

Table of Contents

<u>Name of the Organization</u>
<u>Purposes and Objective of the UCPA</u>
<u>Composition of the Association</u>
<u>Management of the Association</u>
<u>Amendments to the Bylaws</u>
<u>The membership of the Association</u>
<u>The Board of Trustees</u>
<u>Election of Board Members</u>
<u>Educational Programs, Meetings and Annual Conventions</u>
<u>Revenues</u>
<u>Committees</u>
<u>Voting</u>
<u>Indemnification</u>

UTAH CHIROPRACTIC PHYSICIANS ASSOCIATION BYLAWS

Adopted on April 23, 2016

Recital: The personal pronoun of “He” shall hereinafter be considered to be he/she.

Definitions:

Written notice/communication shall be defined as any communication involving any type of interaction that makes use of the written word including but not limited to mailings, faxes, email, or other text based electronic communication.

Annual membership shall be defined as a period of 12 months from the initial date of payment of membership dues.

1. Name of the Organization

- 1.1. The name of this organization shall be the Utah Chiropractic Physicians Association.
- 1.2. Hereinafter, in the bylaws, the Utah Chiropractic Physicians Association will be referred to as the “UCPA” or the “association”.

2. Purposes and Objective of the UCPA

- 2.1. The purposes of the UCPA shall be:
 - 2.1.1. To support the individual Chiropractic Physicians in their efforts to serve, restore and maintain health; to educate the public about health care; to promote the philosophy, science, art, and business of chiropractic; and
 - 2.1.2. To foster brotherhood and sisterhood among the profession; to champion the professional well-being of its members; to unite the chiropractic profession; to instill mutual respect in their interrelations; to encourage high standards of conduct within the profession; and to establish and maintain a code of ethics.
- 2.2. The objective of the UCPA shall be:
 - 2.2.1. To maintain a constant vigil for the people of Utah, against those who would deny individuals the right to select chiropractic if it be their choice;
 - 2.2.2. To establish a coalition of chiropractic philosophies and attitudes in an effort to provide a common ground to facilitate interactions within the profession, outside agencies, and government entities;
 - 2.2.3. To gather and distribute throughout the profession, reliable information pertinent to the practice of chiropractic to develop a forum and network for the exchange of scientific, political, and philosophical information pertaining to the benefits of chiropractic.

- 2.2.4. To secure, for the profession, the recognition to which it is entitled, as a major health care delivery system; and to teach its members to protect themselves against unjust attacks or unfair discrimination.

3. Composition of the Association

- 3.1. The association is comprised wholly of its membership and its Board of Trustees.
- 3.2. The classification of membership is outlined in Article 6 of the Bylaws.
- 3.3. The Board of Trustees may consist of the officers; namely the President, the Vice President, the Past President, the Secretary, the Treasurer; the balance of the Board may consist of the combination of the Board Members at large elected by the entire state membership, District Leaders, elected by the membership within a specific geographical district as set by the Board, and other officers as set forth according to the direction of the Board. The total membership of the Board shall be not less than twelve (12) and no more than twenty(20).

4. Management of the Association

- 4.1. The management of the UCPA shall be vested in those members who comprise the Board of Trustees (hereinafter defined), but shall be the chief responsibility of the Executive Committee (hereinafter defined).
- 4.2. The Board of Trustees shall consist of those members who have been duly elected or appointed in accordance with the Bylaws and Articles of Incorporation. Hereinafter, the Board of Trustees shall be referred to as the "Board".
- 4.3. The Board may, at any time, negotiate for, hire, or contract with individuals or organizations to provide for the day to day management of the UCPA. Such contractual arrangements require a 2/3 vote of the Board and must be reviewed and affirmed or canceled annually.

