

**BYLAWS  
OF  
INTERNATIONAL CHIROPRACTORS ASSOCIATION**

**As Revised May 9, 2024**

**ARTICLE I**

**NAME**

1.1. Name. The name of the organization is International Chiropractors Association, Inc. (hereinafter the “Association” or “ICA”).

**ARTICLE II**

**HISTORY**

2.1 History and Purpose of Bylaws. These Bylaws are the primary governance document establishing the principles and process for the governance of the Association. In compliance with District of Columbia reforms to nonprofit governance law, the Bylaws, the consolidation of the prior Bylaws and Constitution of ICA, into a single governance document. They shall be evaluated from time to time to ensure adherence to best governance practice and to the needs of the Association and its members. The ICA Constitution is preserved as a document of purpose for the organization and serves as a “North Star” intended to guide the direction of the organization, while leaving the governance to Bylaws and the appendices of policies and procedures.

**ARTICLE III**

**PRINCIPAL AND REGISTERED OFFICE AND AGENT**

3.1. Offices; Agent. The Association is organized as a District of Columbia nonprofit corporation. The Corporation shall have and maintain a registered office and a registered agent. The principal office of the Association and such other offices as it may establish shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Board of Directors.

**ARTICLE IV**

**POWERS AND PURPOSES**

4.1 Powers. The affairs and activities of the Association shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the “Code”) affecting nonprofit

organizations qualified for tax-exempt status as described in section 501(c)(6) of the Code and the District of Columbia Nonprofit Corporation Act of 2010, as amended.

4.2 Purposes. Without limiting the generality of the foregoing, the Association's purposes are to promote health and advance science by advancing chiropractic throughout the world as a distinct health care profession predicated upon its unique philosophy, science and art. A complete statement of the purposes of the Association shall be set forth in the ICA Policies and Procedures Manual.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

5.1. Powers and Duties. The affairs and property of the Association shall be controlled and directed by the Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation, these Bylaws, or the District of Columbia Nonprofit Association Act of 2010, or successor act thereto, which are necessary or convenient to carry out the purposes of the Association. The Board may delegate its powers as it shall determine to the extent permitted by law.

The duties of the Board of Directors in overseeing the Association shall include, but not be limited to, the following:

- (a) To establish the Vision, Mission, Values, Goals, Objectives and Program Priorities to be implemented by the Association's Executive Director and staff, through a strategic planning process;
- (b) To select, retain, support, hold accountable, assess the performance of, and discharge as necessary the Executive Director of the Association.
- (c) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by the Association to carry out its mission;
- (d) To advocate the Mission, Values, Accomplishments, Objectives, and Goals of the Association and of the practice of chiropractic to the members and to the public at large;
- (e) To engage in the development of, monitor, and strengthen programs that are responsive to the needs of the members and are central to the Association's mission;
- (f) To establish fiscal policy and ensure financial sustainability, including budget authorization and oversight;
- (g) To ensure adequate resources are available to provide financial stability for the Association's activities;
- (h) To advocate on behalf of the Association's agenda and policy priorities; and

(i) To establish and adhere to a Code of Ethics for the Association.

5.2. Qualifications. Directors shall be committed to supporting and advancing the Vision, Mission, Values, Goals, Objectives, and Purposes of the ICA. Directors other than public directors must be active members of ICA in good standing. Directors other than the Chair of the Representative Assembly may not be members of the Representative Assembly.

5.3. Composition. The Board of Directors of the Association may be drawn from member representatives of the geographic regions in which members reside, representatives of chiropractic educational institutions, representatives of the membership at large, and members of the public who, through demonstrated support of chiropractic or relevant fields, will bring desirable skills and experience to the ICA Board.

5.4. Number. The total number of Directors of the Association shall be not less than seventeen (17) nor more than twenty-one (21). Subject to this limitation, the number of Directors may be increased or decreased from time to time by the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent Director. Five (5) Directors shall have been nominated by the general membership and elected by the Representative Assembly. The remaining Directors shall have been nominated by the Governance Committee of the Board. Not more than three (3) Directors may be individuals who have not obtained a Doctor of Chiropractic or equivalent chiropractic degree in an accredited chiropractic college.

The Chair of the Representative Assembly shall serve as an *ex officio* member of the Board and shall be counted toward the number of Directors permitted under this section and for purposes of determining a quorum. The Executive Director of the Association shall also serve as an *ex officio* member of the Board, but without vote, and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum.

