

BYLAWS
MONTANA CHIROPRACTIC ASSOCIATION
Amended May 2011

ARTICLE I - General

1. Name. The name of this corporation is the Montana Chiropractic Association (MCA), a nonprofit corporation incorporated in the State of Montana.
2. Location. The principal office is in the State of Montana or elsewhere as determined by the Board of Directors
3. Objectives and Purposes. The objectives and purposes are:
 - a. To federate into one compact and representative organization the members of the chiropractic profession within the State of Montana;
 - b. To promote friendly interaction among doctors of chiropractic licensed by the State of Montana, the other States of the United States, and the Provinces of the Dominion of Canada;
 - c. To extend chiropractic knowledge and advance the science of chiropractic;
 - d. To advocate for the enactment and enforcement of just and equitable chiropractic laws for the protection of the citizens of Montana;
 - e. To promote public health;
 - f. To be active in the prevention of disease and injury and to do all things possible to prolong life and to add to its comfort and enjoyment;
 - g. To cooperate with similar national and state Associations which have goals similar to the purpose of the Association;
 - h. To advise and cooperate with the executive and legislative branches of both the federal and state governments on all matters and things affecting the licensing and practice of chiropractic;
 - i. To have and exercise, within the scope of the purpose and objects above stated, all those general powers of nonprofit corporations which are set forth in Montana statutes.

ARTICLE II - Membership

1. Active members are chiropractors who hold a valid license with the Montana State Board of Chiropractors, have applied for membership to the MCA in a manner approved by the Board of Directors and whose dues and special assessments have been paid in a timely manner. Active members shall be entitled to vote and hold office.
2. Part-time membership is available to any chiropractor who is licensed and practicing in Montana, but practices less than 20 hours a week. Part-time members shall be entitled to vote and hold office.

3. Non-Voting Memberships.

- a. Inactive membership is open to any chiropractic physician who is retired or not in practice in Montana. Inactive members are not entitled to vote or hold office.
- b. Nonresident membership is open to a chiropractor who neither resides nor practices in Montana. Nonresident members are not entitled to vote or hold office.
- c. Student membership is open to any student currently enrolled in a CCE approved chiropractic college. Student members are not entitled to vote or hold office

4. Business associate membership is open to an individual, business or corporation, who wishes to support the association MCA, but is not otherwise eligible for membership. Business associate members are not entitled to vote or hold office.

5. Honorary membership may be conferred upon individuals or businesses who have rendered outstanding, meritorious or other notable service to chiropractic under terms the board of directors determines. Honorary members are not entitled to vote or hold office and are not required to pay membership dues.

6. Other membership categories may be established by the board of directors, who shall designate the qualifications, rights and obligations of the members of each such category.

7. Resignation. A member may resign from the MCA at any time. Such resignation shall be in writing addressed to the MCA president, and shall be effective upon receipt by the president without further action by the board of directors. The resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges accruing and unpaid prior to the submission of the resignation.

8. Termination. A member is automatically terminated without action of the board of directors for failure to pay applicable dues or failure to meet the eligibility requirements for membership. A member may be expelled by the board of directors for cause if the member is provided with reasonable written notice including the reason for the proposed termination, an opportunity to contest the proposed expulsion in writing or in person for the board of directors, and final written notice of the board's decision.

9. Obligations of Membership. Each member shall be required to abide by these bylaws, code of ethics of the association and any other rules and regulations established by the board of directors, including payment of all dues, assessments and other financial obligations.

ARTICLE III - Membership Meetings and Voting

1. Membership meetings. The annual membership meeting of the MCA shall be held concurrently with the annual conference.

2. Special meetings. Special meetings of the membership may be called by the president or a majority of the board of directors.

3. Notice. Notice of membership meetings is provided to voting members at least 10 days before the meetings by postal or other delivery or by electronic means.
4. Quorum. The voting members attending any regularly called meeting, whether in person or by proxy, shall constitute a quorum for the transaction of business.
5. Voting. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of those voting in person or by proxy where a quorum is present carries an action. No proxy shall be valid after the voting is closed.

ARTICLE IV - Dues and Special Assessments

1. Annual dues. The annual dues of the MCA shall be determined by the board of directors.
2. Payment of dues. Dues are payable in full not later than April 30 of each year.
3. Hardship. Special hardship dues reductions may be requested in writing to the board of directors and will be acted upon by the board of directors.
4. Special assessments. All special assessments to meet emergencies or special needs must be voted upon at a duly called annual or special meeting called for such purpose and may be passed by a two-thirds vote of the members present in person or by proxy at the meeting.

