

North Dakota Chiropractic Association Mission Statement

Educate and advocate for the Chiropractic profession in North Dakota.

North Dakota Chiropractic Association Vision Statement

The unified voice for the success of Chiropractic in North Dakota.

(By-Laws Revised April 16, 2021)

**BY-LAWS
NORTH DAKOTA
CHIROPRACTIC ASSOCIATION**

**Article I
Office**

The principal office of the Corporation where the books and records shall be kept, shall be in the possession of the current Secretary-Treasurer of the corporation except otherwise designated by the Board of Directors.

**Article II
Name**

The name of the said Corporation shall be North Dakota Chiropractic Association, Inc.

**Article III
Purposes and Powers**

Section 1. Purposes

The Purposes of the Corporation shall be those set forth in the Articles of Incorporation.

Section 2. Powers

This Corporation shall have powers necessary to conduct business in such a way to successfully complete the purposes for which it was formed as outlined in the Articles of Incorporation, subject only to the regulations and conditions as set forth by the laws of the State of North Dakota governing domestic corporations not organized for profit.

**Article IV
Membership**

Section 1. Eligibility

Any Chiropractor duly licensed in North Dakota and practicing in the State of North Dakota may become a member of this Association.

Section 2. Application

Eligible applicants may apply for membership to the Board of Directors. If the application is approved by the Board, the Secretary will notify the applicant of their membership.

Section 3. Letter of Membership

A letter of membership shall be issued to each member upon request and payment of annual dues for current year.

Section 4. Obligations

The members are obligated to assimilate into a cohesive group dedicated to the highest common good of the profession. Membership in the Association provides utilization of the benefits and services offered to the profession and requires utilization of these services by members in any area or endeavor which might reflect upon the propriety, the reputation, or the effectiveness of the Association.

Section 5. Disciplinary Action of Membership

A. Complaint and Hearing. The Board may, upon a finding of cause, revoke, suspend or take other disciplinary action which the Board in its discretion considers proper regarding membership in the Association. Cause is any action or inaction on the part of a member as defined in N.D.C.C. § 43-06-15 (1). The Association may upon its own motion and shall upon the complaint in writing of any member filed with the Secretary investigate the actions of any person holding or claiming membership in this Association. Before taking any disciplinary action against a member, the Association through its Secretary shall notify the member of the time and place when and where a hearing of the charges shall be heard before the Board. Such notice shall contain a statement of the charges or shall be accompanied by a copy of the written complaint if such complaint has been filed. Such notice shall be served on the member at least 30 days prior to the date therein set for the hearing, either by delivery personally to the member or by mailing the notice by registered mail to his last known place of business or residence appearing upon the records of the Association. The accused member shall have 15 days from the date of the mailing of the notice of hearing to file a written answer. In the event a member does not file an answer, the Board shall consider the allegations in the complaint to be true and shall proceed to impose any discipline it deems appropriate. In the event a member does file an answer, at the time and place fixed in the notice, the Board shall proceed to a hearing of the charges, and both the accused member and the Association or complainant shall be accorded ample opportunity to present, in person or by counsel, such statements, testimony, evidence and argument as may be pertinent to the charges or any defense there to. The Board may continue such hearing from time to time. A motion to impose discipline against a member, following the hearing, must be approved by a secret ballot of 2/3 of the Board. A notice of the Board action and a report of its findings will be sent to the member as provided herein. Any disciplinary action taken against a member shall be reported in the NDCA Bulletin.

B. Resignation. A member may, at any time, file a letter of resignation in writing to the Board and such resignation shall become effective as of the date filed.

Section 6. Ethics

Members, in good standing in the NDCA, shall subscribe to the Code of Ethics as promulgated by the ICA/ACA or their successor.

Article V

Executive Officers, Qualifications, Vacancies, Manner of Elections, Duties

Section 1. Executive Officers

The Executive Officers of this corporation shall consist of the President, President-Elect, Vice-President, and Secretary-Treasurer, who are elected officers and will constitute the "Executive Board."

Section 2. Qualifications

An Executive Officer shall be a member of the association in good standing, who has served on the Board of Directors and has been in active practice for five (5) years.