5.5. Nominations. The Governance Committee of the Board of Directors shall review and report on the qualifications of all candidates nominated for Board service.

(a) Nominations by the Governance Committee. The Governance Committee shall be primarily responsible for developing, recruiting, validating, and nominating candidates to serve on the Board of Directors for all open positions on the Board other than those elected by the Representative Assembly under section 5.5(b).

(b) Nominations by the Membership. The Governance Committee shall forward to the Representative Assembly a slate of up to (10) qualified candidates for service on the Board of Directors from among those submitted to it by the membership for consideration in accordance with the procedures set forth and maintained in the ICA Policies and Procedures Manual.

5.6. Election and Term of Office. Directors may be elected at any meeting as desired by the Board by an affirmative vote of a majority of the entire Board of Directors.

A full term of office shall normally be for three years; provided that, each Director shall commence his or her first term year at the meeting at which he or she is elected, and each term year, including the first term year, shall terminate at the end of the Association's fiscal year, regardless of the date on which the Director was first elected to the Board. A Director may be elected to more than one term; however, no Director may be elected to serve for more than three consecutive three-year terms unless he or she first takes a hiatus from service as a Director for at least one year and has been re-nominated by the Governance Committee. Terms of less than three years shall not count against the three consecutive full-term limit, and initial term years of six or fewer months shall not count against the initial three-year term. The terms of office shall be staggered so that approximately one-third of the Directors are elected or re-elected to the Board each year. The Board may elect Directors to terms of less than three years as it deems appropriate in order to perpetuate the staggering of terms. There is no presumption of re-election for any director. Notwithstanding the foregoing, a Director who has been elected to serve as President may serve one additional year beyond these term limits if necessary to complete the initial two-year term as President.

5.7. Resignation and Removal. Any Director may resign at any time by giving written notice of his or her resignation to the Board of Directors of the Association. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive-meetings, as defined in Section 5.17 of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned.

The Board may also remove any Director from Board service whenever in its sole judgment the best interests of the Association will be served thereby. The removal of any Director must be by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors. Such suspension or removal shall be without prejudice to the contract rights, if any, of the person so suspended or removed, but election of a Director shall not of itself create contract rights.

5.8. Leave of Absence. A Director may upon request take up to a one (1) year leave of absence from service as a Director for good cause subject to the approval of the Board. No vacancy shall be created as a result of a Director taking an approved leave of absence; however, the Board or Chair, as appropriate, may designate another Director to serve in any office or on any committee in place of the Director on leave until such time as the leave is completed. A Director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

5.9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the entire Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board for an initial term of office of one to three years in accordance with Section 5.6.

5.10. Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws. The Board of Directors may provide by

resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution. The Board shall hold at least four (4) regular meetings each year, and one of the regular meetings may also be designated as the Annual Meeting.

5.11. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Executive Director, the Chair, or any three other Directors. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's agenda.

5.12. **Notice of Special Meetings.** Five business (5) days' notice of any special meeting of the Board of Directors shall be given by mail or electronic mail; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the Director at his or her address as shown in the records of the Association. If notice is given by electronic mail, the notice will be deemed to be delivered upon an effective transmission of the electronic mail to the Director at his or her electronic mail address as shown in the records of the Association. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting.

5.13. **Waiver of Notice.** A Director may waive any notice requirement by signing a written waiver of the notice and delivering it personally, or by mail or electronic mail, to the Secretary of the Association, or his or her designee. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

5.14. **Manner of Voting.** A majority of the votes of the Directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy (whether by e-mail voting, in writing, or any other form of proxy).

5.15. **Quorum.** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present, a majority of those present may adjourn the meeting to another time.

5.16. **Action by Unanimous Written Consent.** Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents shall have the same effect as a unanimous vote of the Board of Directors at a meeting for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law and may be attached to e-mails for purposes of delivery. The results of votes taken by Unanimous

Written Consent are to be added to the minutes that will be read at the next meeting of the Board.

5.17. Use of Electronic Meeting and Notice Resources. Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include audio and video conference calls and any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting. However, for any Board of Directors meeting which is actually held in person, it is the expectation of the Association that all Directors will make a good faith effort to actually attend the meeting in person, absent extenuating circumstances.

5.18. Compensation. Directors may not be compensated for their services as directors of the Association but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors. Directors are encouraged to pay for their own out-of-pocket expenses incurred in attending Board meetings when their circumstances permit. Directors may be compensated for their personal and professional services rendered to or on behalf of the Association if approved in advance by the Board and subject to compliance with the Association's conflicts of interest policy.

