## BYLAWS OF THE COLORADO CHIROPRACTIC ASSOCIATION

## ARTICLE I - NAME

The name of this organization shall be The Colorado Chiropractic Association, hereinafter referred to as the CCA.

## ARTICLE II - PURPOSES \& OBJECTIVES

Purposes. The Purposes of the CCA shall be:

To preserve the philosophy, science, and art of chiropractic, to promote the benefits of chiropractic health care to the public; and to protect the professional welfare of the membership; and

To unite the chiropractors practicing in Colorado; to instill mutual respect in their interrelations; to encourage high standards of professional morals; and to establish and abide by the CCA code of ethics.

Objectives. The Objectives of the CCA shall be:
To maintain a constant vigil, for the people of Colorado, against those who would deny individuals the right to select the health care provider of their choice;

To establish a coalition of chiropractic philosophies and attitudes in an effort to provide a common ground to facilitate interactions between the chiropractic profession, outside agencies, corporations, and government entities;

To gather and disseminate reliable chiropractic information as to the exactness of its science, the truth of its philosophy, and the benefits derived from the application of its art in correcting the causes of human ailments; and

To secure, for the chiropractic profession, the recognition to which it is entitled and to protect the members of the chiropractic profession from unjust attack or unfair discrimination.

## ARTICLE III - CODE OF ETHICS

The Association shall adopt a Code of Ethics which shall apply to members of the chiropractic profession, which Code may be amended from time to time by the Board of Directors.
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

## ARTICLE IV - MEMBERSHIP

Section One. Eligibility for Membership. The membership of the CCA shall consist of its Active Members and Auxiliary Members who have applied for membership and who abide by these Bylaws and the policies established by the Board.

## Active Members

Active Member: Active Members are Chiropractors who hold a valid license to practice chiropractic in the state of Colorado, have current malpractice insurance and are of high moral character and in good standing in his or her community.

Active Members have the right to vote, may be eligible for office, may chair and serve on Committees of the CCA and may attend meetings of the CCA. Active Members are required to pay the appropriate dues and/or fees on a timely basis, as determined by the policies of the Board of Directors.

## Auxiliary Members.

AUXILIARY MEMBER: Any non-practicing or unlicensed chiropractor, vendor, or other individual with an interest in supporting may be admitted as an Auxiliary Member.

Auxiliary Members may not vote and may not hold office. Auxiliary Members may not vote, may not hold office, may not chair Committees of the CCA, but may serve as nonvoting members on Committees of the CCA and may attend meetings. Auxiliary Members are required to pay the appropriate dues and/or fees as determined by the policies of the Board of Directors.

Section Two. Voting Rights. Active Members in good standing that have been members for a minimum of three months shall be entitled to vote for each matter submitted to the membership for voting. Associate members shall not be eligible to vote or serve as an officer or director.

Section Three. Removal. Any Member may be suspended or expelled by an affirmative two-thirds vote of all eligible voting members of the Board of Directors at any properly called meeting with at least two weeks' prior notice to each member of the Board and to the Member, for conduct unbecoming a member, failure to abide by the Code of Ethics and Rules and Regulations of the Association, or for failure to meet the eligibility requirements.
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

## ARTICLE V - MEETINGS OF THE ASSOCIATION AND DISTRICTS

Section One. Annual Meeting. An annual meeting of the members shall be held at a time and location designated by the Board of Directors. Additional membership meetings may be held at the discretion of the Board of Directors. Meeting minutes shall be retained and published by the Executive Office. The Active Members present at the Annual Business Meeting shall constitute a quorum and voting by proxy shall not be permitted. Items to be placed on the agenda must be received by the Executive Director of the association no later than 30-days prior to the meeting. Items that are received less than 30-days prior will automatically be sent to the Board of Directors or the appropriate committee.

Section Two. Regional Meetings. Directors are encouraged to hold regional meetings. Regional meetings shall be called by any Association officer or a Director that lives in that area. Notice of meeting shall be given to the Association's Executive Director and all district members at least 15 days in advance.

Section Three. Special Meetings. Special meetings of the Association or a District can be called any time by the President or by majority vote of the Board of Directors.

