

CONSTITUTION AND BYLAWS

OF THE

ILLINOIS CHIROPRACTIC SOCIETY

CONSTITUTION

ARTICLE I NAME

The name of this not-for-profit corporation, organized and existing under the laws of the State of Illinois, is "Illinois Chiropractic Society, Inc.", referred to herein as "the Society."

ARTICLE II OFFICES

The location of the principal business office and any additional offices shall be as determined by the Board of Directors, referred to herein as "the Board."

ARTICLE III PURPOSES

The Society exists to serve as a representative membership organization of the chiropractic profession, to promote and maintain standards of education, ethics, and professional competency which meet the requirements of the profession and the expectations of the Society, to establish and maintain the most desirable relationships within the chiropractic profession and with other professions, organizations, government agencies and groups and to establish, promote, conduct and carry on such activities which enhance the welfare of the members of this organization, the profession in general and the health of the people of Illinois.

ARTICLE IV MEMBERSHIP

Section 1. Qualifications for Membership. Any chiropractor of good moral character who is interested in the objectives of the Society, who is a graduate of a college fully accredited by the Council on Chiropractic Education and who is licensed as a chiropractic physician in Illinois is eligible to apply for membership in the Society. The Board is the sole judge of the qualifications of applicants for admission.

Section 2. Application for Membership and Fee. Application for membership shall be made on forms furnished by the Society and shall be accompanied by payment of appropriate membership dues as specified by the Bylaws (Article II).

Section 3. Acknowledgment. The Secretary shall inform the new member of membership status and provide the new member with a copy of the Constitution and Bylaws.

Section 4. Classes of Membership. The classes of membership are: General, Honorary, Emeritus Status, Associate and Student.

Section 5. General Membership.

A. Full Time Practitioners. Any Illinois licensed chiropractor who is engaged in the practice of chiropractic full time;

B. Part-Time Practitioners. Any chiropractor who qualifies under A. above and can demonstrate that his or her practice is limited to 20 hours or less per week is eligible for membership at annual dues equal to one-half the full general membership fee.

Each application properly filled out and accompanied by the required payment shall be referred to the Board. Upon approval by a majority of the Board, the Secretary shall enter the name of the applicant upon the records of the Society as a Member, which act shall entitle the Member to all the rights and privileges incident to membership.

Section 6. Honorary Membership. Any person who has rendered any special service to the cause of chiropractic may be made an honorary member of the Society upon recommendation of the Board and the affirmative vote of two-thirds of the members present at any regular meeting and voting. An honorary member shall have none of the obligations of membership in the Society, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

Section 7. Emeritus status. Emeritus membership may be granted to any member who has rendered notable service to the Society upon the signed recommendation of one member submitted with a curriculum vitae to the Executive Officers, reviewed and nominated by a committee of past presidents, recommended to the Board, and voted affirmatively by two-thirds of the members present at any regular meeting. An emeritus member shall have none of the obligations of membership in the Society, but shall maintain the privileges of his/her previous membership category.

Section 8. Associate Membership. Associate membership may be granted upon majority vote of the Board to an Illinois licensed chiropractor who falls into one or more of the following categories:

- a.) Has a practice exclusively in a state other than Illinois.
- b.) Is a member of the Armed Forces of the U.S. on active duty.
- c.) Is a full time staff member of a C.C.E. recognized chiropractic college or institution.
- d.) Is fully retired, and who may or may not still maintain an active license.
- e.) Is sick or disabled and unable to practice. An attesting letter must accompany the application from the applicant's District President.
- f.) Is a graduate of a C.C.E. recognized College of Chiropractic who has neither received a license to practice nor is engaged in the practice of chiropractic in Illinois.
- g.) Is not engaged in, nor derives an income from, the practice of chiropractic.

Associate members may neither vote nor hold elective office in the Society.

Section 9. Student Membership. Any student of a C.C.E. fully accredited college who at the time of application has not yet received a D.C. degree qualifies for student membership. Student members may neither vote nor hold elective office in the Society.

