

**Bylaws of The Society of Chiropractic Orthospinology, Inc.**  
**501(c)(3)**  
**Amended March 2021**

Mission: The Society of Chiropractic Orthospinology, Inc. will promote quality upper cervical chiropractic through institutional education of the Orthospinology procedure, public awareness, and the conducting or support of research.

**1. CORPORATION**

- 1.1. Name – The name of the corporation shall be The Society of Chiropractic Orthospinology, Inc. (hereafter referred to as “The Society”).
- 1.2. Principal Office – The principal office or place of business is located in the state of Georgia.
- 1.3. Purpose – The purpose of The Society is limited to those purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall be further limited to providing charitable, scientific, educational and related community activities exclusively for the benefit of The Society.
- 1.4. Non-Discrimination – There shall be no discrimination between males and females in applying the provisions of these Bylaws. The Society shall not in its policies, activities, or operations discriminate in violation of any state or federal law on account of a person's sex, race, color, creed or national origin.

**2. MEMBERSHIP**

- 2.1. Members – The Society will have five (5) classes of memberships and shall consist of the following: BCCO, DC member, Student member, Lifetime member and Affiliate member. All members will have rights and privileges in accordance with The Society’s Bylaws that are outlined in sections 2.1.1-2.1.5.
  - 2.1.1. Board Certified Chiropractic Orthospinology Member (BCCO - not to be confused with post-nominal letters) – BCCO members shall be persons who demonstrate an interest in furthering the mission, vision, and purpose of The Society. To be eligible for BCCO Membership, applicants must have a doctoral degree of chiropractic from a nationally accredited institution, and are to be an “Advanced Graduate of The Society of Chiropractic Orthospinology”, in accordance with current curriculum standards and guidelines. The applicant must be in good standing with their respective state boards. Prospective BCCO Members will provide application documentation and criteria in accordance with current policy, procedures and standards of practice guidelines.
    - 2.1.1.1. BCCO Voting Rights – BCCO members shall be entitled to one vote each on all matters presented for a vote at the Annual Meeting of The Society. Any member, not present in person at a meeting of members may be represented by proxy. Voting must be in person or by proxy at the Annual Meeting. All proxies shall be in writing in the form listed in this section and shall be filed with the Secretary of The Society before or at the time of meeting. No proxy shall be valid after six (6) months from the date of its execution.
      - 2.1.1.1.1. Proxy Statement – It shall be known that the undersigned member of The Society of Chiropractic Orthospinology, Inc., does hereby name, constitute and appoint \_\_\_\_\_ as one’s true and lawful attorney-in-fact for the undersigned and in one’s name, place and stead to appear and vote at the meeting of members of The Society to be held on the \_ day of \_\_\_\_\_, \_\_\_\_\_, and at adjournment or adjournments of said meeting, on any question or matter lawfully to come before said meeting as fully as the undersigned would do if personally present at said meeting or adjournments thereof.