Section Four. Notice of Meetings. Notice of the time and place of all regularly scheduled meetings shall be given to each applicable participant by telecommunication (email, electronic invitation or voicemail) or by mail no less than 45 days before the date of the meeting. If special meetings are called, notice must be given 7 days in advance (by email, electronic invitation or voicemail) and the purpose of the meeting will be stated in the notice. Notices of scheduled meetings will also be placed on the website of the Association.

Section Five. Membership Voting. The majority vote of voting members in attendance or participating electronically will be required to approve matters requiring a general membership vote. All membership voting will take place in person or via electronic or postal mail voting processes as determined by the Board of Directors from time to time. Only members in good standing are eligible to vote. When a vote is conducted through electronic voting, the membership will be informed electronically fourteen (14) days before the voting begins. A list of eligible voting members in good standing, with contact information, shall be made available to the membership no later than 30 days prior to the vote.

## ARTICLE VI - BOARD OF DIRECTORS

3
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

Section One. The affairs of the Association shall be managed by its Board of Directors. The Association will have a Board of Directors consisting of six Executive Committee Members to include the President, President-Elect, Vice-President, Treasurer, Secretary, and Immediate Past President, 8 District Directors with respective Alternates and 2 Directors at Large with respective Alternates.

Section Two. Powers and Responsibilities. Each Director will act in the best interests of the Association and in addition to general service, will be required to serve on a committee or committees of the Board from time to time. A Director shall perform his/her duties as a Director in good faith; in a manner he/she reasonably believes to be in the best interests of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a Director, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more directors, officers or employees of the Association whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believe are within the person's professional or expert competency; or (c) a committee of the Association upon which he/she does not serve, duly established in accordance with these bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section Three. District Directors. Eight District Directors shall serve as members of the Board of Directors. Each of these District Directors shall represent the interests of the members that live or practice within the corresponding district and shall also perform other such duties as from time to time may be assigned by the Board of Directors or as may be set forth in the CCA policy manual. The geographic boundaries of the eight districts shall be fixed by the Board.

Section Four. Directors at Large. Two Directors at Large shall serve as members of the Board of Directors. Each of the Directors at Large shall represent the interests of the entire membership and shall also perform other such duties as from time to time may be assigned by the Board of Directors or as may be set forth in the CCA policy manual.

Section Five. Alternate Directors. Each Director shall have an Alternate Director. Each Alternate Director shall have all the rights and privileges of Directors, including but not limited to the right to attend all meetings of the Board of Directors, make motions, speak in debate, and serve on committees and task forces, except that no Alternate Director may vote on any question before the Board of Directors unless the

4
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."
corresponding Director is absent or otherwise unable to perform their duties. When any District Director is absent at any meeting of the Board or unable to perform their duties, the corresponding Alternate Director from that District will act in his or her place. When any Director at Large is absent at any meeting or unable to perform their duties, the longest serving Alternate Director at Large present shall act in his or her place. Each Alternate District Director and each Alternate Director at Large shall also perform other such duties as from time to time may be assigned by the Board of Directors or as may be set forth in the CCA policy manual.

Section Six. Election of Directors. Candidates for the office of Director must have been an Active Member in good standing for a period of at least the two years immediately prior to their election or appointment, and the payment of such Member's dues must be current. No person shall be eligible to be elected or appointed or advance to any office as an Officer, Director or committee chair or committee member if the chiropractic licensure of such individual is currently under suspension, under revocation, or subject to a formal relinquishment order by any government agency including the board of chiropractic examiners in any state, or if such individual is currently in litigation that may be harmful to the CCA or has been convicted of a felony while a licensed chiropractor in any state; except that a suspension in licensure resulting from a lapsed license or the failure to renew a license in any state shall not constitute a bar to eligibility. No person may hold more than one position as an Officer or Director at any one time. Each District Director and Alternate District Director must live or practice in the district which he or she will represent at the time of their election and throughout their term in office. Re-election is permissible, except that no person may serve more than three full consecutive terms in any one position as District Director, Alternate District Director, Director at Large, or Alternate Director at Large. 5 of the total 10 offices for Directors will be up for election each year. Their terms will begin at the close of the Annual Business Meeting.

The election for District Directors shall be conducted electronically through the Association's secured website. Each eligible voting member shall have secured access provided by the Executive Office. The Executive Director shall publish on the Association's website a biographical description of each candidate.

The election for Director at Large shall be conducted by written ballot to take place at the Annual Business Meeting. The Executive Director shall publish on the Association's website a biographical description of each candidate.