Section 10. Cancellation or Suspension of Membership.

A. Complaint and Hearing. Membership in the Society may be cancelled or suspended for cause. The Society 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 Society. Before canceling or suspending any membership, the Society 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 Society. The accused member shall have 15 days from the date of the mailing of the notice of hearing to file a written 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 Society 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 cancel or suspend membership, following the hearing, must be approved by a secret ballot of 2/3 of the Board. Notice of the Board action and a report of its findings will be sent to the member in question. Membership may be restored after suspension or cancellation in the manner provided herein for original membership.

B. License Authority Discipline. If a member's chiropractic physician license is suspended or revoked by the licensing authority of the State of Illinois, that person's Society membership shall be designated as "Temporarily under suspension" until the disciplinary sentence has terminated.

C. 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.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers - Directors - Elections. The elective officers of the Society are the President, the First Vice- President, the Second Vice-President, the Secretary and, 5 Directors-at-Large. A Treasurer, who shall be recommended by the President and approved by the Board of Directors, shall serve as fiscal officer. No officers or other Board members shall receive any compensation except board travel and expense.

The voting members of the Board consist of the elective officers (i.e. the President, the First Vice President, the Second Vice-President, the Secretary), the Treasurer, the 5 Directors-at-Large, the President of each District (or Designee) and the Immediate Past President of the Society. The president as the presiding officer of the Board (except when the vote is by ballot) exercises his/her voting right only when the vote would affect the outcome; in which case he/she can either vote and thereby change the results or he/she can abstain. Any American Chiropractic Association delegate who is a member of this Society is a nonvoting advisor to the Board. Other nonvoting advisors may from time to time be designated by the Board.

Each Board member has the privilege of one vote, and no proxy votes are allowed. No person may hold more than one elective office in the I.C.S. at the same time. No officer, director or other elected official of the I.C.S. shall be an administrator or full time instructor of any chiropractic college.

A majority of the Board constitutes a quorum.

Section 2. Terms of Officers and Directors. All officers (except the Treasurer) and district presidents shall hold office for one year or until their successors are elected, commencing January 1st following the election, and ending December 31st. The Directors-at-Large shall be elected for terms of two years or until their successors are elected, beginning January 1st following their election. Two Directors-at-Large shall be elected in even numbered years and 3 in odd numbered years. The Treasurer shall serve at the discretion of the President.

Section 3. Elections. All elective officers and designated Directors-at-Large shall be elected by any form of ballot permitted by law, including mail, electronic or other form.

Nominations are made by:

A. A nominating committee of 3 or more appointed by the President on or before June 15 of each year. A past-President may serve as chairman of the nomination committee. Its slate of candidates will be filed with the Executive Director on or before July 15; and

B. Nominating petitions signed by not less than 3 percent of the total Society membership eligible to vote. Any nominating petitions shall be filed with the Executive Director not earlier than June 1 nor later than July 15. If July 15 falls on a non-business day of the Society or is a day when the United States mail is not delivered, then petitions received prior to the close of the next business day of the Society shall be accepted, except that no petitions postmarked after July 15 will be accepted regardless of when they are received. Only original petitions will be accepted for filing; facsimile or telefaxed petitions will not be deemed to meet the filing requirements of this section. The petitions shall be in substantially the following form:

NOMINATING PETITION

We, members of the Illinois Chiropractic Society eligible to vote, nominate (name of candidate) for (description of office of Board membership) for the term beginning January 1, ____.

(Signature)

(Address)

(Printed Name)

Additional spaces as needed.

On or before August 15 the President shall appoint 3 persons as tellers to conduct the election and the Executive Director shall cause ballots to be distributed to each voting member of the Society at the member's address appearing on the records of the Society. Ballots shall list the names of all candidates and contain one line for a write-in candidate for each position. No designation other than "D.C." shall accompany candidate's names.

Members shall appropriately cast their ballot for the candidate for whom they desire to vote and shall certify and return the ballot according to the instructions provided.

