

West Virginia Chiropractic Society

BY-LAWS

Article I

(Name)

The name of the corporation is the West Virginia Chiropractic Society, Inc. hereafter referred to as the society.

Article II

(Purpose)

The purpose or purposes for which this society has been formed and which it intends to accomplish are:

To serve as a representative membership organization of the chiropractic profession in West Virginia; to maintain the science of chiropractic as a separate and distinct healing arts profession; to protect in every way, not contrary to law, the science, art and philosophy and chiropractic and professional welfare of its members; to establish and maintain the standards of education, ethics and professional competency relationship within the chiropractic profession and with other professions, organizations, governmental agencies and groups; to establish in the public mind an understanding which will assure maximum recognition and acceptance of the profession, its programs and practices; and to do all things necessary and proper in the interests of the chiropractic profession and its members in carrying out the foregoing purposes.

Article III

(Membership)

SECTION A: QUALIFICATIONS

Applicants for membership in the society must be graduates of a full-time student of a chiropractic college or school recognized by the council on chiropractic education or its successor or that the applicant is holder of a degree of a doctor of chiropractic from a college of a foreign country that the board of directors determines is acceptable, be of good moral character and whose ethical standards are in conformance with those established by the society. Associate members must be of good moral character and whose ethical standards are in conformance with those established by the society.

Any person without respect to race, nationality, sex, age, or religious belief, who meets the above qualifications, is eligible for membership.

SECTION B: APPLICATION

Application for membership is made online or by forms provided by the society and accompanied with appropriate application fee. The application shall be reviewed by the Executive Director who may issue a temporary membership prior to submission of application to the board of directors. The board of directors approves all applications before full membership is granted. Full membership will be granted only after the applicant's name has been presented and approved by the Society's board of directors.

Financial delinquency to the society automatically disqualifies an applicant unless the board of directors determines otherwise.

The annual membership period will be a calendar year.

SECTION C: CLASSIFICATION

The membership of the society is divided into the following categories:

ACTIVE: Doctors of chiropractic actively engaged in West Virginia practice, meeting the qualifications for membership and desiring to be associated with its activities and objectives.

Active members have all the privileges and services available in the society.

RETIRED/NOT PRACTICING: Chiropractors who have retired from active practice or who are not currently practicing and who were members in good standing for at least ten years prior to retirement or inactive status. Retired/not practicing members have all the privileges of society membership except voting and hold elected office.

FACULTY: A Doctor of Chiropractic who is a full-time faculty member of an Accredited School of Chiropractic and meets all other standards of membership.

Faculty members have all the privileges of society membership except voting and holding elected offices.

ACTIVE MILITARY SERVICE MEMBER: A Doctor of Chiropractic on Active Duty in the United States Military and meets all other standards of membership.

Active Military members have all privileges and services available in the society.

STUDENT: Students of chiropractic enrolled in chiropractic colleges and interested in future society membership.

Student members have all the privileges of society membership except voting and holding elected offices.

HONORARY: A doctor of chiropractic or a lay person who has contributed some measure of note may be granted this membership.

As honorary member who is a doctor of chiropractic has all the privileges of society except voting and holding elected office. A lay person who is granted honorary membership has no society membership privileges.

ASSOCIATE/OUT OF STATE: Chiropractors whose primary practice is located out-of-state and meet the qualifications for membership and desire to be associated with the society can apply for associate/out of state membership with the society.

Member status will be granted, upon application and approval, to any individual who wishes to become associated with the society. Associate member status will be reviewed annually by the board of directors. Associate members have no voting privileges and cannot hold office.

SUPPLIER: Companies, suppliers, exhibitors, or others that meet the qualifications for membership and desire to be associated with the society can apply for a supplier membership with the society.

MASSAGE THERAPISTS: Anyone licensed to practice massage therapy under the West Virginia State Code (§30-37) and whose primary location of employment is located within the state can apply for a massage therapists membership with the society.

A massage therapists membership has all the privileges of the society except voting and holding elected office.

SECTION D: CANCELLATION

The board of directors reserves the right to cancel all rights of membership.

Thirty day notice of the intent to cancel membership and the reasons are sent by official mail to the last known address of the member.

The society may reprimand, suspend, or expel a member for violation of its code of ethics of charter or for an act which unfavorably affects the chiropractic profession or the reputation or interest of the society or its members.