A candidate is considered elected by attaining a majority vote of the regular members who vote in the election. The candidate who receives the second most votes will assume the respective position as the Alternate. Each Director and Alternate Director shall hold

5
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."
office for a term of two years beginning at the close of the Annual Business Meeting of the CCA immediately following or at which they were elected, or until their successors are elected or appointed. Terms of office of the eight District Directors and two Director at Large positions and corresponding Alternate District Directors shall be arranged in such a way that one-half of the ten terms will begin at the close of each Annual Business Meeting of the CCA.

Section Seven. Duties of a Director. In addition to responsibilities as a Director of the Association, the Director shall also be responsible for communicating with the Members in their regions, and scheduling and attending regional meetings. The Directors who preside in similar regions are encouraged to work together to organize association meetings.

## ARTICLE VII - OFFICERS

Section One. Positions. The officers of the Association shall consist of a President, President-Elect, Vice-President, Secretary, Treasurer, and Immediate Past President. The President, President-Elect, Vice-President, and Immediate Past-President shall serve for a term of one year. The Secretary and Treasurer shall both serve a term of two years. The Secretary position shall be elected in odd years while the Treasurer shall be elected in even years. Reelection is permissible, except that the Secretary and Treasurer may serve for no more than two full consecutive terms.

Section Two. Officer Qualifications. The Association believes that prior experience as a board member is essential to serve as an officer of the Association. The position of President will not be elected but rather will ascend to that position from the position of President-Elect. The President-Elect will ascend to that position from the position of Vice-President who is elected annually. Candidates for the office of Vice-President must have served at least one (1) previous year on the Board of Directors prior to the year they run. Candidates for the positions of Vice-President, Secretary and Treasurer must meet the following requirements prior to election:

The person is a member in good standing of the Association; and The person must have been a member of the Association a minimum of two (2) consecutive years immediately prior to the year they run; and The person must have previously served on the Board of Directors for one (1) year prior to the year they initially run. A person previously qualified, but with service that was interrupted shall still be considered qualified to run.

Section Three. Nominating Committee. The Nominating Committee shall accept nominations from eligible Members no later than 60 days in advance of the annual
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."
meeting. The Nominating Committee shall have 30 days to vet the eligibility of the nominees and upon that day shall present the slate of candidates per office to the membership by publishing the slate on the website.

Section Four. Election of Officers. The election for officers shall take place by written ballot at the Annual Business Meeting. The Executive Director shall publish on the Association's website a biographical description of each candidate.

A candidate is considered elected by attaining a majority vote of the regular members who vote in the election. The officers will take office effective immediately following the annual meeting.

Any person elected as an officer who then holds a position as a District Director will resign their positions as a District Director effective upon their taking the position as an officer in the Association. The then seated President will automatically assume the position of the Immediate Past President immediately following the annual meeting without further action or vote. The then seated President-Elect will automatically assume the position of the President immediately following the annual business meeting without further action or vote. The then seated Vice-President will automatically assume the position of the President-Elect immediately following the annual business meeting and upon affirmative vote of the new Vice-President by the membership without further action.

## Section Five. Duties of Officers.

The President shall be chairman of the board and shall preside at all Executive Committee meetings. The President shall create all Board of Directors' committees and appoint committee chairs. The Board of Directors shall ratify said committees and appointment. The President shall be an ex-officio member of all committees and task forces of this Association with the exception of the Nominations Committee. The President shall provide leadership in advancing the mission and purposes of the Association. This person shall Chair meetings of the Board of Directors. In the absence of the President, the President-Elect shall Chair such meetings.

The President-Elect shall perform the duties of the President in the absence of the President or in the event of his inability or refusal to act, or at the request of the President. When acting in the absence of the President or at his request, the PresidentElect shall have all the powers of, and be subject to, all the restrictions imposed upon the President. The President-Elect shall serve as an assistant to the President and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