No ballot shall be counted unless it is received on or before September 15. If September 15 shall fall on a non-business day of the Society, or is a day when the United States mail is not delivered, then ballots received prior to the close of the next business day of the Society shall be counted except that no ballots postmarked after September 15 shall be counted regardless of when they are received. On or before September 20 the tellers shall count the vote and file a report with the Executive Director setting forth the names of all candidates voted for and a statement of the number of votes received by each. A plurality of the votes cast for any office of

membership elects. When two or more candidates receive an equally high number of votes, the winner shall be determined by a lot under the supervision of the tellers. The Executive Director shall forthwith announce the results of the election.

Only general members in good standing and whose dues are current are eligible to hold office in the Society.

Section 4. President - Duties. The President shall preside at all meetings of the Society and have general supervision over the interests of the Society. The President shall:

- a.) Appoint all committees except as otherwise herein provided;
- b.) Recommend a Treasurer to be approved by the Board of Directors;
- c.) Decide all questions of law and order and appeals submitted to the President which shall stand unless reversed by vote of the Society;
- d.) Be a member ex-officio of all committees;
- e.) Sign such documents as the good of the Society demands; and
- f.) Provide direction to the Executive Director in carrying out the policy decisions and actions of the Board.

Section 5. First Vice-President. The First Vice-President shall perform the duties of the President in the President's absence or at the request of the President. The Vice-President's responsibilities include budget, membership, constitution, bylaws, and resolutions, and others as directed by the President.

Section 6. Second Vice-President. The Second Vice- President shall perform the duties of the President in the absence of the President and the First Vice-President and shall perform such duties as outlined by the President. The Second Vice-President's responsibilities include conventions and professional education.

Section 7. Secretary. The Secretary is the recording and correspondence secretary. The Secretary shall:

- a.) Keep a record of the minutes of all the proceedings of the Board and Society;
- b.) Shall preserve in appropriate files all papers and documents pertaining to the Society;
- c.) Prepare an annual report and other reports as often as the Board may require; and
- d.) Provide an accurate membership roster for all members of the I.C.S. Board and update said roster as necessary.

The Secretary may arrange for a recording secretary, with the approval of the President and Board, to record the minutes of the Board meetings, regular and/or special meetings or as may be required.

Section 8. Treasurer. The Treasurer is the officer in charge of the finances of the Society and the Board. The Treasurer shall:

- a.) Oversee the accounting of all monies received and disbursements made. All monies or funds shall be deposited in one or more financial institutions approved by the Board. All orders drawn by the Treasurer shall be cosigned by the President or his/her designated officer or the Executive Director;
- b.) Keep a separate account with each member and such other persons as may have financial dealings with the Society;
- c.) Notify all members in writing of the levy of dues, assessments and other charges and shall accept and receipt for them and shall deposit such monies in the approved bank or banks;
- d.) Prepare an annual report and such other reports as the Board may require; and
- e.) Post bond in an amount deemed sufficient by the Board, the cost of such bond being borne by the Society.

Section 9. Board Powers and Duties. The Board of Directors, unless as limited by other provisions of this Constitution, has complete and full management and control of the business of this Society and may promulgate rules and regulations to govern its own proceedings. The Board may also adopt corporate policies, including but not limited to policies concerning corporate governance.

Section 10. Executive Committee. The Executive Committee is composed of the President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, immediate Past President, and one Director-at-Large appointed by the President. This Committee is responsible for the completion of the duties of all elected offices. The Executive Committee may initiate recommendations for the betterment of the Society to the Board of Directors. It shall also be responsible for the execution of requests by the Board of Directors and conduct the normal business of the Board between meetings of the Board. The President of the Society shall act as Chairperson of the Committee. It shall have meetings as needed, or as called by the President or any three of its members.

Section 11. Resignation, Removal and Vacancies of Officers and Directors.

A. A director or officer may resign by providing notice thereof to the Board. A director or officer may be removed when sufficient cause exists for such removal, including but not limited to those listed in this Section, subject to the requirements in this Section, the Constitution, By-Laws and all applicable law and regulations.