A member who believes another is guilty of violation of the code of ethics or charter may make a written complaint to the board of directors at least thirty days before a regular or special board meeting.

Notification of a hearing before the board is sent to the accused and the accuser by registered mail.

A copy of the written complaint shall be sent to the accused.

After hearing testimony by the accuser, the accused, and their witnesses, the board of directors will meet in executive session to consider the testimony and decide if the charges are to be sustained.

If the board, by two-thirds vote, sustains the charges against a member, it has the authority to discipline the accused by: 1) censure or reprimand, 2) suspension for a definite time, 3) expulsion. A two-thirds vote determines the discipline.

SECTION E: APPEAL

Any member or former member, who feels the action of the board of directors was unfair, has the right to appeal to the society at its next regular meeting. The decision of the society is irrevocable.

SECTION F: PRACTICE RIGHTS

No qualified doctor of chiropractic is to be denied membership and no society member is to be suspended or expelled solely on the grounds of his/her exercise of practice rights in any particular area of practice which is lawful under the chiropractic practice act of the state.

Article IV (Revenue)

The fiscal year for the society will be January 1 to December 31. All dues are due and payable on or after January 1 of each year. Membership in any part of the year results in a full year dues assessment due and payable at the time of membership acceptance unless otherwise determined by the board of directors. The board of directors shall provide members options to pay dues in the most accessible and easiest form throughout the year.

SECTION A: DUES

1. The Annual per capita dues for Active, Retired/Not Practicing, Faculty, Associate/Out of State, Supplier and Massage Therapist members will be set by the Board of Directors with approval of the membership.
2. The annual per capital dues for Military, Honorary and Student Members shall be at no charge.
3. Newly Licensed Chiropractors

- a. A newly licensed Chiropractor shall be considered that Chiropractor who has been in practice for a total of not more than one calendar year in the United States.

SECTION B: ASSESSMENTS

Assessments may be levied against the membership by a two-thirds vote at any membership meeting.

SECTION C: SPECIAL FUNDS

The board of directors may initiate special funds for specific projects and request donations from members. Donations are voluntary and do not affect membership status. These funds shall be for purposes as directed by the Articles of Incorporation (code 501(c)6.)

SECTION D: DELINQUENCY

Members who are delinquent in paying dues and assessments after the date due will be subject to forego any membership privileges and services available to them as determined by the board of directors. Members who have been suspended because of non-payment of dues may be reinstated upon payment of current dues, provided the delinquency period has been less than six months. If the delinquency period is more than six months, a new application and fee for membership must be submitted.

SECTION E: HARDSHIP

Any hardship case request is referred to the board of directors for investigation and recommendations.

SECTION F: ENDOWMENT FUND

An endowment fund may be established by the society. These funds shall be for purposes as directed by the Articles of Incorporation (code 501(c)6).

SECTION G: NON-DUES REVENUE

The board of directors may elect to initiate non-dues revenue programs to enhance its budget requirement. A two-thirds vote of the board is needed to carry out any proposals. These funds shall be for purposes as directed by the Articles of Incorporation (code 501(c)6).

Article V
(Meetings)

SECTION A: GENERAL MEMBERSHIP MEETINGS

The meeting of the general membership is to be held twice a year at a time and location determined by the Executive Director. Location for the meeting may be selected two years ahead to secure proper accommodations. Notice will be made to members thirty (30) days prior to the meeting date.

SECTION B: OTHER MEETINGS

Additional meetings shall be held throughout the year at the discretion of the board of directors or the executive director. Notice will be made to members thirty (30) days prior to the meeting date.

The meeting is held to allow the officers and members:

To conduct business.

To receive recommendations on and initiate policies and procedures for the functioning of the society.

SECTION C: OFFICERS

The officers of the society are the officers of the meeting.

SECTION D: AGENDA

The president and Executive Director will set the agenda for all meetings. Any member wishing to present an issue before the membership at a meeting must submit his proposal to the president thirty (30) days prior to the meeting date.

SECTION E: QUORUM

The members present at any membership meeting shall constitute a quorum.

SECTION F: SPECIAL MEETINGS

Special membership meetings may be called by the president and two members of the board of directors or by petition of fifteen members of the society.

Notice of special meetings, including time, place, and agenda must be sent to all members.

SECTION G: POSTPONEMENT

Any membership meeting may be postponed or cancelled by the president if recommended by a majority of the board of directors.