5.19. Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the rules of order established by the Board from time to time, unless the conduct of a matter is otherwise governed by the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

5.20. Standards of Conduct. Directors shall observe such standards of conduct and shall adhere to such fiduciary duties as may be established by applicable law and Board policy including, but not limited to, the standards of conduct set forth at D.C. Code §29-406.51, as amended, and the fiduciary duties of care, loyalty, and obedience. Directors, Officers, members of a Board committee, and staff of the Association have a duty to honor and protect the confidentiality of the Association's confidential information that is made available to them, or to which they have access. They shall use reasonable efforts to protect the confidentiality of all confidential information they receive or have access to from the Association, using the same degree of care that they use to protect their own proprietary and confidential information of like kind, which will be at least reasonable care.

## **ARTICLE VI**

### **OFFICERS**

6.1. Officers. The elected officers of the Board of Directors of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Members of the Board of Directors are eligible to serve as Officers of the Board. The Board of Directors shall also retain an Executive Director, who shall serve on the Board *ex officio* without vote. The Board may also appoint such other officers as, in its judgment, are necessary to

conduct the affairs of the Association. The sitting Chair of the Representative Assembly shall not be eligible to serve as President or to be retained as Executive Director of the Association.

6.2. Election of Officers. All of the elected officers of the Association shall be elected annually by the Board of Directors, excepting the President who shall have an initial term of two years. Each officer shall hold his or her office until the next meeting at which officers are elected, and until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. Elections of all officers shall be by an affirmative vote of the majority of the entire Board of Directors. No individual shall serve for more than 4 total years as President. Officers, other than President may be re-elected to the position of Vice President, Secretary, or Treasurer for more than four (4) years after a one-year break in service from that position. Individuals who have served four years in one officer role, may subsequently be elected to serve in other officer roles. The term limits and changes to section 6.2 shall apply to the current and subsequent officers, and to any other prior officer holder of the ICA.

6.3. Duties of President. The President shall be the chief elected volunteer officer of the Association. He or she shall preside at all meetings of the Board of Directors and the Executive Committee. The President, in consultation with the Executive Director, will determine the regular agenda of all meetings of the Executive Committee and of the Board of Directors. The President shall present a report at each board meeting, appoint the chairs and members of committees (except the Executive Committee), and perform such other duties as are inherent in the office of President or as authorized by the Board of Directors. The President shall serve as the chief spokesperson of the Board.

6.4. Duties of Vice-President. The Vice-President acts in place of the President in the event of the absence of the President, and the Vice-President shall exercise such other duties as may be delegated to the office by the Board.

6.5. Duties of Secretary. The Secretary shall be official custodian of the records of the Association. The Secretary shall certify and keep, or cause to be kept, in the principal records of the Association the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date, as well as a book of minutes of all meetings of the Board of Directors, and any committees having any of the authority of the Board of Directors. The Secretary shall perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

6.6. Duties of the Treasurer. The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the Association and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the Association, with such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors, upon request, an accounting of all financial transactions of the Association and a statement of the financial condition of the Association, and, after consultation with the Board, shall cause an annual audit of the Association's financial affairs to be conducted. The Treasurer shall perform any and all other duties incident to the office of Treasurer and other duties as

may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors. The Treasurer shall serve as the Chair of the Strategic Finance Committee.

6.7. Duties of the Executive Director. The Executive Director is the chief paid staff officer of the Association and serves as the Association's chief executive officer. The Executive Director shall have the necessary authority and responsibility to operate the Association in all of its activities subject only to the policies and directions of the Board of Directors, or any of its authorized committees. The Executive Director shall act as the duly authorized representative of the Association in all matters in which the Board of Directors has not formally designated some other person to so act. The Executive Director shall provide reports periodically to the Board of Directors. The Executive Director is charged with continuous responsibility for the management of the Association, commensurate with the authority conferred on him or her by the Board of Directors and consistent with the expressed aims and policies of the Board of Directors.

The Executive Director is responsible for the application and implementation of established policies in the operation of the Association. The Executive Director shall keep or cause to be kept appropriate records and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements. The Board of Directors shall authorize reasonable compensation for the Executive Director.

The Executive Director may be removed from office by the Board upon the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors. Upon removal, the Executive Director shall be entitled to such rights as are set forth in the Executive Director's employment or independent contractor agreement.