1. The Society 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 any office or director in this Society. Before proceeding to a formal motion on removal, the Society through its Secretary shall notify the officer or director 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. Such notice shall be served on the officer or director at least 30 days prior to the date therein set for the hearing, either by delivery personally to the officer or director or by mailing the notice by registered mail to his or her last known address appearing in the records of the Society. The accused officer or director shall have 15 days from the date of the mailing of the notice of hearing to file a written answer. At the time and place fixed in the notice, the Board shall proceed to a hearing of the charges, and both the accused officer or director and the Society 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 thereto. The Board may continue such hearing from time to time. Upon conclusion of the hearing, the Board shall make its findings and a recommendation to the membership as to whether the officer or director should be removed, based on the evidence presented at hearing. The Society shall provide a copy of its findings to the officer or director within 30 days of their issuance in writing. The issue shall be placed on the agenda of a meeting of the general membership. A director may only be removed by the affirmative vote of two-thirds of the votes present and voted, either in person or by proxy. No director shall be removed at a meeting of members entitled to vote unless written notice of such meeting is delivered to all members entitled to vote, and such notice must state that a purpose of the meeting is to vote on the removal of one or more directors named in the notice.

2. License Authority Discipline. The suspension or revocation of an officer's or director's chiropractic physician license by the licensing authority of the State of Illinois may form the basis of a complaint by the Society to remove the officer or director from office.
3. Failure to Comply With Corporate Policy. An officer's or director's failure to comply with a duly adopted corporate policy may form the basis of a complaint by the Society to remove the officer or director from office.

B. Society office vacancies are filled as follows:

1. Vacancy in the office of the President shall be filled by the First Vice-President.
2. Vacancy in the office of the First Vice-President shall be filled by the Second Vice-President.
3. Vacancy in the office of the Second Vice-President, the Secretary, the Treasurer shall be filled by a member appointed by the Board on recommendation of the President.
4. Vacancies in Director-at-Large positions will be filled by the Board on recommendation of the President.
5. Vacancies in the officers of the Districts will be filled in a like manner with approval of the Board of Directors of the ICS.

C. Vacancies on any committees will be filled by appointment of the President with approval of the Board.

Section 12. Contributions. The Board is authorized to accept voluntary contributions to support the general purposes of the Society or any particular activity of the Society.

Section 13. Auditing the Accounts. The Board may select a Certified Public Accountant to audit or report upon the financial status of the Society for the current fiscal year and make recommendations to the Board.

Section 14. Board Meetings, Votes. The Board of Directors shall meet in regular session at the call of the President or a majority of the members of the Board. Special meetings of the Board of Directors may be called by the President or a majority of the members of the Board. Notice of regular and special meetings shall be given in accordance with applicable law. Notice may be given by electronic or facsimile transmission if not prohibited by law. One or more of the Board members may participate in a regular or special meeting by telephone conference or

similar communications equipment by which all meeting participants are able to hear each other and fully participate. Board motions require a majority vote of those present for approval. A secret ballot may be required by any Board member.

Section 15. Gavel Club (Past Presidents Committee). A committee comprising the current President and all living Past Presidents who are in good standing with the Society shall meet no less than twice a year during the Spring and Fall meetings to discuss the activities of the Society. It shall be responsible for, but not limited to, the nominations for emeritus status membership.

ARTICLE VI STAFF

Section 1. Executive Director. The Society may employ an Executive Director to perform the usual duties of that position and others assigned by the President and the Board of Directors. The Executive Director shall be selected or reaffirmed, and the salary set by the Board of Directors in a written contract. The Executive Director shall have no right to vote, but is granted the privilege of taking part in Board and Committee meetings.

Section 2. Other Employees And Independent Contractors. Other employees and ongoing professional or technical services may be engaged as the Board of Directors authorizes.

ARTICLE VII DISTRICTS

The purpose of the District Societies is to promote closer cooperation among chiropractors in the local counties and cities as well as with other Districts of the State and to promote the policies and objectives of the Illinois Chiropractic Society.

