

By-Laws Of

The



**Adopted by the Association of New Jersey Chiropractors State
Board of Directors on**

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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 & Mission

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. The ANJC’s mission is to improve the health of patients, families and communities by promoting high standards of professionalism and patient care through chiropractic methods, education, advocacy and accountability. The ANJC and its member doctors are committed to providing healthcare that is: i) Equitable to all people; ii) Centered on the whole person within the context of family and community; iii) Based on science, technology, and best available evidence and research; iv) Supported by lifelong professional learning; and v) Grounded in respect and compassion for each individual.

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 county of residence 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 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.

Section 2.2: General Membership & Dues

A. Dues in General. Dues for A.N.J.C. general membership 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, out-of-state chiropractors,

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. Reinstatement shall be implemented through Policy adopted pursuant to these Bylaws.

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 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 A.N.J.C. State Board in person meeting, the hearing will be performed at the next following regularly scheduled in person A.N.J.C. 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 or 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 super majority (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 super majority (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 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 super majority (2/3) 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 super majority (2/3) 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 A.N.J.C. Policy 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.

Section 2.8: Handling of Member Violations and Complaints

Filing of Complaints:

Any member of the A.N.J.C. who wishes to file a complaint regarding a violation of the association's bylaws, policies, or procedures, or conduct contrary to the best interests of the association, shall submit the complaint to the Immediate Past President.

The Immediate Past President shall serve as the conduit for all such complaints, ensuring proper submission and forwarding the complaint to the full A.N.J.C. State Board for review and action.

Review of Complaints by the Board:

All complaints regarding member violations shall be reviewed and addressed by the full State Board of Directors.

The State Board shall investigate the complaint and may request further information or clarification from the member filing the complaint or the member in question. The Immediate Past President can create an ad-hoc committee to conduct any necessary investigation with A.N.J.C. state board approval.

The Board may schedule a hearing if deemed necessary to fully investigate the complaint.

Board Action on Violations:

Upon completion of the investigation, the State Board shall vote on any action to be taken. Actions may include, but are not limited to, warnings, suspensions, expulsions, or other disciplinary measures as outlined in these bylaws.

Decisions shall be made by a simple majority vote of the State Board unless otherwise specified by these bylaws.

Transparency and Record Keeping:

The Immediate Past President shall ensure that all complaints and actions taken by the Board are documented and recorded in the official minutes of the State Board meetings.

Appeals Process:

Any member who is the subject of disciplinary action may appeal the decision to the State Board in writing. The appeal will be considered by the full Board at the next scheduled meeting, and the Board's decision on the appeal will be final.

ARTICLE III: A.N.J.C. 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 fifteen (15) elected members, three (3) from each of the four (4) Regions and three (3) At-Large Directors. 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. No State Director shall serve more than two terms consecutively unless waived by vote of the A.N.J.C. State Board. An initial waiver shall require a simple majority vote. Any subsequent waiver shall require a super-majority (2/3) vote of the A.N.J.C. State Board. A State Director appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year, regardless of whether the unexpired term precedes or follows an elected term.

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.

Directors 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 Director. In addition, all A.N.J.C. State Board Directors shall recuse themselves from any vote in which he or she has a conflict of interest. All A.N.J.C. State Board Directors, 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 A.N.J.C. State Board Directors 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.

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 Regional Search Committee (established in Section 7.1).. 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 [Deleted]

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, Secretary and Treasurer, none of whom shall receive compensation.. The President and First Vice-President shall not serve for more than two (2) consecutive terms unless waived by vote of the A.N.J.C. State Board. An initial waiver shall require a simple majority vote. Any subsequent waiver shall require a super-majority (2/3) vote of the State Board. The Officers shall be appointed by simple majority vote of the ANJC State Board of Directors. The Vice President shall be automatically nominated to the position of President in the next election cycle unless voted to the contrary by super majority (2/3) vote of the A.N.J.C. State Board of Directors. 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 the 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 select a chairperson for each committee, with approval of the A.N.J.C. State Board by a simple majority vote. The President's elected term shall be two (2) years. The President shall not serve more than two (2) consecutive terms. The president is required to also be a voting member of the A.N.J.C. State Board of Directors. In the event a president loses his or her position on the A.N.J.C. State Board of Directors, he or she will continue to serve in the office of president but without voting rights. Upon completion of his or her term of office, the A.N.J.C. President will become the Immediate Past President.

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 is required to be a voting member of the A.N.J.C. Board of Directors. The Vice President is elected to a term of two (2) years.

Section 4.7: Secretary.

The Secretary shall be a voting Director of the ANJC State Board and 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.

Section 4.8: Treasurer.

The Treasurer shall be a voting Director of the ANJC State Board and 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 shall follow best practices related to separation of duties in a non-profit organization as advised by the ANJC Accountant and/or Executive Committee and disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements. This shall be further detailed in ANJC Policy. 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.

Section 4.9: Executive Committee.

The members of the A.N.J.C. Executive Committee shall be composed of the President, First Vice-President, Treasurer, and Secretary. 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 and Immediate Past President shall also be non-voting *ex-officio* members 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 A.N.J.C. State Board of Directors.

Section 4.10: Vacancies of Office.

If a vacancy occurs in the office of the President, the Vice-President shall immediately fill the vacancy. A vacancy occurring in the offices of Vice-President, Secretary, and Treasurer shall be filled by appointment of the President with the approval of a super majority vote by the A.N.J.C. 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 Violation of By-Laws.* Any Director of the A.N.J.C. State 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 and/or A.N.J.C. Officer position by a two-thirds vote, with a minimum of ten (10) votes of the remaining A.N.J.C. State Board.

B. *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 5.3: 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.

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 pursuant to a written job description promulgated by the ANJC State Board, as amended from time to time.