6.8. Resignation and Removal. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of the Association. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any officer whenever in its sole judgment the best interests of the Association will be served thereby. The removal of any Officer must be by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the persons so removed, but election or appointment of an officer or agent shall not of itself create contract rights. Vacancies among the officers shall be filled by the Board of Directors.

## **ARTICLE VII**

### **COMMITTEES**

7.1. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members one or more committees, each committee to consist of no fewer than three (3) nor more than eight (8) directors as specified in the committee charter, unless otherwise specified herein. Committees may be standing or may be formed on an *ad hoc* basis for a defined period of time or effort as provided for in the resolution. The Board may also establish such project teams, working groups, and similar bodies as it deems useful, and shall provide for the duties and responsibilities of such bodies in a resolution, policy, or charter. The President



shall select and appoint the members and the Chair of all committees, unless otherwise specified herein. The President shall serve as an *ex officio* member of all committees but shall not be counted for purposes of a quorum unless the President attends the committee meeting. The President may also from time to time appoint one or more persons as consulting, non-voting members of a Board committee to serve at the pleasure of the Board and such persons need not be Directors and shall not count towards the committee size permitted by this section.

Directors who are not members of a committee may attend and participate in such committee's meetings at the prerogative of the committee chair but shall not have a vote on such committee. The provisions of these Bylaws regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. The Executive Director shall arrange for the staff of the Association to provide sufficient support for each committee to enable it to discharge its duties.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors.

Standing Committees shall include an Executive Committee; a Governance Committee; an Audit Committee; a Strategic Finance Committee; and a Research and Development Committee.

The duties and responsibilities of these and any committees of the Board shall be set forth in a charter, subject to the approval of the Board.

#### 7.1a Governance Committee Selection.

The Governance Committee shall be selected in the following method: *The President shall appoint the Chair of Governance* and two (2) Members. The Representative Assembly shall select two (2) board members to serve on Governance after the annual meeting (in May of each year) by electronic vote. The Board shall select from among its members two (2) members after the fiscal year begins and new members are sworn in. All Governance Committee members must have served one full 3-year term on the board before selection to Governance. The Chair of the Representative Assembly may not serve on the Governance Committee.

The Governance Committee shall invite two non-voting *ad hoc* advisors from the Representative Assembly during the election of board members' process.

7.2. Advisory Councils. The Board of Directors may establish one or more Advisory Councils to provide counsel and information as requested regarding matters before the Board and the effectuation of the mission of the Corporation. The members of an Advisory Council shall be appointed by the President or the Executive Director and shall serve at the pleasure of the Board, unless otherwise provided by resolution of the

Board. The Board shall establish such meetings and activities for the Advisory Councils as it deems useful and appropriate. The President or Executive Director may appoint a Chair of an Advisory Council or the President or Executive Director may serve in that capacity.

## **ARTICLE VIII**

### **MEMBERS**

8.1a. Members. The Association shall have one or more types of members, as shall be determined from time to time by the Board of Directors. The members of ICA shall be those qualifying individuals who support the Vision, Mission, Values, and Purposes of ICA and are willing to abide by the ICA Code of Ethics; apply for membership in ICA; are approved for membership; and who timely pay the dues established by ICA. The Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of ICA, if such individual fails to meet the qualifications for membership or fails to pay dues on a timely basis.

8.1b Definition of ICA Voting Member: A voting member is defined as a field doctor member who pays dues, is a lifetime member, or who has been granted Emeritus status. Individuals who have been granted complimentary status are not eligible to vote. Association representatives are not eligible to vote. Staff, students, and layperson members are not eligible to vote and are not counted in Voting Member Count. A Field Doctor member is defined as a holder of Doctor of Chiropractic degree from an accredited chiropractic college or university; or ICA accepted international chiropractic degree.

8.2. Member Rights. Membership shall entitle individuals to participate in the programs and services of ICA, and to be eligible for election to the Representative Assembly, with the rights and benefits that are accorded to members by the Association from time to time.

8.3. General Membership Meetings A general meeting of the members may be convened from time to time by the Board of Directors for the purpose of education on matters of relevance to the practice of chiropractic and to ICA, professional networking, and for the transaction of such other business as may come before the meeting.