Section 3. Vacancies

In a case of vacancy in the office of President, the President-Elect shall immediately succeed to the office of President. All other vacancies shall be filled by the Board of Directors for the un-expired part of the term, or until next annual meeting or special election.

Section 4. Manner of Elections

The election of Executive Officers shall take place in the regular order at the annual convention. The nominating committee shall present to the membership the name of one candidate per office. Nominations from the floor may be made as well. Any qualified member so nominated who receives the majority of the votes of the members present shall be declared elected. No proxies shall be recognized.

Section 5. Duties of the President

The President shall be the Chief Executive Officer of the Corporation and shall have the following duties;

- (1) Preside over all meetings of the Corporation and over all meetings of the Board of Directors.
- (2) Make recommendations to establish committees and to nominate committee members. The establishment of committees and the appointment of committee members must be approved by the Board of Directors.
- (3) Call all special meetings of the members of the Corporation, or its Board of Directors.
- (4) Make an annual report of his official acts.
- (5) Perform all such other duties as may be prescribed by the Board of Directors from time to time, or as required by law.
- (6) To serve as the Legislative Committee Chair.
- (7) Shall attend at least one district meeting per year in each District.

Section 6. Duties of the President-Elect

In the absence, disability, death, or resignation of the President, the President-elect shall perform all the aforementioned duties of the President.

The President-Elect shall assist District Directors in coordinating the activities of members at the District level.

Section 7. Duties of the Vice-President

The Vice-President shall have special responsibility for coordinating continuing education programs.

The Vice-President shall assist the President when requested to do so.

Section 8. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall have the following duties:

1. The Secretary-Treasurer, or an appointee, shall serve as the Recording Secretary of all meetings of the Corporation, including the meetings of the Board of Directors.
2. The Secretary-Treasurer shall collect and receive all dues from the members of the Corporation.
3. The Secretary-Treasurer shall keep a correct account of all receipts and disbursements of money in his/her official capacity and while acting for or on behalf of the Corporation.
4. The Secretary-Treasurer shall make a complete and correct audited report of the finances of the Corporation annually.
5. The Secretary-Treasurer shall pay over and deliver to his/her successor in office upon retiring from office the balance of funds on hand or in his/her custody and shall also turn over and deliver to his/her successor any records, books, papers, or other instruments pertaining to the business of the Corporation.
6. The Secretary-Treasurer shall perform such other duties as prescribed from time to time by the President.

The Secretary-Treasurer shall be paid for his/her service, from the funds of the Corporation.

Section 9. Terms of Office - Executive Officers

The President and President-Elect shall hold office for two (2) years.

The Vice-President and Secretary-Treasurer shall hold office for one (1) year.

Article VI District Directors, Qualifications, Manner of Elections, Duties

Section 1. District Directors

The District Directors of the Corporation shall consist of representatives from each of the five districts. For the convenience of the members of the Corporation, the state is divided into five (5) districts as follows:

- Southeast District: Cass, Richland, Ransom and Sargent counties.
- Northeast District: Trail, Grand Forks, Nelson, Towner, Benson, Ramsey, Cavalier, Pembina and Walsh counties.
- Northwest District: Pierce, Rolette, Wells, Sheridan, McLean, McHenry Ward, Bottineau, Renville, Burke, Mountrail, Divide, Williams and McKenzie counties.
- Southwest District: Burleigh, Emmons, Morton, Oliver, Mercer, Grant, Sioux, Dunn, Stark, Hettinger, Adams, Billings, Golden Valley, Slope and Bowman counties.
- South Central District: Steele, Griggs, Foster, Kidder, Stutsman, Barnes and Eddy, Lamoure, Dickey, Logan, and McIntosh counties.

Section 2. Assistant Director

The Northwest District, Southeast District and Southwest District may elect an Assistant District Director.

Section 3. Qualifications

All District Directors must have been a member of the Association in good standing for at least three (3) years, except for the Assistant District Directors. Assistant District Directors may be a member in good standing for less than three (3) years.

An Assistant District Director, serving on the Board, can move to an open District Director position without fulfilling the three (3) year membership requirement.

Section 4. Vacancies

Vacancies for District Directors and Assistant District Directors will be filled by the Board of Directors for the un-expired part of the term, or until next annual meeting or special election.