SECTION H: BOARD OF DIRECTORS MEETINGS

The board of directors shall meet at a minimum biannually with time and place determined by the Executive Director and with the consent of the president.

Notice of these meetings must be sent to the board members twenty (20) days prior to the date of the meeting.

Seven board members present at a board meeting shall constitute a quorum.

Article VI (Officers)

SECTION A: OFFICERS

The elected officers of the society are: president, vice president, secretary-treasurer, seven regional directors, and two at-large directors. The immediate past president also serves on the board of directors.

SECTION B: ELIGIBILITY

Qualifications for an elected officer are:

- Active member of the society in good standing for at least three years.
- Is not employed by the society.
- Is current in all financial obligations to the society.
- Is not employed by or associated in any way with a company selling equipment, products, or services to the profession or chiropractic colleges, nor holds a staff position with the society.

SECTION C: ELECTION

The president, vice president, secretary-treasurer, and two at-large directors are elected by the society at the annual meeting by a majority vote for two year terms.

There shall be seven geographic regions within the society. The board of directors shall designate each region and set its boundaries. There shall be one regional director for each region. The principal place of business of a regional director must be located within the boundaries of the region he or she represents.

The seven regional directors are elected by the members of these respective regions. Election may be mailed ballot, special regional meeting, email communications with documented copies, or at state meetings.

SECTION D: RE-ELECTION

- The president, vice president, and secretary-treasurer, serve for two year term of office or until their successors are elected and qualified. Each officer is eligible for re-election for one additional term of office.
- The regional directors are elected for two years or until their successors are elected and qualified.
- The at-large directors are elected for two years or until their successors are elected and qualified.
- The immediate past president serves until the current president's term of office expires.

SECTION F: VACANCIES

Vacancy in the office of president is filled by the vice president who serves through the vacated term and the term to which he or she was originally elected.

Vacancy in the office of vice president will remain vacant until the next general membership meeting. The president assigns the duties of the vice president to the board of directors.

Vacancy in the secretary-treasurer is filled by an appointment, at the discretion of the president, who will serve until the next annual meeting at which time a new secretary-treasurer is elected to fill the vacated term.

Should the immediate past president be unable to serve, his or her successor may be appointed by the board of directors from those members who are past presidents.

Vacancy in the at-large positions is filled by appointment of an active member who meets the qualifications by the board of directors.

Should a regional director be unable to complete his or her term, the members in his or her region shall elect a replacement. Election may be mailed ballot, special regional meeting, or at a membership meeting.

Article VII

(Duties of the Officers)

SECTION A: PRESIDENT

- The president presides over all meetings of the society.
- Upholds the honor and dignity of the organization at all times.
- Decides all points of order, making an effort to settle amicably points of dispute among members.
- Represents the society at meetings of district, state, and regional chiropractic associations and other organizations or designates a representative.
- Is a voting member of the board of directors.

- Appoints chairmen and members of standing committees and commissions whose terms have expired, subject to approval of board of directors.
- Submits his or her appointments for approval of the board of directors before adjournment of the session at which he or she takes office.
- Interim appointments and appointments to fill vacancies are subject to approval of the board of directors.
- Is ex-officio a member of all committees and commissions.
- Is responsible for the organization and carrying out of all legislative activity initiated by the society which has been approved by the board of directors.

SECTION B: VICE PRESIDENT

- Attends all official meetings of the society and the board of directors.
- Assists the president in his or her duties.
- Presides in the absence of or at the request of the president.
- Assumes other duties as the president directs.
- Represents the society at or in other organizations when requested.
- Is a voting member of the board of directors.
- Is responsible for organizing the geographical regions of the state and directing the regional directors in carrying out activities approved by the board of directors in their respective regions.
- Serves on the membership committee and directs the new member programs approved by the board of directors.

SECTION C: SECRETARY-TREASURER

- Shall be the recording, corresponding, and accounting officer of the society and ex-officio secretary of the board of directors. He or she shall keep all monies and securities of the society in a reputable chartered bank, to be deposited in the name of the society by him or her as treasurer.
- Record the minutes of all proceedings of the general membership meetings of the board of directors when in session. He or she shall have charge of the books, papers, and all private work belonging to the society with the following exceptions:
 - o Those which are necessary to the president shall be kept and preserved by him or her.
- Read all reports, except those of committees and officers, who shall read their own.
- Keep a correct account of all financial transactions.
- Report in writing to the society at each membership and board of directors meeting a complete statement of the financial condition of the society. A financial report shall be prepared by a licensed certified public accountant at the end of each fiscal year and presented to the next regularly scheduled

general membership and board of directors meetings. Each statement shall include all monies received and disbursed since the last report.