ARTICLE V - Board of Directors

1. Directors. The board of directors has the authority and is responsible for managing the business of the MCA. The board establishes policy and monitors implementation of policy.
2. Composition of the board. The board of directors is composed of:
 - a. Nine (9) elected members at large;
 - b. The immediate past president.
3. Director qualifications. Qualifications for an elected director include active membership in good standing in MCA and directly engaged in a Montana chiropractic practice for three continuous years immediately preceding nomination.
4. Terms. Directors serve staggered three-year terms.
5. Nominations. Three candidates for elected members at large are nominated by the nominating committee each year. The membership is given at least 30 days to provide additional nominations, which must be supported by each nominee's contact information and a short biography. All candidate information will be submitted to the membership at least 30 days prior

to the date of the annual meeting. Additional nominations may be made from the floor at the annual meeting.

6. Election and voting. Voting for election to the board of directors will be by written ballot. Majority vote shall elect.

7. Vacancies. Vacancies among directors are filled for the unexpired portion of the term by the board until the next annual meeting.

8. Quorum. A majority of the board shall constitute a quorum. The act of the majority of the board members present at any meeting at which there is a quorum shall be the act of the board of directors.

9. Meetings. Meetings of the board of directors shall be held at such time and place as determined by the board. Any director may attend a meeting via conference telephone or other electronic means as allowed by law. Any action required, or permitted to be taken, at any meeting of the board of directors may be taken without a meeting if written consent is signed by all members of the board. Voting may occur by mail, by telephone or by electronic means.

ARTICLE VI - Officers

1. Officers. The officers of MCA are:

- a. President
- b. Vice president
- c. Secretary-treasurer
- d. Immediate past president

2. Eligibility. All officers must be directors of the MCA in order to be eligible for election.

3. Term of office. The term of office shall be for a period of one year.

4. Election. The board of directors shall elect the president, vice president and secretary-treasurer at the first board of directors' meeting held after the annual membership meeting.

5. Vacancies. Vacancy in the office of the president is filled for the unexpired term by the vice president. All other vacancies shall be filled by the board of directors for the unexpired portion of the term.

6. President. The president shall:

- a. Preside at all meetings of the board of directors and membership and decides all point of order;
- b. Represent MCA at state and national chiropractic organizations and/or designated a representative;

- c. Appoint chairmen and members of committees, including one or more directors as liaison to the committee;
- d. Serve as an ex-officio member on all committees;
- e. Be an authorized signator on all bank and other financial accounts.

7. Vice President. The vice president shall:

- a. In the absence of the president, preside at all meetings;
- b. Assist the president and carry out all duties assigned by the president or the board.

8. Secretary-Treasurer. The secretary-treasurer shall:

- a. Perform such duties as are normally associated with such office as designated by the president and/or board of directors;
- b. Be an authorized signator on all bank and other financial accounts;
- c. Shall sign checks for services provided by the executive director and/or other staff. The president may assume this duty in the absence of the treasurer.

9. Past President. The past president of the board shall serve as a nonvoting advisor, if his/her board term has expired, to the board of directors for a period of one (1) year immediately following his/her service as president. If the past president has time remaining on his/her three-year board term, he/she shall act as an advisor to the board, as well as fill his/her responsibilities on the board and shall maintain his/her voting rights.

ARTICLE VII - Committees

1. The board of directors shall determine what standing and special committees are necessary. The board may also dissolve such committees in its discretion. Committee chairmen and members are appointed by the president as described in Article 6, Section 6.

ARTICLE VIII - Rules of Order

1. *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all matters or procedures not covered by these bylaws.

ARTICLE IX - Indemnification

1. To the extent allowed under Sections 35-2-446 through 454, MCA, each officer, director, board member, committee member, employee and other agent of the association shall be held harmless and indemnified by the association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, or the settlement or compromised thereof, to which he/she may be made a party by reason of any action taken or omitted to be taken by him/her as an officer, director, board member, committee member, employee or agent at the time

such liabilities, costs or expenses are imposed or incurred and, in the event of his/her death, shall extend to his/her legal representatives.

ARTICLE X - Amendment of Bylaws

1. These bylaws may be amended by the general membership at its annual meeting or by a special meeting called for that purpose. A majority of the members present is required for this action. Notice of such action must be given to members at least thirty (30) days prior to such meeting.