The Board of Directors of the Society may promulgate Rules and Regulations governing District and County organizations.

Section 1. Districts. In order to facilitate activities of the Society in local areas, the state is divided into the four following districts:

- A. Chicago Chiropractic Society: Cook County.
- B. Northern Illinois Chiropractic Society: JoDavies, Stephenson, Winnebago, Boone, McHenry, Lake, Carroll, Ogle, Whiteside, Lee, DeKalb, Kane, DuPage, Henry, Bureau, Putnam, LaSalle, Grundy, Kendall, Will and Rock Island Counties.
- C. Central Illinois Chiropractic Society: Mercer, Henderson, Warren, Knox, Stark, Marshall, Livingston, Kankakee, Peoria, Woodford, Hancock, McDonough, Fulton, Tazewell, McLean, Ford, Iroquois, Adams, Brown, Schuyler, Mason, Cass, Menard, Logan, DeWitt, Piatt, Champaign, Vermilion, Pike, Scott, Morgan, Sangamon, Christian, Macon, Shelby, Moultrie, Douglas, Coles, Cumberland, Edgar and Clark Counties.
- D. Southern Illinois Chiropractic Society: Greene, Jersey, Macoupin, Montgomery, Madison, Bond, Effingham, Jasper, Crawford, St. Clair, Clinton, Marion, Clay, Fayette, Richland, Lawrence, Washington, Jefferson, Wayne, Edwards, Wabash, Monroe, Randolph, Perry, Franklin, Hamilton, White, Williamson, Saline, Jackson, Gallatin, Union, Johnson, Pope, Hardin, Massac, Alexander, Pulaski and Calhoun Counties.

Also see Bylaws Article VI.

ARTICLE VIII GENERAL STANDING COMMITTEES

General Standing Committees shall be authorized by the Board. The President shall appoint the necessary members of each General Standing Committee and designate its chairman subject to the approval of the Board of Directors.

All committees should consist of not less than 3 members. All committees shall submit written reports concerning their activities and recommendations along with expenses and budget for approval by the Board.

Also see Bylaws Article VIII.

ARTICLE IX SPECIAL COMMITTEES

Special committees may be appointed by the President with the approval of the Board for specific purposes and durations.

ARTICLE X BUSINESS MEETINGS

Section 1. Regular Meetings. There will be two regular meetings of the Society. Notice shall be given in accordance with applicable law. The first meeting, held in the first half of the year, is referred to as the Spring meeting. The second meeting, held in the second half of the year, is referred to as the Fall meeting. Meetings shall alternate between the Chicago area and a downstate or other location, unless impractical in a given year.

Section 2. Special Meetings. Special meetings may be called by the President, by a majority of the members of the Board or by the Secretary upon receipt by him/her of a written request signed by 50 general members of the Society. Notice of such special meetings shall be sent to all active general members at least 15 days before the meeting. The business transacted at a special meeting shall be confined to such matters as are mentioned in the call. Forty (40) general members constitute a quorum at special meetings.

Section 3. Admission. Admission to Business meetings is open to all members in good standing. Any exception will be by vote of the majority of the members present.

Section 4. Voting Right. Only general members in good standing and whose dues are current may vote at any meeting or hold office in the Society.

Section 5. Quorum. Forty (40) voting members constitutes a quorum at a meeting of the Society.

ARTICLE XI AMENDMENTS

The Constitution or the Bylaws may be amended upon the affirmative vote of 2/3 of the general members present at a regular meeting or at a special meeting called for that purpose. Amendments may be proposed by:

1. A majority vote of the Board of Directors; or
2. A proposed amendment signed by at least 5 general members submitted to the Secretary who, in turn, will submit it to the Board of Directors.

The Secretary will make available to each general member a notice of each proposal, with any Board recommendation, at least 15 days before such a meeting.

ARTICLE XII FISCAL MATTERS

Section 1. Fiscal Year. The fiscal year of the Society shall begin January 1 of each year and end on the following December 31.