- Notify all members of the levy of dues, assessments, and other charges and shall accept and issue receipts for the same when remitted as directed.
- Shall keep a correct record of the number of members, when each member joined, and who is in good standing of the last day of each month.
- All books, records, papers, and any other property pertaining to the society in his or her custody, shall be made available for inspection by the president or any member of the board of directors or committee appointed for this purpose by the board of directors.
- Applications for membership shall be submitted to the board of directors for action at each board meeting.
- Is a voting member of the board of directors.
- The secretary and/or Executive Director are under his or her direction.

SECTION D: REGIONAL DIRECTORS

- Shall act as representatives of the society within their respective regions and shall serve as spokesperson for the society within their region.
- They are to hold a minimum of two meetings per year in their region, a time and location determined by each director. Meetings may be held by conference or other electronic means. They shall notify the members in their region two weeks prior to the meeting. Regional meetings are open to non-members at the discretion of the regional director.
- Regional directors are to assist the president, vice president, and secretary-treasurer in carrying out society activities in their region.
- Regional directors attend all official meetings of the society and the board of directors and shall report on the activities and needs of the members within their region.
- They assume other duties as the president or vice president directs.
- Regional directors are voting members of the board of directors.

SECTION E: AT-LARGE DIRECTORS

- Attend all official meetings of the society and the board of directors.
- Assume other duties as the president directs.
- They are voting members of the board of directors.

SECTION F: IMMEDIATE PAST PRESIDENT

- Attends all official meetings of the society and the board of directors.
- Assumes other duties as the president directs.
- Represents the society at or in other organizations when requested.
- Is a voting member of the board of directors.

SECTION G: SERGEANT-AT-ARMS

The sergeant-at-arms may be appointed by the president from the members of the board of directors. He or she will be aware of the persons qualified to the admission to the meeting and education sessions, will maintain order the at the direction of the president and will be prepared to perform such additional duties as the president may find necessary to assign to him or her.

SECTION H: OFFICERS EXPENSE REIMBURSEMENT

The president, vice president, and secretary-treasurer may receive reimbursement for the actual expenses incurred in the doing of work necessary to their respective offices and for the purchase of supplies necessary to their offices in the society; also for the services of their offices in doing the correspondence necessary to their offices at the rate of reasonable stenographic fees for such services, and may be required to make a statement in writing of such expenses, same to be approved by the board of directors before payment thereof.

Article VIII

(Board of Directors)

SECTION A: COMPOSITION

The board of directors is composed of the president, vice president, secretary-treasurer, seven regional directors, three at-large directors, and the immediate past president. These members are voting members.

SECTION B: POWERS

The corporate powers, business, and property of the society is exercised, conducted, and controlled by the board of directors.

SECTION C: ADDITIONAL DUTIES

- All directors accept duties assigned to them by the president.
- The board of directors will have full power during the interim of the society meetings, except to legislate or change the constitution or by-laws, and shall be charged with the whole management affairs of the society.
- Meetings of the board of directors will be held a minimum of two times a year before the general membership meeting; such matters as may come before the board disposed of, approval of application of new members and such other business that may properly be considered.
- Special meetings of the board of directors may be called when deemed necessary by a majority of the members of the board. The secretary-treasurer, on request from such majority, shall issue notices to all members at the time and

place of the meeting, according to the desire of the members making the call, at least fifteen (15) days before the time set for the meeting.

- The board of directors serves as the membership committee.

Article IX

SECTION A: APPOINTMENT

Committees may be authorized to perform specific duties by action of the board of directors or the president. The board of directors establishes rules and regulations for the operation of committees. The president appoints all committees, those outlined in the charter, or special committees and designates the chairman of said committees.

SECTION B: TERM OF OFFICE

Unless otherwise herein provided, all members of committees will hold offices until the next regular election or until their successors are approved.

SECTION C: DUTIES

Unless otherwise herein provided, the president with the advice of the board of directors will set forth in writing the duties of each committee at any time of appointment.