Section 5. Manner of Elections

The election of the District Directors and Assistant District Directors shall take place in the regular order at the Annual Convention. The nominating committee shall present to the membership the name of one candidate per office. Nominations from the floor may be made as well. Any member so nominated, who receives the majority of the votes of the members present shall be declared elected. No proxies shall be recognized.

Section 6. Duties

The duties for all District Directors are as follows:

1. Keep membership informed.
2. Hold timely and regular meetings.
3. Bring agenda items to the Board of Directors.
4. Present and file reports at Board of Directors and annual meetings as required.
5. Shall assist in recruitment of nonmembers of the Association.
6. Will assist in conducting the District Director elections as directed by the Board of Directors.

Section 7. Terms of Office – District Directors

District Directors shall hold office for two (2) years.

Article VII

American Chiropractic Association State Affiliation Representative, Qualifications, Manner of Elections, Duties

Section 1. American Chiropractic Association State Affiliation Representative

The State Affiliation Representative is a position to connect the interests of the Association with national initiatives of the American Chiropractic Association and bring the interests of the Association to the American Chiropractic Association House of Delegates.

Section 2. Qualifications

The State Affiliation Representative must have been a member of both the Association and the American Chiropractic Association in good standing for at least three (3) years and maintain a license to practice chiropractic in the State of North Dakota.

Section 3. Vacancies

Vacancies for State Affiliation Representative will be filled by the Board of Directors and the American Chiropractic Association for the un-expired part of the term, or until next annual meeting or special election.

Section 4. Manner of Elections

The State Affiliation Representative is an appointed position by agreement between the Board of Directors and the American Chiropractic Association House of Delegates.

Section 5. Duties

The duties for all State Affiliate Representative are as follows:

1. Keep membership informed.
2. Coordinate national legislative efforts between the ACA and the NDCA.
3. Bring agenda items to the Board of Directors.
4. Present and file reports at Board of Directors and annual meetings as required.

5. Perform duties as described by the ACA pertaining to participation in the ACA House of Delegates meetings.

Section 6. Terms of Office

State Affiliate Representatives shall hold office for two (2) years.

Article VIII Board of Directors

Section 1. Board of Directors

The "Board of Directors" shall consist of the Executive Board, District Directors and the State Affiliation Representative.

Section 2. Duties

The Board of Directors shall have general supervision and control of the business affairs of the Corporation and shall make all necessary rules and regulations not inconsistent with law or the Articles of Incorporation or By-Laws of the Corporation, for the management of the business and the guidance and direction of the officers of the Corporation.

The Board of Directors shall have authority to change the time and place of the annual meeting, or convention or special meetings of the Corporation if in their judgment the Corporation's interest would be materially improved thereby.

They shall require proper records to be kept of all transactions.

Section 3. Removal of Board of Directors Members

Any member of the Board of Directors may be removed from office who is found to be in violation of N.D.C.C. 43-06-15, by a two thirds majority vote of the Board of Directors. No proxies shall be recognized.

Article IX Immediate Past President

Section 1. The Immediate Past President

The Immediate Past President shall serve in an ex-officio capacity to the Board of Directors as an advisor, with no voting privileges.

Section 2. Duties

The Immediate Past President shall be the chairperson of the Nominating Committee.

Article X Meetings

Section 1. Annual Meeting

The Corporation shall hold its annual meeting or convention at such time and place as determined by the membership at the preceding annual meeting or convention.

Section 2. Special Meetings

Special meetings of the Corporation may be called by the Executive Board. The Executive Board shall provide at least twenty (20) days written notice of the following: 1) place, time, and location of the meeting; 2) the purpose of the meeting; and 3) the issue or issues to be discussed at the meeting.

Section 3. Special Board Meetings

Special meetings of the Board of Directors shall be held upon the call of the President or upon the written request of any three (3) members of the Board. Not less than three (3) days written notice of such meetings shall be given to each Board Member. Notice of special meetings may be waived in writing by any Board Member.

Section 4. District Meetings

District meetings of the corporation shall be held from time to time and in such places upon the call of the District's Director. Each district shall have not less than two (2) meetings each year.

