists. Such removal shall be without prejudice to the contract rights, if any, of the person removed. In addition, if a Member of the RC does not pay their dues, or any assessments, within the time period or periods specified by the BOARD, they shall be considered to be delinquent, and the EXO shall notify the RC of any such delinquency and recommend removal hereunder unless such Member presents payment of the dues or assessments in arrears plus a 20% penalty. The RC shall, in its discretion, take appropriate action to remedy the delinquency or shall remove the delinquent Member in accordance with the provisions in this section.

ARTICLE IV MEMBERSHIP

Section 1-QUALIFICATIONS FOR MEMBERSHIP

Nay person of good moral character, whose professional beliefs and practices, are in harmony with the objectives set forth in ARTICLE 1, Section 3 of this constitution.

Section 2-CLASSES OF MEMBERSHIP

- ACTIVE- any person who is duly licensed to practice chiropractic in the State of New York or who qualifies for and is actively pursuing a license to practice chiropractic in NYS and meets the qualifications for membership as specified from time to time by the BOARD, may apply for active membership. An active Member will have full privileges.
- AFFILIATE- Any person licensed to practice chiropractic outside New York State or who is a full time employee of any governmental agency: any individual or groups of individuals who are suppliers of equipment and/or services to members of the chiropractic profession. This category also includes second doctor in the same family, living together and in the same office, full time associate doctors, and faculty members as defined in the By-Laws (Amended 4-97). An Affiliate

Member will have a voice but no vote (Amended 12-92)

HONORARY- Any person, not a chiropractor, who has demonstrated meritorious service to his/her fellow man, the Chiropractic Profession or the COUNCIL, may be elected as an Honorary Member. An Honorary Member will have no voting privileges and will not be required to pay annual membership dues.

HONORARY-RETIRED-Any person licensed to practice chiropractic in the State of New York who has retired from active practice may apply for and be elected to membership as an Honorary-Retired Member by the BOARD. An Honorary-Retired Member will have no voting privileges and will not be required to pay annual membership dues.

LIFE- Any person licensed to practice chiropractic in the State of New York, who has practiced chiropractic for a minimum of 25 years, may apply for and be elected to Life Membership. A Life Member will have full privileges and will not be required to pay annual membership dues. This category is awarded for outstanding service to chiropractic and the COUNCIL (Amended 12-92).

STUDENT- Any student attending a Chiropractic Institution Accredited or seeking Accreditation, may become a Member of this Council and shall pay Student Membership fee as fixed by the BOARD (as of March 2001, student membership is now free as per the BOARD). A Student Member shall be entitled to admission to District Meetings and permitted a voice. Student Members are not permitted a vote nor are they permitted to hold office on any level.

CHIROPRACTIC ASSISTANT- Any person, not a doctor of chiropractic or student, that is employed by a doctor of chiropractic to assist in the daily care of chiropractic patients may become a member of the COUNCIL and shall pay a CA Membership fee as fixed by the BOARD (as of March 2001, CA Membership is now free). A CA Member shall be entitled to admission to District Meetings and permitted a voice but no vote. They may be granted additional responsibilities within the district by the district officers

and members (Amended January 1994).

Section 3-ADMISSION OF MEMBERS

All applications for membership shall be made on a form approved by the Board and shall be delivered to the COUNCIL office accompanied by an application fee (in the amount determined from time to time by the BOARD) and by dues for one year, where applicable. All applications shall be presented to the EXO for action. Upon approval by the affirmative vote of the majority of the members of the EXO, a proposed Member shall become a member of the COUNCIL. Once a Member of the COUNCIL, the Member is permitted to affiliate with either the DC that encompasses their primary office or their domicile. Any decision On membership eligibility or status made by the EXO may be appealed to the BOARD and any decision on eligibility or status made by the BOARD shall be binding and without recourse.

