

**CONSTITUTION
OF
THE OHIO STATE CHIROPRACTIC ASSOCIATION, INC.**

**Adopted October 28, 1968, with Amendments Made:
October 10, 2004, November 8, 2007 and July 16, 2009**

In order to form a more representative association of doctors of chiropractic in the state of Ohio, the Ohio Chiropractic Physicians Association and the Ohio State Chiropractic Society, representing all parts of the state, at a meeting assembled in Columbus, Ohio, on October 28, 1968, proposed and adopted a purpose, to which it shall be the duty of this Association to formulate a Code of Ethics and By-Laws, all of which are hereinafter set forth.

PURPOSE

The objects and purpose of this corporation shall be:

1. To serve as a representative membership organization of the chiropractic profession.
2. To maintain the science of chiropractic as a separate and distinct healing arts profession.
3. To protect in every way, not contrary to law, the philosophy, science and art of chiropractic, and the professional welfare of its members.
4. To serve as an official spokesperson for the representative of the chiropractic profession in the state of Ohio and to assist all reputable organizations of the profession in carrying out compatible purposes.
5. To establish and maintain the standards of education, ethics, and professional competency necessary or desirable to meet the requirements of the profession and expectations of society.
6. To develop, participate in, or conduct health research programs that are compatible with the chiropractic philosophy, art, and science.
7. To promote the science, philosophy, and art of the chiropractic profession and to provide for its perpetration by advocating and encouraging the highest standards of ethics in the practice of the profession; by working united for advancement of the chiropractic profession; by cooperating with doctors of chiropractic for the professional welfare of every member of this Association and the profession in general; and by promoting the most desirable relationships with other professions, organizations, governmental agencies, and groups.
8. To establish an appropriate understanding in the public mind that will assure maximum recognition and acceptance of the profession, its programs, and practices.
9. To do all things necessary and proper in the interests of the chiropractic profession and its members in carrying out the foregoing purposes.

In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized and empowered:

1. Without restriction of limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class.
2. To borrow money from any person, firm, or corporation and to issue notes or obligation of the Corporation from time to time, for any of the same objects or purposes of the corporation and to make secure the same by lawful means; and invest notes, bonds, mortgages, deeds of the trust, or any evidence of indebtedness for the use and benefit of the Corporation.

The foregoing objects and purposes set forth in this article shall be constructed as authorizing the exercise of any corporate power consistent therewith.

CODE OF ETHICS

The Association shall maintain an active ethics committee using the code of ethics adopted by majority vote of the Board of Directors. The Association shall maintain procedural protocols in the policies and procedures manual.

ARTICLES

ARTICLE I – CODE OF REGULATIONS AND BY-LAWS

The name of this association shall be the "OHIO STATE CHIROPRACTIC ASSOCIATION" and the same may hereafter be referred to as the "OSCA" or "Association."

ARTICLE II – ORGANIZATION

Said Association shall have one representative from each of the following divisions herein known as "districts" on its board of directors:

- District 1: Defiance, Fulton, Henry, Lucas, Williams and Wood.
- District 2: Erie, Huron, Ottawa, Sandusky and Seneca.
- District 3: Ashtabula, Cuyahoga, Geauga, Lake and Lorain.
- District 4: Columbiana, Mahoning and Trumbull.
- District 5: Medina, Portage and Summit.
- District 6: Crawford, Richland, Ashland, Knox, Morrow, Marion and Wyandot.
- District 7: Allen, Auglaize, Hancock, Hardin, Logan, Mercer, Paulding, Putnam, Shelby and Van Wert.
- District 8: Champaign, Clark, Darke, Greene, Miami, Montgomery and Preble.
- District 9: Coshocton, Delaware, Fairfield, Fayette, Franklin, Licking, Madison, Muskingum, Perry, Pickaway and Union.
- District 10: Belmont, Harrison, Jefferson, Monroe, Morgan, Noble and Washington.
- District 11: Previously dissolved into Districts 10 and 12.
- District 12: Adams, Athens, Gallia, Highland, Hocking, Jackson, Lawrence, Meigs, Pike, Ross, Scioto and Vinton.
- District 13: Brown, Butler, Clermont, Clinton, Hamilton and Warren.
- District 14: Carroll, Holmes, Stark, Tuscarawas and Wayne.

Districts are independent of the Association and shall maintain their own corporate status and structure pursuant to the Internal Revenue Service.

ARTICLE III – MEETINGS OF THE ASSOCIATION

There shall be general membership meetings/board meetings held at least once each year. The meetings may be held in any part of the state of Ohio, at the place, date, and hour as fixed by the Executive Committee, the Board of Directors, or the Executive Office functioning on behalf of the OSCA. Such other meetings as necessary may be held at the discretion of the Board of Directors. Representatives from each district are required to attend these meetings. All members shall be encouraged to attend. Meeting minutes shall be retained by the Executive Office as permanent record following majority approval by the Board of Directors.