Dated Member: \_\_\_\_\_ Member: \_\_\_\_\_

- 2.1.2. DC Members – DC members shall be persons who demonstrate an interest in furthering the mission, vision, and purpose of The Society. Applicants must have a doctoral degree in chiropractic from a regionally accredited institution and are not a board-certified Chiropractic Orthospinologist to be eligible for DC Membership. The applicant must be in good standing with their respective state boards. Prospective DC Members will provide application documentation and criteria in accordance with current policy and procedures.
  - 2.1.2.1. DC Member Voting Rights – DC members who have been a good standing member for a minimum of (2) years with the completion of the Basic 1 and Basic 2 coursework shall be entitled to one vote each on all matters presented for a vote at the Annual Meeting of The Society. Any member, not present in person at a meeting of members may be represented by proxy. Voting must be in person or by proxy at the Annual Meeting. All proxies shall be in writing in the form listed in section 2.1.1.1.1. and shall be filed with the Secretary of The Society before or at the time of meeting. No proxy shall be valid after six (6) months from the date of its execution.
- 2.1.3. Student Members – Student members shall be persons who demonstrate an interest in furthering the mission, vision, and purpose of The Society. Student members can be classified in one of two sub-categories: DC Student member or Graduate/Undergraduate Student member.
  - 2.1.3.1. DC Student members are students who are enrolled, full time or part time, in an accredited university or chiropractic degree program. DC Student membership will terminate upon receipt of doctoral degree in chiropractic, at which point the student becomes eligible for DC membership. Newly graduated DC Members pursuing BCCO status, or entering into a mentorship, associateship, or IC position under a current BCCO member or DC member, will receive student pricing for dues, registrations, products, and services, and other student benefits for up to 1-year post-graduation or as determined by the Board of Directors.
  - 2.1.3.2. Graduate/Undergraduate Student Members are students who are enrolled full time or part time, in an accredited university degree program. The Graduate/Undergraduate membership will terminate upon matriculation into the doctorate of chiropractic or PhD program.
- 2.1.4. Lifetime Members
  - 2.1.4.1. Dues – \$5000
  - 2.1.4.2. Benefits: Recognition of lifetime members in the annual newsletter and annual symposium, 50% off any orthospinology related event, Lifetime Membership name tag,
- 2.1.5. Affiliate Member - An affiliate member is one who holds a master's degree or higher from a regionally accredited institution of higher learning and has an active professional interest in any relevant anatomy, physiology, spine, neuroscience, pain science, biomechanics or engineering subject.
- 2.2. Dues – Annual membership dues will be re-assessed and determined by a simple majority vote of the Board of Directors every even year at the Annual Meeting.
- 2.3. Application for Membership – Applicants for membership shall submit an application to The Society in compliance with the current policy established by the Board of Directors. The applicant may be subject to an application fee established by the Board of Directors. The Board of Directors shall have ultimate authority for granting membership.
- 2.4. Termination of Membership
  - 2.4.1. Members whose dues are delinquent shall be notified by a representative of the Society no later than 30 days after delinquency. If the dues remain delinquent 30 days after such notification, membership benefits shall be suspended and at some time thereafter, terminated by staff pursuant to Board-approved policy. An individual whose membership has been terminated may apply for membership by following the procedures set forth in section 2.3. The Board of Directors may assess a fee for reinstatement.
  - 2.4.2. Any member may submit a resignation from The Society, in writing, to the Secretary, to be presented to the Board of Directors. The member shall cease to be a member of The Society as of the date such resignation is submitted. Dues paid are not refundable.
- 2.5. Termination of Membership by Board of Directors – The Board of Directors may terminate the membership of any member of The Society who no longer meets membership requirements as defined in sections 2.1.1-2.1.5 or who is found to be in violation of The Society's Code of Ethics under the current rules of order. Additionally, a member may be terminated if his or her license to practice chiropractic has been revoked or suspended or if they have been found to be in violation or any federal, state, local, or other

applicable law, rule, or regulation relating to the practice of chiropractic. A member who has his or her membership terminated may file an appeal with the Board of Directors and will be provided due process.