Article X

(Amendments)

SECTION A: PROPOSALS

These by-laws and the Articles of Incorporation may be amended by a two-thirds vote of the members present at a general membership meeting provided that proposed amendment has been filed with the secretary-treasurer at least thirty (30) days prior to the meeting.

SECTION B: CORRESPONDENCE

All proposed amendments are to be communicated to all members at least twenty (20) days prior to the meeting.

Article XI

(Parliamentary Authority)

SECTION A: RULES OF PROCEDURE

The parliamentary writings of Henry M. Robert are to apply on all questions of procedure and parliamentary law not specified in this charter, the Articles of Incorporation, or other rules of the society.

SECTION B: PARLIAMENTARIAN

The president shall appoint a parliamentarian who will make recommendations to the president on points of order.

Article XII

(Proxies)

- Regularly executed proxies of members in good standing are valid for election of society officers only.
- Or of any society business specifically stated to the society membership thirty (30) days in advance.

Article XIII

(State Board of Chiropractic Examiners)

SECTION A: VACANCIES

The society will elect by a plurality vote three names at the annual meeting each year to submit to the Governor in consideration for the purpose of filling the vacancy of the West Virginia Board of Chiropractic Examiners specified by state statute.

SECTION B: TERM OF OFFICE

The society will not recommend to the Governor a member for reappointment after the member has served two consecutive terms on the Examining Board. The names submitted to the Governor for these appointments will be doctors of chiropractic who are academically and scholastically qualified and have shown an interest in keeping themselves abreast of the advances made in the profession by regularly attending educational seminars of an academic nature.

Article XIV

(Election Procedures)

SECTION A: NOMINATING COMMITTEE

Upon assuming office, the president may appoint three members who are in good standing in the society to serve as the nominating committee for the next election and report such nominations to the annual meeting, at which time nominations from the floor would be in order by any active member of the society. He or she may also appoint tellers to assist in counting ballots.

SECTION B: CLOSING OF NOMINATIONS

After nominations are closed, for each respective office, the secretary-treasurer will cause to be prepared a ballot showing thereon all nominations. The chair will not

recognize any motion of close any nominations until the general membership has had a fair opportunity to make nominations from the floor. The society will vote on all offices separately.

SECTION C: TABULATION OF BALLOTS

When the chair declares the election closed, the ballots and votes will be counted and tabulated by the tellers and certified by the secretary-treasurer, who will ascertain that there are no more votes cast than there are members in good standing and will certify such fact to the tellers who will then announce the results of the election.

Article XV

(Contract Services)

SECTION A: SECRETARIAL

The elected secretary-treasurer may choose to contract with an individual to perform the secretarial and bookkeeping duties of his or her elected office, with the approval of the board of directors. The contract with this individual should state in detail the work description and compensation. The contract will be for no longer duration than the secretary-treasurer is in office. The contract will be reviewed on an annual basis and can be terminated by the board of directors at any time.

The secretary will be directly responsible to the elected secretary-treasurer.

The secretary will have no check writing privileges as this responsibility will remain with the elected secretary-treasurer and president.

The secretary will have no policy making authority, but will make daily operational decisions to the extent necessary to carry out the policies and decisions of the board of directors.

SECTION B: EXECUTIVE DIRECTOR

The board of directors may choose to contract with an individual to perform the duties of an Executive Director. The contract with this individual should state in detail the work description and compensation. The contract will be for not longer than two years, with an annual review by the board of directors. The contract can be terminated by the board of directors at any time.

The Executive Director is to be directly responsible to the elected secretary-treasurer.

The Executive Director will have no check writing privileges as this responsibility will remain with the secretary-treasurer.

The Executive Director will have no policy making responsibilities, but will make daily operational decisions to the extent necessary to carry out the policies and decisions of the board of directors.

SECTION C: LEGISLATIVE CONSULTANT

The board of directors may choose to contract with an individual or individuals to perform legislative activities. The contract shall state in detail the work to be performed and compensation. The consultant(s) will have no policy making responsibilities, but will carry out the policies and decisions of the board of directors.

The consultant(s) will be carrying out his or her duties directed by the president.

SECTION D: PROFESSIONAL SERVICES

The board of directors may choose to contract with an individual or individuals to perform professional services as deemed necessary by the board of directors. The contract shall state in detail the work to be performed and compensation. The individual(s) will have no policy making authority, but will carry out the policies and decisions of the board of directors.

He or she will carry out his or her duties as directed by the president.