DISTRICT MEETINGS

Each district is encouraged to hold separate meetings at such time, place, and schedule as may be designated by the members of the particular district.

SPECIAL MEETINGS

1. Association meetings can be called any time by the President or by majority vote of the Board of Directors.
2. Board of Directors' meetings can be called any time by the Chairman of the Board, majority of the Executive Committee, or the President of the OSCA.
3. District meetings shall be called by presiding officers or district representatives.

ARTICLE IV – BOARD OF DIRECTORS OFFICERS

The elected officers of the OSCA shall be: President, Vice President of External Affairs, Vice President of Internal Affairs, Vice President of Financial Affairs, and Vice President of Administrative Affairs. These officers shall comprise the Executive Committee.

Said officers shall be elected by ballot from the general membership and shall hold office during each fiscal/calendar year. The Chairman of the Board shall be an officer of the Association.

The President is limited to two (2) consecutive terms. No person shall serve as President of the Association unless he/she has served at least one previous term on the Executive Committee. No member of the Association may be elected as an officer of the Association unless each of the following requirements are met:

1. The person must have been a member of the Association a minimum of five (5) years; AND
2. The person must have been in practice for at least five (5) years; AND
3. The person must have previously served as a district director or committee chair two (2) of the previous five (5) years, or, the person must have served a total of three years of past service as a district representative, committee chair, and/or Executive Committee.

In addition, no officer shall hold a committee chairmanship beyond 90 days after assumption of office of the Executive Committee.

The **President** shall be the chief executive officer of the Association. The President shall have general and active management of the business responsibility of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside over the Executive Committee meetings and shall carry out their programs or delegate these responsibilities with the approval of the Executive Committee.

The **Vice President of External Affairs** shall be directly responsible to coordinate all of the committees, staff, and consultants whose chief purpose involves projects external to the Association. The Vice President of External Affairs shall perform the duties of President in the temporary absence or disability of the President. He/she shall act as Chairman of the Board in the temporary absence or disability of the Chairman of the Board. In the absence of both the President and Chairman, the Vice President of External Affairs will act as President while the Vice President of Internal Affairs will act as Chairman.

The **Vice President of Internal Affairs** shall be directly responsible to coordinate all of the committees, staff, and consultants whose chief purpose involves projects internal to the Association. The Vice President of Internal Affairs shall perform the duties of Vice President of External Affairs in the temporary absence or disability of the Vice President of External Affairs. In the absence of both the President and Chairman, the Vice President of External Affairs will act as President while the Vice President of Internal Affairs will act as Chairman.

The **Vice President of Financial Affairs** shall be directly responsible to coordinate the receipt and disbursement of all funds of the Association as ordered by the Board of Directors. Responsibilities include the savings, investments and other property, real or intangible, supervision of accurate record keeping and reporting of all property, receipts, and disbursements of the Association. The Vice President of Financial Affairs shall coordinate all of the committees, staff, and consultants whose chief purpose involves the financial affairs of the Association. The Vice President of Financial Affairs shall perform the duties of the Vice President of Administrative Affairs in the temporary absence or disability of the Vice President of Administrative Affairs.

The **Vice President of Administrative Affairs** shall be directly responsible to coordinate all of the committees, staff, and consultants whose chief purpose involves recording, communicating, and publicizing the proceedings and actions of the Executive Committee, Board of Directors, and the Association. The Vice President of Administrative Affairs shall perform the duties of the Vice President of Internal Affairs in the temporary absence or disability of the Vice President of Internal Affairs. The Vice President of Administrative Affairs shall perform the duties of the Vice President of Financial Affairs in the temporary absence or disability of the Vice President of Financial Affairs.

The immediate past president shall be the **Chairman of the Board**. He/she shall preside over all board meetings. He/she shall act as liaison officer of the Association to other professional organizations within the state of Ohio and on a national level and may select and supervise a representative liaison to other professional organizations with the general approval of the Board of Directors. In the instance of a permanent vacancy developing in the position of Chairman of the Board due to resignation, disability, death, or other cause, the next past president in order shall assume the duties of Chairman of the Board.

The **Executive Committee** shall consist of the elected officers of the Association. The committee shall administer projects approved by the Board of Directors of the Association. The 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 Board of Directors of the Association may revoke all actions taken by the Executive Committee and direct said Committee by majority vote.