### 3. GOVERNANCE

- 3.1. Board of Directors – The policies, property, and affairs of The Society shall be governed by a Board of Directors under the provisions of the laws of the state of incorporation governing nonprofit associations. The Board of Directors shall initiate and establish the policies governing The Society and shall be responsible to the membership for the strategic direction of association. The Board of Directors shall carry out their duties as defined in sections
  - 3.1.1. General Duties – A position on the Board of Directors for The Society is a serious and important undertaking. All functions of The Society are performed by staff and volunteers, under the direction and control of the Board of Directors for The Society. The Society Board of Directors provides guidance which will determine the success or failure of The Society's efforts. By accepting a position on the Board of Directors, you are obligated to support the objectives of The Society with time, talent, and financial resources. This obligation specifically includes the development of a thorough knowledge of the Foundation's mission, goals and objectives as well as the policies, plans and programs developed for their accomplishment and the responsibilities of serving as a Director on the Board. Each Director is encouraged to make The Society a significant priority in their personal and corporate giving opportunities. An annual financial gift is not required but is strongly encouraged. In addition to its other assigned duties, the Board of Directors shall:
    - 3.1.1.1. Grant membership to those applicants whose qualifications, in the board's judgement, meet the requirements specified in Article II;
    - 3.1.1.2. Establish boards, committees, and task forces or other entities, as necessary, to guide and assist The Society in its mission and;
    - 3.1.1.3. Transact all such other business in the interest of the membership that may from time to time come before the board.
  - 3.1.2 Professional Affiliation - All Board Members shall be members in good standing of the Council on Upper Cervical Care of the International Chiropractic Association (ICA).
- 3.2. Composition – The Board of Directors shall be composed of the president, president-elect, immediate past president, secretary, treasurer and 5-12 members of the Executive Committee. Each of the members of the Board of Directors shall have the power to vote on issues to be decided by the Board of Directors and to attend to the daily, monthly, or annual administrative and financial affairs to the Society.
  - 3.2.1. Executive Board – For purposes of continuity and mentoring of presidential leadership, an Executive Board shall be established for the president, immediate past president, president-elect, secretary and treasurer. The purpose of the Executive Board is to maintain consistent communication and to streamline agendas for the Board of Directors regularly scheduled meetings. The Executive Board has no voting rights or power to act for the board except at the advice of legal counsel regarding matters of employment.
    - 3.2.1.1. President – The President shall serve for one (2)-year term as President of The Society and shall serve as chair of the Board of Directors. The President shall serve a one (2)-year term as president-elect before assuming the office of president and a one (2)-year term as immediate past president upon completion of the term of office as president. The President shall serve as the official spokesperson for The Society and represent The Society's interactions with other organizations and the public. A former President may be eligible for reelection to the Board of Directors after completion of his or her (2)-year term of immediate past presidency.
    - 3.2.1.2. President-Elect – The President-Elect shall serve one (2)-year term as president-elect for The Society. The president-elect shall assist the president, and perform the duties and responsibilities of the president if the office is vacated or the president absent. Two candidates for President-Elect shall be nominated by the Nominations Committee from among BCCOs in good standing. Upon the expiration of the term of the president-elect, that officer shall succeed to the office of The Society president. Should the election of the President-Elect result in a vacancy on the current board, that vacancy should be filled through the members-at-large election process.
    - 3.2.1.3. Immediate Past President – The President shall, upon completion of term of office, automatically become Immediate Past President for one (2)-year term. The Immediate Past

- President shall serve as chair of the Nominations Committee and assistant to the President in matters as delegated.
- 3.2.1.4. Secretary – Secretary shall serve on the executive board and shall be nominated by the President and elected by the Board of Directors. In the role of Secretary, the Secretary shall keep or cause to be kept all records of the board, required by law or board policy, including bylaws, policies and procedures, minutes, and meeting notifications. The secretary shall serve a renewable one (1)-year term in such office.
  - 3.2.1.5. Treasurer – Treasurer shall serve on the executive board and shall be nominated by the President and elected by the Board of Directors. In the role as Treasurer, the Treasurer shall render or cause to be rendered direction, management, and communication relating to the finances and investments of The Society. In the role of Treasurer, the Treasurer shall keep or cause to be kept all records of the board, required by law or board policy, including bylaws, policies and procedures, minutes, and meeting notifications. The treasurer shall serve a renewable one (1)-year term in such office.
  - 3.2.2. Executive Committee – 5 - 12 Executive Committee (E-Committee) members shall serve on the Board of Directors and will be split into (4) sub-divisions; The Standards and Practices Committee, The Research and Development Committee, The Curriculum Committee and The Public Relations and Membership Committee. Each committee will have an appointed “Chairperson” for each that will be nominated by the President and approved by majority vote through the Board of Directors. A call for nominations will be sent to the general membership, and any eligible BCCO or DC member may be nominated for an executive committee seat. Candidates for the executive committee shall be reviewed by and elected/voted upon by the Executive Board. An executive committee member may run for reelection following the completion of their term.
    - 3.2.2.1. Standards and Practices Committee – The Standards and Guidelines Committee shall be composed of a minimum (1) to a maximum of (4) BCCO or DC members who have been in good standing/practice for 3 years or more. The Standards and Practices committee will be in charge of developing and constantly evaluating and improving upon our current standards of practice for The Society. The Standards and Practices Committee will also be in charge of audits and monitoring the expected professional behavior and clinical practice of BCCO’s, DC and student members.
    - 3.2.2.2. Research and Development Committee – The Research and Development Committee shall be composed of a minimum (1) to a maximum of (4) BCCO or DC members and shall be responsible for generating and facilitating opportunities for BCCOs, DC and Student members to participate in basic or applied research activities.
    - 3.2.2.3. Curriculum Committee– The Curriculum Committee shall be composed of a minimum (1) to a maximum of (4) BCCO or DC members and are responsible for designing, managing and continually updating The Society’s curriculum to ensure that doctors receive the most effective and relevant teachings for their practice. The curriculum must be consistent with The Society’s values, mission, and vision and compliant with the most recent version of The Society’s Standards of Practice. The Curriculum Committee shall review and evaluate current curriculum coursework and offerings and determine future curriculum development while making recommendations for improvements where necessary.
    - 3.2.2.4. Public Relations & Membership Committee – The Public Relations & Membership Board shall be composed of a minimum (1) to a maximum of (4) BCCO or DC members and are to be responsible for special events including, but not limited to, the Annual Symposium.
    - 3.2.2.5. Executive Council/Task Forces – Executive Committee members are encouraged to form an Executive Council or Task Force, for their specific committee, in order to help achieve objectives more effectively and in a shorter time frame. The Executive Council members must be selected by the Executive Committee and must be presented to the Board of Directors for a majority vote.
  - 3.3. Resignation – Any appointed position on the Board of Directors may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors, or by giving written notice to the Secretary of The Society. Such resignation shall take effect at the time specified therefore and the acceptance of such resignation shall not be necessary to make it effective.
  - 3.4. Vacancy – In the event that an Executive Committee position becomes vacant, the Board of Directors shall appoint the candidate with the next highest vote count from the most recent election to complete any