7
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

## BYLAWS OF THE COLORADO CHIROPRACTIC ASSOCIATION

The Vice-President shall perform the duties of President in the temporary absence or disability of the President and President-Elect. He/she shall act as Immediate Past President in the temporary absence or disability of the Immediate Past President. In the absence of both the President and Immediate Past President, the Vice President will act as President while the Secretary will act as Immediate Past President. When acting in the absence of the President, the Vice-President shall have all the powers of, and be subject to, all the restrictions imposed upon the President. The Vice President shall also serve as an assistant to the President and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Treasurer shall be responsible to coordinate the receipts and disbursements of all funds of the Association with the Executive Director. The Treasurer shall oversee the accounting for the receipts and expenditures of this Association. The Treasurer may have the duty to make such purchases, sales, leases, acquisitions, or dispositions of real and personal property as may be ordered or authorized by the Board of Directors and to execute on behalf of this Association, all documents and papers which may be required in connection with any such purchases, sales, leases, acquisitions, or dispositions. The Treasurer shall supervise the payments of all bills of this Association as authorized by the Finance and Budget Committee and/or the Board of Directors and/or the Association's Executive Director. The Treasurer shall perform the duties of the Secretary in the temporary absence or disability of the Secretary. The Treasurer shall work with an executive office employee as an assistant in these duties.

The Secretary shall be responsible to record, communicate, and work with the Executive Director to publicize the proceedings and actions of the Executive Committee, Board of Directors, and the Association. The Secretary shall perform the duties of the Vice President in the temporary absence or disability of the Vice President. The Secretary shall perform the duties of the Treasurer in the temporary absence or disability of the Treasurer.

The Immediate Past President may preside at meetings of the Board of Directors and at meetings of the Association in the absence of the President and in the absence or the inability or refusal of the Vice President or President-Elect to act in the absence of the President, or at the request of the President. When acting in the absence of the President or at his request, the Immediate Past President shall have all the powers of, and be subject to, all the restrictions imposed upon the President. The Immediate Past President shall serve as the Chairman of the Nominations Committee. The Immediate Past President shall also perform such other duties and may exercise such other powers as from time to time may be assigned by the Board of Directors.

8
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

Section Six. Executive Committee. The Executive Committee shall consist of the elected officers of the Association. The Executive Committee shall administer projects approved by the Board of Directors of the Association. The Executive Committee shall also have the power to borrow money, upon the approval of the Board of Directors. The Executive Committee shall keep minutes of all meetings and provide actions to the Board of Directors of the Association at the Board meeting following such meeting or action. The Executive Committee shall be responsible for the day to day decisions that do not otherwise require action by the full Board, and to act in the case of an emergency issue. Meetings of the Executive Committee may be called by the President or a majority of the Executive Committee on a 48 -hour notice for pressing issues. The 48 -hour notification may be waived by unanimous consent of the Executive Committee members. The Board of Directors of the Association may affirm, modify or revoke any actions taken by the Executive Committee.

## ARTICLE VIII - MEETINGS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION

Section One. Meetings. The meetings of the Board will be scheduled on the published dates or as specially called from time to time. A majority of the filled positions of Officers and Directors will constitute a quorum. A quorum of the Board must be present to take action at a meeting. Unless otherwise stated in these Bylaws or as required by law, all decisions of the Board will be approved with a majority vote of the Directors in attendance at a meeting. No directors may vote by proxy. Directors may participate in meetings of the Board via telephone or video conference call or other conference method, provided that the Director participating remotely shall be able to hear the general discussion of the meeting and all other Board members can hear them during the meeting.

In addition to the Officers and Directors, Alternate District Directors, and Association Committee Chairs may participate in meetings of the Board, but are not voting members of the Board. In the absence of a District Director, an Alternate District Director for that District shall be permitted to vote in lieu of the District Director. The Board may, from time to time, go into executive session for certain matters and at such time, may excuse non-voting members from participating in those closed sessions.

All meetings of the Board shall be memorialized in written Minutes, which shall be presented to the Board one week prior to the following Board meeting with the regular Board packet. Approved Minutes shall be posted to the Association's website for access by Members only.
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

Section Two. Notice of Meetings. Notice of the time and place of all regularly scheduled meetings shall be given to each applicable participant by telecommunication (email or voicemail) or by U.S. mail, no less than 30 days before the date of the meeting. If special meetings are called, notice must be given 48 hours in advance (by email or voicemail), and the purpose of the meeting will be stated in the notice. Notices of scheduled meetings will also be placed on the website of the Association. Notice of meetings may be waived by attendance at the meeting. Items to be placed on the agenda must be received by the Executive Director of the association no later than 14 days prior to the meeting.