Section 2. Annual Budget. (a) The Officers and Officers- Elect shall serve as a Budget Committee and, before the beginning of the fiscal year, shall draw up a budget for the coming fiscal year. The budget so drawn shall be approved by the Board prior to the fiscal year in which it takes effect. (b) The Treasurer shall maintain adequate controls over expenditures under the budget each year, so that the receipts and disbursements of the Society's monies will be governed in accordance with generally accepted accounting procedures. (c) Under the budget, an effort should be made to allocate portions of the anticipated dues each year to a reserve fund for emergency purposes, with a goal of reaching and maintaining a fund principal equal to 20% (or such lesser amount as restricted by law) of the prior year's gross budget. (d) The Board is authorized to review the operation of the budget and make such transfers between undedicated items as the best interests of the Society dictate.

ARTICLE XIII MISCELLANEOUS

Section 1. Indemnification. The Society will indemnify each director, officer, committee member or employee of the Society against any judgment entered or any other loss, claim, damage, costs or expenses incurred or suffered as a result of malfeasance or misfeasance while acting on behalf of the Society. Such indemnification, however, does not extend to judgments, losses, claims, damages, costs or expenses occasioned by willful and wanton negligence nor fraudulent conduct. The Society shall purchase and maintain liability insurance to cover its indemnification duty.

Section 2. Construction. The interpretation and implementation of this Constitution and Bylaws, where not explicitly clear, shall be governed by any written policies or procedures promulgated by the Board of Directors.

ARTICLE XIV RULES OF ORDER

The current edition of Robert's Rules of Order governs all questions of order and regularity, where not in conflict with the Constitution and Bylaws or rules and regulations adopted by the Society.

BYLAWS

ARTICLE I

Business Meeting Agenda. The business of the regular meetings of the Society shall include, but not be limited to, the following items: approval of previous minutes, presentation of the treasurer's report, approval of new members, other appropriate reports, and other business critical to the purpose of the Society. All motions shall require a majority vote for approval with

the exception of Amendments to the Constitution and/or Bylaws. A ballot or a standing vote may be requested.

ARTICLE II DUES AND ASSESSMENTS

Section 1. Annual dues are payable as follows:

A. General membership dues shall be as set from time to time by the Board of Directors and approved by the membership in a general or special meeting. The Board shall determine methods and schedules for payment.

B. For chiropractors newly graduated, the annual dues shall be proportionately less than full dues for the first, second and third years after graduation.

C. Associate membership dues shall be 50.00 per year, payable January 1.

D. Student membership dues shall be 10.00 per year, payable January 1.

E. A doctor of chiropractic who is an immediate family member of a general member and practices in the same office as that member shall be accorded a 50% annual discount in his or her dues, so long as both members remain in good standing.

Section 2. General Member Defined. General members are those having qualifications under the Membership Article of the Constitution who have paid their dues and all assessments levied by the Board of Directors of the Society.

Section 3. Special Assessments. Special assessments may be levied against all members by the Board, when in its judgment it is necessary, or by a resolution passed by a 2/3 vote of the members present and voting at any special or regular meeting of the Society.

Section 4. Delinquent Member - Suspension - Reinstatement. Any active member of the Society, failing to pay regular dues or special assessments within 60 days after being notified by the Treasurer to do so, shall be considered delinquent, and may be suspended without further action by the Society. Such delinquents may be reinstated to membership upon payment of all unpaid dues and assessments or by special consideration of the Board.

ARTICLE III

Section 1. Expenses of Officers and Directors. Members of the Board of Directors and Officers of the Society shall have their expenses paid by the Society while attending to any business in the interest of the Society, approved by the Board.

ARTICLE IV

Section 1. Amendments to Bylaws. The Bylaws may be amended only in the manner provided in the Amendments Article of the Constitution.

ARTICLE V

Section 1. Seal. The Seal of the Society shall contain the words "Illinois Chiropractic Society, Incorporated."