remaining term. The newly appointed board member shall serve until the end of his or her predecessor's term and may be elected to serve a regular full term, at that time. In the event of vacancy in the secretary or treasurer position, the president shall have the power to appoint a successor from among the executive board. In the event of a vacancy in the position of president-elect, a special election will be called by the Executive Board.

- 3.5. Removal – Any member of the Board of Directors may initiate the procedure for the removal of another member of the Board for causes defined below. This motion can be made at any convened meeting by the Board of Directors or Executive Board. Presented evidence must be sufficient to show that the defending board member be removed for “cause”. “Cause” shall be defined as follows:
  - 3.5.1. A Board Member breach of any material duty, or obligation under The Society's Articles of Incorporation, Bylaws, or policies;
  - 3.5.2. A Board Member willfully or recklessly engages in misconduct that causes material harm to The Society;
  - 3.5.3. A Board member has been absent from three (3) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors.

#### **4. NOMINATIONS AND ELECTIONS**

- 4.1. Nominations Committee – The Nominations Committee shall be chaired by the immediate past president and consist of (1) Board of Director member from each E-Committee division, and (4) BCCO or DC members in good standing. The nominations committee shall be broadly representative of membership and demonstrate a range of geographic distribution and years in practice. Members of the Nominations Committee shall be elected by and approved by the Board of Directors.
- 4.2. Nominations – A call for nominations for three (3) E-Committee positions and one (1) president-elect position will be sent to The Society's membership every two (2) years through mail in ballots and electronic notifications. A slate of eligible candidates for the Executive Committee and President-Elect positions will be presented to The Board of Directors by the Nominations committee for consideration and approval. A minimum of two (2) nominees per vacancy must be presented.
- 4.3. Elections: Executive Committee – The name, history of practice, CV or resume, shall be made available to the membership prior to election. All eligible voting shall be performed using the elected method specified in the notice. The method specified must be reasonable to the members. The candidates receiving the most votes within the time frame specified in the notice shall be awarded the positions of executive committee members.
- 4.4. Elections: President – Elect The name, history of practice, CV or resume, shall be made available to the membership prior to election. All eligible voting shall be performed using the elected method specified in the notice. The method specified must be reasonable and accessible to all members. The candidate receiving the most votes within the time frame specified in the notice shall be awarded the position of president-elect.