Section Three. Action Without a Meeting. Any action which may be authorized or taken at a Board meeting may be authorized or taken without a meeting by virtue of a written resolution approved by a majority of the Board of Directors who would be entitled to notice of a meeting of the Directors held for that purpose and such resolution shall be made as part of the record of the Association. A confirmation of action via email or other electronic device or medium will also be accepted as if the Director had signed the resolution.

Section Four. Committees. The Board shall maintain various committees:
The Standing Committees of the CCA shall be: Legislative, Education, and Nominations committees.

No later than thirty days following the Annual Meeting of the Board of Directors, the President shall appoint all Standing Committee Chairmen and initial Standing Committee members, subject to ratification by the Board. The specific purposes and duties of the Standing Committees shall be defined and determined by the Board of Directors from time to time and shall be listed in the CCA policy manual.

Committees, project and/or resource groups shall be developed as needed by the Board of Directors. Committees shall submit written reports following all meetings. Each Chairman and member of a Committee or Task Force shall continue as such until the close of the next Annual Business Meeting of the CCA, or until his or her successor is appointed, whichever is sooner.

Task Forces and Ad Hoc Committees may be formed as needed by the Board of Executive Director. These may include, but are not limited to, Budget, Finance, Policy, Ethics, Legislative and Public Policy, PR, Marketing, and Insurance.
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

Section Five. Vacancies. If there is a vacancy in any position of Officer, Director or Committee Chair during the term of such office, any Board member may nominate a replacement within thirty (30) days. The Board shall approve or reject the nominee(s) by majority vote via phone or other electronic communication means within 15 days of the notice or at the next meeting of the Board of Directors, whichever occurs first. If a nominee is not approved, any Board member may nominate another replacement for approval by the Board. After approval by the Board, the nominee shall assume the duties and functions of the position for which he/ she has been elected and shall serve until the end of the current term. Until the vacancy is filled, the duties of the vacant office position shall be performed as outlined in cases of temporary absence or disability. If the vacancy occurs in the position of the District Director, the corresponding Alternate District Director shall fill the position for the remainder of the term. If the vacancy occurs in the office of President, the President-Elect shall act in the stead of the President and shall serve the remainder of the term, in addition to their regular term. If the vacancy occurs in the office of President-Elect, the Vice-President shall act in the stead of the President-Elect and shall serve the remainder of the term, in addition to their regular term. If the vacancy occurs in the office of the Immediate Past President, the Board of Directors shall appoint a Past President. Only a Past President may fill the vacant position of Immediate Past President. Any member appointed must meet all eligibility requirements to serve on the Executive Committee or Board of Directors as outlined previously.

Section Six. Removal of a Board Member. A Director or Officer may be removed from the Board (a) automatically if the Director or officer does not meet the current requirements to be a member of the Association; or (b) with cause upon the affirmative vote of two-thirds (2/3) of the Board of Directors, as outlined by the procedures stated in the Policy Manual.

## ARTICLE IX - OPERATIONS

Section One. Compensation. All members of the Board of Directors and committee members shall serve without compensation. Actual expenses for completing the duties of the office may be submitted for reimbursement if they are outside of our usual and customary practice. This section shall not preclude a member or an officer from being hired by the Association for tasks beyond normal volunteer contributions. Any such transactions shall be disclosed to the Board of Directors by the Executive Director and shall comply with the Compensation Policy as instituted by the Executive Committee.

Section Two. Contracts. The President and the Executive Director (after approval by the Executive Committee) may enter into contracts on behalf of the Association consistent with the budget and normal course of business of the Association. The
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

Executive Committee may adopt further rules and procedures as necessary from time to time regarding levels of authority and approvals, which shall be reduced to written form and available to any Member of the Board of Directors upon request.

Section Three. Checks, Drafts, and Orders of Payment. All checks, drafts, and orders of payment can be signed by the Executive Director. The Board may adopt additional financial policies with more details of the check writing, bank statement verification, and cash flow policies and procedures, which shall be reduced to written form and available to any Member of the Board of Directors upon request.

Section Four. Fiscal Year. The fiscal year of the Association will begin on the first day of January and end on the last day of December.

Section Five. State and Federal Law. No director, Officer, employee, member, or agent shall take any action or carry on any activity by or on behalf of the Association that is not permitted by federal, state or local law. Additionally, no Director, Officer, employee, member, or agent shall take any action or carry on any activity by or on behalf of the Association which is not allowed to be taken by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code - as they exist now or as they may be amended in the future.