Section 2. Emblem. An official emblem may from time to time be adopted by the Board of Directors, and it shall constitute the official emblem of the Illinois Chiropractic Society and shall be used only by members in good standing. The emblem shall remain the property of the Society, and may be recalled on termination of membership.

ARTICLE VI DISTRICTS

Section 1. Division of State into Districts. The State of Illinois shall be divided into districts as provided by the Constitution, the boundaries and divisions of which may be changed by the Board from time to time.

Section 2. District Officers. The officers of each district are at least a President and any number of Vice-Presidents. The President of each District, or in his/her absence his/her designated vice president, will represent the District on the Board of Directors of the I.C.S. and will be entitled to one vote.

Section 3. District Nominations: District officers shall be nominated before the Fall meeting of the Society and approved by the Board of Directors of the ICS at the Fall meeting. They may serve consecutive terms.

Section 4. District Placement. A Member's District is determined by:

1. The Member's primary place of practice; or
2. Such other District as the Member designates in writing to the Board of Directors.

Section 5. District Meetings. District meetings shall be held at least four times in each fiscal year. The four meetings shall include the District meetings held at the Spring and Fall regular Conventions.

Section 6. Place of District Meeting. The place and date of each meeting shall be determined by the District officers.

Section 7. Quorum. Five members shall constitute a quorum for District meetings.

Section 8. Records. All financial records of each District shall be maintained at the Corporate Office of the Society.

Section 9. District Compliance. Each District shall comply with the Constitution, Bylaws and any rules and regulations of the ILLINOIS CHIROPRACTIC SOCIETY, INC.

ARTICLE VII ICPC

Section 1. The Society may establish and maintain a paraprofessional council to the Illinois Chiropractic Society, herein referred to as the Illinois Chiropractic Paraprofessional Council, the "ICPC".

Section 2. Membership in the ICPC is open to persons actively employed by general member chiropractic physicians as Chiropractic Assistants as well as other such employees who who are licensed or certified in the various support health professions by the State of Illinois. Members are entitled to all of the privileges of the ICPC. Five ICPC members in good standing constitute a quorum for conducting business and a simple majority shall govern.

Section 3. The Objectives of the ICPC are to;

- A. Promote education of the Chiropractic Paraprofessional.
- B. Broaden the scope of educational opportunities.
- C. Work with the ICS to advance the chiropractic profession.

Section 4. The officers of the ICPC will comprise a committee of the Illinois Chiropractic Society with a chairperson who is a general member of the Society appointed by the President and no less than three paraprofessionals. The chairperson will serve as a liaison to the Board and will select the committee members.

Section 5. The ICPC shall meet no less than twice each year during the Spring and Fall conventions.

Section 6. All financial records of the ICPC shall be maintained by the Corporate Office of the Society.

Section 7. The ICPC may form districts under and subject to the Districts of the Society.

ARTICLE VIII GENERAL STANDING COMMITTEES

- A. American Chiropractic Association
- B. Constitution and Bylaws
- C. Convention
- D. Health Delivery Systems
- E. Membership
- F. Non-Dues Revenue
- G. Quality Assurance
- H. Public Information
- I. Audit
- J. Legislative Action

ARTICLE IX ETHICS

Ethics is a system or philosophy of conduct and principles practiced by a person or group. (Webster)

The Chiropractic physician, as a member of this Society, should strive to establish and promote conduct and carry on such activities which are deemed necessary for the welfare of the members of this organization, the profession in general and the health and well being of the people of Illinois. The Subcommittee on Ethics of Quality Assurance, formulated under Article VII of these Bylaws, shall be responsible for the interpretation of the Code of Ethics of this Society, shall mediate disputes and complaints among members and shall maintain a close liaison between the Board, its legal staff and members on all matters pertaining to ethics, jurisprudence and professional conduct.

This committee may use as its guide the provisions of the I.C.S. Constitution pertaining to cancellation of membership, the State of Illinois Department of Professional Regulation Rules and Regulations, the Medical Practice Act of 1987 and other laws of the State of Illinois.