In the instance of the development of a permanent vacancy on the Executive Committee due to the disability, resignation, death, or other cause, the President shall nominate within 30 days following vacancy(ies), the replacement(s) for the position(s). Within 15 days of notice, the board shall approve or table the nominee(s) by majority vote via telephonically or at the next meeting of the Board of Directors, whichever occurs first. If a nominee is not approved, the President shall select another nominee 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 fiscal/calendar year. Until the vacancy is filled, the duties of the vacant office shall be performed as outlined in cases of temporary absence or disability. If the vacancy occurs in the office of President, the Chairman of the Board shall act in the stead of the President as outlined.

The **Compensation Committee** shall consist of the Chairman of the Board, President and Vice President of External Affairs. The compensation committee shall meet annually by December 1 to set salaries and bonuses for all Association employees.

ELECTIONS

Elections for the Executive Committee and district directors shall be held annually. Elections shall be managed by the current Executive Committee through the Executive Office of the OSCA. The election format may be by mail, email, fax, or posting to the website for ballots/votes

of the general membership. Candidates must supply a written notice of intent to run for any position along with a brief biographical sketch to the Executive Office.

Intent to run for Executive Committee positions must be received by August 1. If no letters of intent are received, the current Executive Committee shall recruit members for the vacancy(s). Letters of intent shall be reviewed for fulfillment of qualifications of all candidates for the Executive Committee. The OSCA will then mail, email, fax, and/or post on the website a ballot to the general membership that lists all candidates for the Executive Committee and their biographies in a timely manner. The general membership may then vote by ballots submitted through August 31.

Intent to run for District Director positions must be received by the Executive Office no later than September 15. The OSCA will mail, email, fax and/or post on the website a ballot to each member in the district listing the candidates. Ballots will be accepted through September 30. The candidate that receives the most votes in each district will be deemed the winner. The candidate who receives the second highest number of votes in each district will be the assistant district director for that district.

The Board of Directors of the Association shall be composed of the officers of the Association and the directors elected from the members of the Association from each of the districts.

Districts shall elect directors from the district one director for each 90 OSCA members represented within the district. 1 – 90 members = the first directors position, 91 – 180 members = a second directors position, and so on. For purposes of this paragraph, members are defined as board approved chiropractic physicians practicing within or retired residing within the boundaries of their district. Membership counts shall be as of September 1 of the preceding year.

In 2008, all districts will elect district directors. In subsequent years, odd numbered districts will elect their directors in odd numbered years and even numbered districts will elect their directors in even numbered years.

The assistant director may serve in the absence of the district director at all meetings with full voting rights and privileges as accorded the director.

The number of members of the Board of Directors shall be represented by the officers and the elected directors of the Association. All directors must have been in practice for at least three years and be current in their association dues.

In the event of a vacancy on the Board of Directors by resignation, extended illness, death, or other causes, the Board of Directors shall appoint a new director to fill the directorship for the unexpired term.

In the event of insufficient participation by a director, that director may be replaced by a vote of the Board of Directors. Insufficient participation is defined as missing two consecutive meetings or three meetings in a calendar year without notification.

The Association will reimburse any director or officer in the event of an errors/omissions lawsuit while pursuing their duties as a director of the Association.

STANDING COMMITTEES

Committees, project and/or resource groups shall be developed as needed by the Board of Directors. Committees shall seek representation from all OSCA districts. Committees will be chaired by a member in good standing and the chair shall attend all board meetings unless

excused with notification. Committees shall be required to meet at least quarterly and submit written reports following all meetings.

ARTICLE V – MEMBERSHIP

Members must annually submit a membership application. Regular membership of this Association shall consist of doctors of chiropractic maintaining a current, active Ohio license or a student of chiropractic. Classifications and dues structures will be reviewed annually by the Board of Directors. The Board of Directors or the Executive Committee may waive or reduce individual membership dues and penalties for delinquent dues for reasons acceptable to them by majority vote.

ARTICLE VI – SUSPENSION AND EXPULSION OF MEMBERS

Any member may be suspended or expelled by the majority vote of the Board of Directors, for conduct unbecoming a member or for failure to abide by the Code of Ethics and Rules and Regulations expressed herein or for failure to cooperate with the Association in carrying out its purposes.

ARTICLE VII – COMPENSATION

All members of the Board of Directors and committee members shall serve without salary or expense reimbursement, unless otherwise authorized by the Board of Directors.

ARTICLE VIII – RECORD RETENTION/LIQUIDATION

The Association shall keep correct and complete books and records of account in the Executive Office. An Executive Office shall be maintained in the Columbus, Ohio area.

Disposition of surplus assets shall be used to benefit a 501(c)(3) entity at the direction of the Board of Directors. The Board of Directors shall determine the beneficiaries and the amount to be distributed to each.

ARTICLE IX – SEAL

The Association shall not have a seal.

ARTICLE X – AMENDMENTS

The Constitution and By-Laws may be amended, supplemented, or repealed with two-thirds majority approval of the Board of Directors.