Section 5. Voting

Duly and regularly accepted members present at any annual or special meeting of the Corporation shall be entitled to one (1) vote. No proxies shall be recognized.

Section 6. Quorum

The presence in person by at least one-fourth (25%) of the members of the Corporation at the annual or special meetings of the Corporation shall constitute a quorum for transaction of business.

Section 7. Order of Business

The guidelines of Robert's Rule of Order shall be observed.

Article XI Miscellaneous Provisions

Section 1. Amendments of By-Laws

These By-Laws may be repealed or amended only as specially described hereafter. A proposed change in these By-laws must be presented in writing to the Secretary of the Corporation at least ninety (90) days before any annual meeting, or any special meeting called for that purpose of the Corporation. The said written proposal must

include a full explanation of the effect of and reason for the proposed change. Such proposal and explanation thereof shall be then published in the next Bulletin of the NDCA. The member of the corporation who is proposing the change in the By-Laws may personally present by oral explanation the proposed change in the By-Laws to the membership at the annual meeting or special meeting, at which the vote on such proposed change will take place. Approval of such proposed change will require the affirmative vote of two-thirds of the members present and voting at such annual or special meeting. If strict compliance with the procedures set out above, is not met, the proposed change to these By-Laws shall not be effective.

These By-Laws may also be repealed and amended, or new By-Laws may be adopted in writing by the members, as set forth by the statute governing such, under the laws of the State of North Dakota.

Section 2. Dues

The annual dues shall be set by the convention and will remain in force until changed by a subsequent meeting of the Corporation. Dues shall be paid no later than February 1, each year.

Section 3. Honorary Life Membership.

The intention of the bestowing of honorary life memberships is to honor those individuals within our profession who have given unselfishly of their time and talents for the betterment of Chiropractic and who have been dedicated to the Chiropractic principal.

1. Must have been an active member of the NDCA for the past fifteen (15) years.
2. Names for consideration must be presented in writing to the secretary by an active member of the Association.
3. Name must be submitted by someone other than the potential recipient.
4. Practice status, or age of individual are not determining factors for the submission of a name for consideration.
5. Decision to grant honorary membership in the NDCA will be a Board of Directors decision, and the decision of the board shall be final. However, if Honorary Life Membership is not granted, the name may be re-submitted at a later date.
6. Honorary Life Members have full membership privileges.

Section 4. Expenses

The Board of Directors shall have authority to incur expenses as deemed necessary by said Board, in performance of Corporation duties.

Section 5. Corporate Seal

The Corporate Seal of the Corporation shall consist of a circular seal with the name of the Corporation around the border, and in the center shall be the inscription of the words "Corporate Seal" and such seal as is impressed on the margin hereof is hereby adopted as the Corporate seal of this Corporation.

Section 6. State Board of Examiners

Candidates for appointment to the North Dakota State Board of Chiropractic Examiners including licensed Doctors of Chiropractic, Certified Chiropractic Clinical Assistants, and potential Consumer Members may seek the endorsement of the members of the North Dakota Chiropractic Association during the business session of the Corporation at its annual convention. All candidates must meet the qualifications outlined in the North Dakota Century Code Section 43-06-03.

Potential candidates must inform the Secretary of the corporation in writing of their intent to be considered for endorsement at least 30 days before the annual meeting. This 30 days' notice rule can be overruled at the annual meeting by a 90% vote of the members present. Candidates will be given the opportunity to provide their qualifications to be appointed to the Board of Examiners by doing one or more of the following: 1. Send a document expressing their intention with a curriculum vitae adjoining, 2. Provide a video presentation indicating their interest in and attributes for being endorsed, or 3. Make an in person presentation at the meeting. Following the candidates' statements, NDCA members will be given the opportunity to speak for or against each candidate.

The members of the NDCA, may vote yes or no on all candidates that allow their names to be put into consideration. Candidates will be eligible for endorsement if they receive at least 60 percent of the vote. The top 3 candidates, by percentage, that are eligible for endorsement for each position open that year shall have their names submitted, in alphabetical order, to the Governor of North Dakota for the Governor's consideration. The endorsed candidates will also be provided a letter of endorsement from the NDCA for their inclusion with their application to the Governor's office.