Section 4-DISQUALIFICATION AND REMOVAL OF MEMBERS

If any person being a Member of the COUNCIL shall at any time be guilty of an act prejudicial to the Council, or to the purposes for which it is formed, such person shall be notified to appear personally before the EXO at a designated time not less than thirty (30) days After such notification and at such time be given a hearing. By a unanimous vote of all of the members of the EXO at the meeting, the membership of such person in the COUNCIL may be terminated, provided, further, that such person, upon written application for review by the BOARD, made within ten (10) days after the decision of the EXO, may be reinstated to membership by vote of a majority of the members of the BOARD present at a meeting duly and validly called.

Any Member who ceases to fulfill the membership qualifications for the category of membership for which the qualified (e.g., loss of license to practice chiropractic in the State of New York), shall immediately notify the EXO of their disqualification. Any Member who shall become disqualified shall immediately lose privileges for the category of membership for which they previously qualified, but they may remain in a different category of membership for which they may qualify if the EXO so determines.

Any Member who has not paid their membership dues, or any assessments, within the time period or periods specified by the BOARD, shall be considered delinquent and their membership shall be terminated (Amended by vote October 1994). In cases of hardship, the EXO shall have the power to adjudicate a just and reasonable settlement of each such individual case.

ARTICE V-RIGHTS AND DUTIES OF ACTIVE MEMBERS

Section 1-VOTING RIGHTS

Each active Member will be entitled to one vote on each matter submitted to a vote of the members.

Section 2-DUES

Each Member will pay the amount of annual dues and assessments, if any, as established by the BOARD. Dues and assessments shall be payable within the time periods specified in the By-Laws.

Section 3-DUTIES

Each Member shall comply with the Constitution and By-Laws of the COUNCIL and any rules, regulations and resolutions which are adapted pursuant to or in accord with such Constitution and By-Laws. Each Member shall use their best efforts to further the objects and purposes of the COUNCIL.

ARTICLE VI-INITIATIVE, REFERENDUM AND RECALL

Section 1-INITIATIVE

Twenty percent (20%) of the active members, or 5 BOARD Members, may at any time initiate an Amendment or Amendments to the Constitution. The matter so initiated shall be submitted in writing to the RC, signed by the initiators, at least 60 days prior to the Annual Meeting. Every question to be voted on shall be stated separately, and the object to be attained may also be stated without argument.

Section 2-REFERENDUM

It shall be the duty of the EXO to submit to the members every measure so initiated, at least 30 (30) days prior to the first day of the Annual Meeting.

Section 3-MANNER OF SUBMISSION

Within 30 (30) days after the expiration of the time for filing the Amendment, or Amendments, and at least thirty (30) days prior to the Annual Meeting, the EXO shall mail to each Member a ballot containing the matter to be voted upon, together with the Amendment, or Amendments thereto, if any, written instructions in regard to the manner of voting. The time when the vote shall close shall also be stated. The EXO shall also enclose to each Member an envelope in which to return the vote. Every Amendment proposed shall state how the original subject, as amended, shall read.

Section 4-BALLOTING

Voting under this Article shall be by secret ballot. To this end, the voter shall write their name and address on the left-hand margin of the envelope wherein the ballot is enclosed, and mail same to the EXO.

Section 5-CANVASSING VOTE

When the ballot is enclosed, the vote shall be canvassed by the EXO and three (3) members of the Board. The EXO shall indicate on each envelope whether the voter is a Member in good standing or not, and if not, the vote shall be rejected.

Section 6-COUNTING VOTES

Before the envelopes containing ballots are opened, same shall be placed face downward, on a table, so that the names of the voters can not be seen by the canvassers.

Section 7-RESULTS OF VOTE

A two-thirds (2/3) vote of the legal votes cast shall be required to decide the issue.

Section 8-CLOSING VOTE

Balloting shall be deemed closed thirty (30) days after the ballots have been mailed to the members entitled to vote.

Section 9-ANNOUNCING THE VOTE

The results of the ballot shall be announced to the membership at the Annual Meeting and printed in the first newsletter to follow.

Section 10-PRESERVING THE VOTE

All ballots, envelopes and tally sheets shall be preserved for ninety (90) days.