## **ARTICLE IX**

### **REPRESENTATIVE ASSEMBLY**

9.1. Purpose. The Representative Assembly shall exist to act as liaisons to and ambassadors for the ICA in their state, province, or country. This is a volunteer position. Members of the Representative Assembly serve without pay. The duties of the Representative Assembly are to engage with local elected officials, chiropractic organizations, and regulators to share the ICA's activities, views, and events; as well as to report back to the ICA staff and Board (through the Chair of the Assembly) on matters of legislation, policy, regulation, and events pertaining to the chiropractic profession and related matters. Assembly Representatives are encouraged to become

acquainted with all ICA members in their jurisdiction, to promote ICA membership and ICA events, and to attend ICA sponsored events whenever possible. When acting as a member of the Representative Assembly at a meeting, event, or presentation representing the ICA, Representatives may not promote a personal business activity or another organization's events or activities.

9.2. Composition and Number: General Assembly Representatives. The members of the Association in each state, territory, and possession of the United States, including the District of Columbia, and in each province of Canada, and in every other sovereign nation of the world, shall elect from Association members in good standing residing in their jurisdiction at least one (1) member who shall be designated an Assembly Representative. Each jurisdiction shall be entitled to one or more Assembly Representatives on the basis of the following membership ratios: For jurisdictions with from one (1) to one hundred (100) members, they shall be entitled to one (1) Assembly Representative. For jurisdictions with greater than one hundred (100) members, they shall be entitled to one (1) additional Assembly Representative for each one hundred (100) additional members or major fraction thereof. Election of Assembly Representatives shall be certified to the Secretary. Assembly Representatives so elected shall constitute a body to be known as the Representative Assembly of the Association. In the event that no certification of a given Assembly Representative is made, the vacant seat may be filled by the President with recommendations provided by the Chair and Vice-Chair of the Assembly provided however, that the vacancy must be filled by an Active Member of the Association from the relevant jurisdiction as defined in A.9 Election Procedures Policies

9.3. Composition and Number: Student Assembly Representatives. The Student Members of the Association in each established student chapter shall have representation in the Student Representative Assembly through the election at least one (1) Student Assembly Representative in each chapter of five hundred (500) members or fewer. Larger student chapters shall be entitled to an additional Student Assembly Representative for each additional two-hundred fifty (250) members in the Chapter or major fraction thereof. Student Assembly Representatives shall consist of the President of each Chapter and elected additional members. Student Assembly Representatives shall have the right to speak and be heard at Representative Assembly meetings and to introduce resolutions to the Assembly. Student Assembly Representatives shall have voting rights with respect to the business affairs of the Representative Assembly but may not hold office in the Assembly or in the Association and may not vote in elections in the Assembly or the Association.

9.4. Elections. The election of Assembly Representatives shall be conducted annually in accordance with the procedures set forth in the ICA Policies and Procedures Manual. Assembly Representatives shall vote and hold office in the country, state, or province wherein they maintain their principal office. No member of the Board of Directors shall be eligible for election as an Assembly Representative.

The election is the last order of business of the annual meeting of the Assembly.  
9.5. Terms of Office. Assembly Representatives shall be elected for two (2) year terms.

9.6. Officers. The Representative Assembly shall elect from its membership the following officers:

(a) Chair. The Chair shall conduct all meetings of the Assembly, appoint all Committees, serve as an *ex officio* member of the Board of Directors, and report all requests and actions taken by the Assembly.

(b) Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, act as Chair and shall have such other duties as are delegated to the position by the Assembly.

(c) Secretary. The Secretary shall keep minutes of the proceedings of the Assembly and shall have such other duties as are delegated to the position by the Assembly.

Officers shall be elected for a term of two (2) years and shall take office immediately after adjournment of the annual business meeting.

9.7. Duties of the Representative Assembly.

(a) Statements of Official Policy. The Representative Assembly may initiate statements of official policy for the Association and may recommend such statements to the Board of Directors for consideration.

(b) Recommendation of Resolutions. The Representative Assembly may initiate resolutions concerning the business of the Association for consideration by the Board of Directors. Upon passage by the Representative Assembly, such resolutions shall be recommended to the Board of Directors for consideration no later than the next Board meeting, absent extenuating circumstances. In the event that the Board of Directors shall decline to act on an Assembly resolution, or the Board votes to reject such resolution, the Board President shall report to the Annual Meeting of the Representative Assembly to explain the Board's position. Upon a two-thirds vote of the Assembly, resolutions rejected or not acted upon by the Board of Directors may be re-submitted for immediate re-consideration by the Board of Directors. Only members of the Assembly present at the meeting may vote. Proxy voting is not permitted for members of the Representative Assembly.