B. The Executive Director shall employ and may terminate the employment of members of the A.N.J.C. Headquarters staff, consultants, and contractors, 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, consultants, and/or contractors, 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.

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 Search Committee consisting of a Chairperson / President and Board Directors. The duties of the Regional Search Committee shall include but not be limited to nominating members for election to the A.N.J.C. State Board of Directors, filling vacancies as detailed in these Bylaws, and preparing members for committee positions and future nominations. Additional Regional duties may be implemented in ANJC Policy adopted pursuant to the terms of these Bylaws.

B. Four geographic Regions shall be created based on counties of residence set forth in Section 7.1(D) below. Regional Board positions shall consist of members from its specific counties as listed in Section 7.1 (B) below. The four A.N.J.C. Regions will be composed of geographic counties as follows:

Region Name/ Counties Included

Northeast	Bergen, Essex, Hudson
Northwest	Morris, Passaic, Sussex, Union, Warren
Central	Hunterdon, Somerset, Mercer, Middlesex, Monmouth
Southern	Burlington, Ocean, Camden, Atlantic, Cape May, Cumberland, Salem, Gloucester

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: Use of At-Large Members by Regions

At-Large Member Representation:

Each region of the A.N.J.C. is permitted to utilize at-large members for representation on the State Board, subject to the following conditions.

Approval for First At-Large Member:

When a region seeks to designate one at-large member for representation, the A.N.J.C. State Board must pre-approve the appointment by a simple majority vote of the State Board of Directors.

Approval for Second At-Large Member:

When a region seeks to designate a second at-large member, the A.N.J.C. State Board must pre-approve the appointment by a super majority vote (two-thirds) of the State Board of Directors.

Limitation on At-Large Representation:

No region shall be permitted to have all three at-large member positions. At no time shall a region be represented by more than two at-large members on the State Board.

ARTICLE VIII: ELECTIONS OF DIRECTORS, OFFICERS

Section 8.1: In General.

The A.N.J.C. shall hold general membership elections for the positions of President and First Vice-President.

Section 8.2: Election of A.N.J.C. State Board of Directors & Officers

A. Minimum Requirements for A.N.J.C. State Board & Officer Candidates

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

- (a) The candidate must have a New Jersey license to practice chiropractic in good standing;
- (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 active practice of chiropractic as further defined by the A.N.J.C. State Board and detailed in A.N.J.C. policy unless waived by a simple majority vote of the A.N.J.C. State Board;

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 & Officers shall be selected by a search committee appointed by the ANJC President consisting of the Immediate Past President and Four State Directors appointed by President. At least two (2) of the Directors appointed to the search committee must be from separate A.N.J.C. regions. This shall be the primary method of nomination. The nominees recommended by the search committee shall be approved by a simple majority vote of the search committee members.

C. A.N.J.C. Board Nominations by Petition. Candidates for A.N.J.C. Board Directors may also be nominated and placed on the ballot by a petition signed by any fifteen (15) A.N.J.C. general members in good standing from the same region the candidate represents. 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. from the potential candidates region, 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.

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) of the fifteen (15) total Directors. Each Director 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 Directors present shall be required to carry any motion or resolution.

Section 9.3: Super Majority Voting.

A. A 2/3 vote (i.e. ten (10) votes of the eligible fifteen (15) voting board Directors) 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. The A.N.J.C. State Board reserves the right to overturn, modify, or otherwise change any action by an A.N.J.C. Officer, Director, employee, contractor, or the like by a 2/3 super majority vote at any time in its sole discretion.

B. A 2/3 vote of the A.N.J.C. 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 Directors 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: A.N.J.C. 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. 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 then Immediate Past 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 and A.N.J.C. State Board of Directors.

Section 10.2: Notice of Meetings.

A. The A.N.J.C. State Board meetings schedule shall be determined by the President and Executive Director and provided and forwarded to all State Board Directors and all parties directly involved by the Executive Director.

Section 10.3: Electronic Meetings.

The A.N.J.C. State Board shall be empowered to hold meetings by an electronic meeting platform of its choosing and shall create special rules of order governing electronic meetings when necessary. The A.N.J.C. State Board shall have the power to authorize the use of electronic meeting platforms for all committees.

ARTICLE XI: COMMITTEES

Section 11.1 Establishment of Committees.

The A.N.J.C. President 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. President. The Chairperson of each committee shall submit a list of committee candidates for A.N.J.C. President approval.

Section 11.2 Standing Committees.

- A. All Standing committees shall have a chairperson duly appointed by the ANJC President.
- B. The Chairperson is empowered to schedule meetings, set agendas, and create a budget.
- C. The following is a list of all standing committees:
 - a. Legal
 - b. Insurance
 - c. Legislative
 - d. Finance
 - e. Membership
 - f. Continuing Education
 - g. Association Development
 - h. Board Governance

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 at his or her discretion. The State Board may reject or modify any such appointment(s) by simple majority vote.
- B. An Ad Hoc committees shall have a chairperson duly appointed by the ANJC President.
- C. The Chairperson is empowered to schedule meetings, set agendas, and perform other necessary tasks.

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. The current by-laws, proposed by-laws, and an executive summary will be presented to the membership for review. Following the thirty (30) day comment period, all comments will be presented to the A.N.J.C. 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 A.N.J.C. 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: Dissolution.

Dissolution of the A.N.J.C. may occur only upon: 1) the super majority (2/3) vote of A.N.J.C. State Board of Director members; or 2) by order of a court of competent jurisdiction.

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 14.2: Fiscal Year.

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

Section 14.3: Integration Clause.

Upon the approval of these By-Laws, as amended, all other prior documents and/or oral agreements, representations, and/or understandings, 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}