#### **5. MEETINGS**

- 5.1. General Membership (Annual Meeting) – The Society shall hold a meeting of the general membership at least once a year. At each annual meeting, members shall be informed of significant actions taken by the Board of Directors since the last annual meeting. The Society shall notify its members of the annual meeting in writing (electronic or hard copy), no fewer than ten (10) days or more than sixty (60) days prior to such meeting. The specific place and time for such a meeting will be set by the Board of Directors.
- 5.2. Board of Directors (Annual Meeting) – The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting with general membership, the Board of Directors shall conduct this meeting for the purpose of electing officers and for the transaction of such other business as may come before the Board. The Annual Meeting shall be in a place and at a time specified in the notice of said meeting.
  - 5.2.1. Attendance at Board of Directors Annual Meeting – Attendance at the Board of Directors Annual Meeting shall be in accordance with policies and procedures set forth in The Society's Bylaws sections 5.3.1-5.3.1.2.

- 5.3. Board of Directors (Regular Meetings) – No fewer than ten (10) meetings of the Board of Directors shall be held each year, one at the annual symposium and the other nine (9), including virtual and remote meetings, at times and places deemed appropriate by the Board of Directors. Additional meetings may be held at other times if requested by the president or at least seven members of the board. These meetings shall provide at least a fourteen (14) day notice in writing, electronic or hard copy.
  - 5.3.1. Attendance at Board of Directors Meetings –Attendance at the Board of Directors meeting will include the President, Immediate Past President, President-Elect, and all duly elected or appointed members of the Executive Committee. Additionally, any other Society staff, as designated by the president, shall be in attendance for all or part of the meeting. Subject to the right of the board to move into closed (without public) or executive session (without staff or public), the routine business portion (committee reports, secretary/treasurer summary and president’s report), of the routine Board of Directors meeting will be open to members of The Society in good standing and are for observed educational purposes only as described in Section 5.2.1.1. Members in good standing may address the Board of Directors during the routine business portion of the meeting if said member has submitted the request as outlined in Section 5.3.1.2.
    - 5.3.1.1. Member Attendance – The business portion of the Board of Directors meeting is open to members in good standing for observation only. Members interested in attending all or part of the business portion of a regularly scheduled Board of Directors meeting shall notify the Secretary/Treasurer in writing a maximum of 30 days prior and a minimum of 14 days prior to the meeting.
    - 5.3.1.2. Members Connect – A Board Certified Chiropractic Orthospinologist in good standing may address the Board during the Members Connect portion of the board meeting agenda. A request to address the Board at a regularly scheduled Board of Directors meeting must be submitted to the President, in writing, a maximum of 30 days prior and a minimum of 14 days prior to the meeting. The request must be submitted via registered mail addressed to the President. The BCCO will be allowed five minutes to present. Members of the Board of Directors may ask clarifying questions during the member’s presentation; however, no immediate discussion or action from the Board of Directors will be taken at that time.
  - 5.3.2. Quorum – At any meeting of the Board of Directors, a simple majority of the Board of Directors then in office shall constitute a quorum for the transaction of business.
  - 5.3.3. The Minutes – Minutes of all meetings of the Board of Directors shall be recorded by the Secretary or whom the President or Secretary has delegated to, and are subject to correction at the next Board of Directors meeting. The minutes are to be kept and stored, where they may be inspected by any member. Minutes of all meetings shall be distributed to members of the Board of Directors in a timely manner.
- 5.4. Rules of Order – All meetings of The Society shall be governed by the rules contained in the current edition of *Robert’s Rules of Order* in all cases in which they are not inconsistent with the provisions of applicable Georgia law or The Society’s Certificate of Incorporation, Bylaws, Policies and Procedures, or Standards of Practice.

## **6. AMENDMENT OF BYLAWS**

- 6.1. The Bylaws of The Society may be altered, amended, or repealed and new Bylaws adopted, by two-thirds vote of the Board of Directors, after a 30-day waiting period for discussion and comment from The Society Membership. Suggested amendments to The Society Bylaws will be published to The Society website, and membership will be notified electronically of the posting. If an amendment is approved, the change will be posted on The Society website.

## **7. CONFLICTS OF INTEREST POLICY**

- 7.1. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.