Section Six. Conflict of Interest. Members who serve as a Director, Officer, Committee Member, or in another leadership position with the Association do so in a fiduciary capacity for the Association. At all times while serving in their leadership position, members shall avoid placing themselves in a position where personal, professional, or business interests may conflict with their duties to the Association, or using information learned through their position for personal gain. Each Officer, Director, Committee Member, or other person in leadership will be responsible to sign and agree to the then current Conflict of Interest Policy adopted by the Board from time to time. If the Board of Directors has reason to believe that a member has failed to disclose actual or potential conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from office and/or rescission of membership.

Section Seven. Confidentiality. Officers, Directors, Committee Chairs, and others serving in leadership positions to the Association do so acknowledging the importance to maintain confidentiality as to information which may be shared within the
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."
leadership. At all times while serving in a leadership position, individuals shall comply with the Association Confidentiality Policy and will execute the then current Confidentiality Policy of the Association. Violation of such policies may result in removal from his or her position and as a member of the Association.

Section Eight. Indemnification. The Association will indemnify its Officers, Directors, and committee members to the fullest extent and consistent with the then current provisions of Colorado law regarding service of Officers and Directors for non-profit organizations, and to the limits of the Directors and Officers liability insurance policy. The Board shall also obtain at the expense of the Association, Directors and Officers liability insurance as permitted by Colorado law.

Section Nine. Employees. Members, excluding Officers or Directors, may become employees of the Association. An employment contract consistent with these bylaws and the federal or state statutes and rules regarding non-profit organizations shall be executed by the Board of Directors.

Section Ten. Reimbursements. The Association may reimburse members, Officers, Directors, and staff for expenses incurred in performing official duties on behalf of the Association. The Board will adopt written fiscal policy describing when members, Directors, officers, and staff may be reimbursed for their expenses.

Section Eleven. Fiscal Accountability. The Association shall keep correct and complete books and records of account in the Executive Office. An Executive Office shall be maintained in the Denver, Colorado area, or such location as approved by the Board. The Association will develop standards of financial accountability for Association operations. At its discretion the board may convene and Audit Committee to review the financial affairs of the organization, its policies, processes and procedures.

## ARTICLE X - DISSOLUTION

In a manner not inconsistent with law regarding the distribution of assets upon dissolution, upon dissolution of this organization as provided for in these Bylaws, all assets remaining after payment of any and all outstanding liabilities shall be distributed to and among one or more charitable, religious, educational or scientific organizations which would then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code or to civic leagues and social welfare organizations which would then qualify as exempt organizations under the provisions of Section 501(c)(4) of the Internal Revenue Code or to trade associations which would then qualify as exempt organizations under the provisions of Section 501(c)(6) of the Internal Revenue Code, or any successor law, as applicable; and to organizations which
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."
have purposes and objects similar to those of the CCA, as determined by the Board of Directors. The organizations to receive such property, and their respective shares and interests, shall be determined by the Board of Directors. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the CCA is then located, in a manner not inconsistent with law and exclusively to organizations which have purposes and objects similar to those of the CCA, or to such organization(s) as said court shall determine, which are organized and operated for such purposes.

## ARTICLE XI - AMENDMENTS TO THE BYLAWS

Amendments, changes, or additions to these Bylaws can be made with the approval of a two-thirds $(2 / 3)$ vote of the active voting members present at the Annual Business Meeting, with thirty (30) days notice by written or electronic means to the membership prior to the vote. Proposed changes shall be posted to the Association's website as well. Amendments, changes, or additions to the Bylaws proposed by Members of the Association shall be sent in written format, by written or electronic means, to the Board of Directors no less than 60 days prior to the vote. The Board of Directors may vote on the proposals according to this Article, may decline to vote on the proposals, or may assign the proposals to a Bylaw Committee for review and recommendation thereon.

## AS ADOPTED BY VOTE OF THE MEMBERSHIP ON OCTOBER 30, 2021.

Bylaws Committee Chair - Dr. RJ Gelinas

Secretary - Dr. Shannon Bundy

President - Dr. Jarod Waters
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

Voted on by membership October 7, 2016 at the Annual Business Meeting Amended by membership September 29, 2019 at the Annual Business Meeting
"The mission of the Colorado Chiropractic Association is to protect, promote and expand the ethical and professional practice of chiropractic in the state of Colorado."