9.8. Procedures and Policies. The Representative Assembly shall adopt such procedures and policies as it deems necessary and appropriate for the election of Representatives, the conduct of meetings of the Assembly, and the resolution of such matters as are brought before the Assembly. All procedures and policies of the Representative Assembly shall be subject to the approval of the Board of Directors of the Association. The policies and procedures of the Representative Assembly shall be set forth and maintained in the ICA Policies and Procedures Manual.

9.9. Conflicts of Interest. Members of the Representative Assembly shall be required to abide by the Association's Conflict of Interest policy and to complete and

submit conflict of interest disclosures in accordance with the ICA Policies and Procedures Manual.

9.10. Meetings. Annual and any regular or special meetings of the Representative Assembly shall be convened at such time and place as shall be determined by the Board of Directors. The policies and procedures for Representative Assembly meetings shall be set forth and maintained in the ICA Policies and Procedures Manual.

## **ARTICLE X**

### **AFFILIATES AND BUSINESS VENTURES**

10.1. Affiliates. The Association may from time to time organize or collaborate with affiliates to carry on activities related to the Vision and Mission of ICA. Affiliates are organizations with separate legal status such as a corporation, limited liability company, chiropractic college, or nonprofit entity that are independent of the ICA, have entered into an affiliation agreement with the ICA, and have agreed to accept the ICA Vision, Mission, and Values in order to collaborate to achieve a common goal. All applications for affiliate status require approval by the majority of the Board.

10.2. Business Ventures. The Board may create and enter into new business ventures as it deems appropriate to fulfill the Vision, Mission, and Purposes of ICA. These business activities may be domestic or international and may have separate legal status.

## **ARTICLE XI**

### **MERGER AND CONSOLIDATION**

11.1. Mergers and Consolidation. Merger or consolidation of the Association may be initiated by resolution by a two-thirds (2/3) vote of the Board of Directors. Any such resolution shall then be presented to the Representative Assembly and the membership of the ICA for consideration. If approved by a two-thirds (2/3) vote of the Representative Assembly and the membership, the resolution shall be returned for final action by the Board. The Board of Directors shall have the authority to reconsider the resolution to merge or consolidate following approval by the Representative Assembly and membership and may proceed thereon, postpone, or withdraw from such action.

The affirmative vote of two-thirds (2/3) of the Representative Assembly and the membership and two-thirds (2/3) of the entire Board of Directors shall be required to amend this provision of the Bylaws.

## **ARTICLE XII**

## **CONTRACTS, CHECKS, AND DEPOSITS**

12.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

12.2. Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the officer or officers, or agent or agents of the Association and in the manner determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments shall be signed by the Executive Director of the Association.

12.3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in those banks, trust companies, or other depositories approved by the Board of Directors.

## **ARTICLE XIII FISCAL YEAR**

13.1 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

## **ARTICLE XIV**

### **BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS**

14.1. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, all Board committees, and the Representative Assembly and shall keep at the principal office of the Association a record of the names and addresses of the Directors. All books and records of the Association may be inspected by any Director at any reasonable time.

14.2. Electronic Communications. Any act which must be taken in writing under these Bylaws, or which requires the signature of an individual, may in the alternative be taken in an electronic communication and with an electronic signature to the extent permitted by applicable law.

## **ARTICLE XV INDEMNIFICATION**

15.1. Indemnification. The Association shall indemnify directors, officers, employees, or other agents of the Association to the maximum extent permitted by applicable law and as may be set forth in an indemnification policy of the Board.

## **ARTICLE XVI**

### **CONFLICTS OF INTEREST**

16.1. Loans. No loans shall be made by the Association to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment thereof.

16.2. Conflicts of Interest Policy. The Association shall adopt and abide by a conflicts of interest policy to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer or other disqualified person as defined by section 4958 of the Internal Revenue Code. The conflicts of interest policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations. The Conflict of Interest policy shall be set forth and maintained in the ICA Policies and Procedures Manual.

## **ARTICLE XVII**

### **AMENDMENTS**

17.1. Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of the Association, or to adopt new bylaws, is vested in the Board of Directors. At least ten (10) calendar days prior written notice shall be provided to Directors of any proposed amendment to the Bylaws to come before the Board. The affirmative vote of a majority of the entire Board of Directors shall effectuate such action, except as otherwise provided in Article XI as to Merger or Consolidation of the Association.

17.2. Record of Amendments. Whenever an amendment or new bylaw is adopted, or the Bylaws are repealed and new Bylaws adopted, a record of the change shall be maintained in the records of the Corporation.

**Adopted: September 17, 2020**

**Revised: August 12, 2021**

**Revised: April 20, 2023**

**Revised: May 9, 2024**