Section 11-RECALL

Any EXO or Member of the BOARD may be recalled in the manner provided in this article. Said officer or Member of the BOARD shall be given reasonable notice of the proceedings and have an opportunity to answer. The EXO acting together may, by majority vote, temporarily suspend any officer, pending recall. If the person in question is a Member of the EXO, the President shall temporarily fill that position in the EXO. The question of recall shall then be submitted to the membership in the manner provided in sections 3 through 10 inclusive of this Article. A two-thirds (2/3) vote shall be required to recall an officer or a Member of the BOARD.

ARTICLE VII APPLICATIONS

Section 1-MEMBERSHIP APPLICATIONS

Application for membership, when signed, accepted and filed with the EXO in accordance with procedures or By-Laws established by the BOARD, together with this Constitution, and Amendments, shall constitute the contract between the COUNCIL and the Member.

ARTICLE VIII ASSESSMENTS

Section 1-ASSESSMENTS

The BOARD shall levy such assessments against the active members of the COUNCIL as are necessary to carry on the business of or to provide a safe reserve for the COUNCIL.

ARTICLE IX EMERGENCY RESERVE FUND

Section 1-RESERVE FUND

The EXO shall deposit in a special account a portion of all assessments received to provide an Emergency Reserve Fund which shall not be used for any purposes, except by authority of the BOARD. Said portion shall be in an amount equal to a percentage to be determined by the BOARD annually.

ARTICLE X MEMBERS IN ARREARS

Section 1-ARREARS

Any member failing to pay an assessment within thirty (30) days after notice shall be deemed to be in arrears and thereby stand suspended.

Section 2-REINSTATEMENT

(Amended by vote October 1994)

Section 3-APPLICATION FOR REINSTATEMENT

A former member, having been suspended for non-payment of dues for more than one (1) year, must file with the EXO a written application for reinstatement.

ARTICLE XI MEETINGS

Section 1-ANNUAL MEETING

An annual meeting of the COUNCIL shall be held each calendar year in the Fall. The date and place is to be determined by the BOARD. The membership shall be notified of such meeting at least thirty (30) days prior to the date established by the BOARD.

Section 2-EXECUTIVE OFFICER AND BOARD OF DISTRICT COUNCIL MEETINGS

The annual meeting of the EXB and the BOARD shall commence one or more days prior to the Annual Meeting of the General Membership. The election of members of the EXB by the BOARD shall be done at the end of their meeting and announced at the General Membership Meeting along with any other referendum votes. The BOARD shall meet a minimum of four (4) quarterly meetings throughout the year, or as often as is determined by the BOARD to be necessary to efficiently carry out the business of the COUNCIL.

Section 3-SPECIAL MEETINGS

Special Meetings of the BOARD by telephone conference or other electronic facility may be called by the President upon no less than two (2) full day's notice in writing or by verbal communication. A determination as to the telephone presence of a quorum holding such meeting shall be binding.

Section 4-LOCATION OF MEETINGS

The location for all meetings of the COUNCIL shall be determined by the BOARD.

Section 5-VOTING RIGHTS

Each Member shall have one (1) vote in the election of Officers and on all questions submitted at any meeting of the COUNCIL or DC's.

ARTICLE XII AUXILIARY COUNCIL

Section 1-STRUCTURE

The COUNCIL shall have an Auxiliary Council, which shall function, by its own Constitution and By-Laws which shall not conflict with the Constitution and By-Laws of the COUNCIL nor exceed policies thereof. In any and all events, the Auxiliary Council shall take no action without the prior approval of the majority of the BOARD. At the discretion of the EXO, they may render a report on the activities of the Auxiliary Council at any meeting of the BOARD (amended 12-91)

ARTICLE XIII CORPORATE STATUS

Section 1-VOTING ON CORPORATE STATUS

Members shall vote in all matters pertaining to the corporate status by secret mail ballot described in Article VI. Matters pertaining to, but not limited to, merger or consolidation with another corporation or association, shall be decided on by a positive vote of three-quarter (3/4) of the Members in good standing.

ARTICLE XIV PARLIAMENTARY RULES

Section 1-RULES

Robert's Rules of Order, except where in conflict with this Constitution, shall govern the proceedings at all meetings of the EXB, the BOARD and DC's.