5. Amendments to the Bylaws

- 5.1. The Bylaws of the UCPA may be amended, in whole or in part at any business meeting of the UCPA, provided that written notice of the meeting and purpose has been provided to the membership no less than thirty (30) days preceding that business meeting.
- 5.2. Proposed amendments may be voted on during the business meeting by the membership present at that meeting. Voting on any amendments, shall be held by written ballots. Members who are not present at the business meeting may cast written ballots (provided to them by mail, email, or fax) at least ten (10) days in advance of the business meeting provided they have certified their pending absence with the secretary within ten (10) days of receiving notice of the meeting.
- 5.3. Proposed amendments will become effective when approved by vote of 2/3 of the general membership who cast votes.

6. The membership of the Association

- 6.1. Classifications of Membership
 - 6.1.1. Membership shall consist of all non-refusing licensed chiropractors living and practicing in the State of Utah.
 - 6.1.2. Classifications of membership in the UCPA, such as General Member, Student Member, Retired Member, Honorary Member, or other titles, with their associated fees and benefits shall be determined by the Board and communicated in writing.
 - 6.1.3. General Members. The general membership of the UCPA shall consist of those licensed chiropractic physicians, licensed by the State of Utah, and who have no action currently

under enforcement from the Division of Professional Licensing of the State of Utah. General Member have the right to be heard by the Board through written communication or in person at any board meeting of the UCPA. They have the privilege of voting in the Annual Business meeting so designated by the Board on any matter raised (including bylaw changes, and members of the Board-at-Large positions) They may also vote on any alternate district representatives or in their individual district meeting.

- 6.1.4. Active Members. Are General Members who have sought to become active in the association by supporting the activities, agenda, mission, and purpose of the association by paying the said dues for membership authorized by the Board. In addition to the rights of General Members, Active Members may also nominate or elect and vote for the President, Vice President, Treasurer, Secretary and geographical District Leaders of the Board. Active members are also able to attend the 2 UCPA conventions and receive the CE offered at no additional charge. Chiropractic physicians licensed by the State of Utah, but currently residing outside of the state may become Active Members and receive all of the same rights and privileges.
- 6.1.5. Student Members: Student members shall consist of Chiropractic students, enrolled in a chiropractic college recognized by the Division of Occupational and Professional Licensing of the State of Utah. Upon receipt of application to the Board, assessments/fees and verification of his or her enrollment in an approved college, the student shall be admitted as a student member of the UCPA having the rights of a General Member without the voting privileges, but with access to all CE offered at the conventions and may include additional charge.
- 6.1.6. Associate Members: Associate Members shall consist of any organization or individual, who is not a chiropractic physician, yet is closely associated with the profession by virtue of doing business with the profession or engaged in a health or professional field that is regularly related to chiropractic or has a desire to be so associated. Upon written application to the Board, payment of assessments/fees and subject to a majority vote of the Board, Associated Members shall be admitted, but shall have no voting rights or direct voice in the activities of the Board.
- 6.1.7. Honorary Members. Lifetime membership may be granted by a 2/3 vote of the Board to any member who has retired from active, full-time practice and who desires such membership status. They shall have all rights and privileges of general membership. Honorary members shall have the same rights as Active Members.
- 6.1.8. Retired Members: Retired Member status may be granted to Chiropractors over the age of 65 and no longer in active practice. Upon written application to the Board, payment of assessments/fees and subject to a majority vote of the Board, Retired Members shall be admitted and maintain all rights of Active Members.
- 6.1.9. Newly Licensed Members: Newly Licensed Member status may be granted to Chiropractors in their first and second year of licensure. Upon written application to the Board, payment of assessments/fees and subject to a majority vote of the Board, Newly Licensed Members shall be admitted and maintain all rights of Active Members.
- 6.2. Resignations. Any member of the UCPA may resign or refuse membership without cause by sending written notice to the Board naming an effective date for resignation. Effective

resignation dates may not be retroactive from the date of submission of the resignation. All resignations and refusals of membership shall be recorded to prevent unwanted communications.

7. The Board of Trustees

7.1. The Board of Trustees shall consist of all officers, the Executive Committee, all District and Board Members at large, and other appointed board members as established by the Board. All board members are required to attend all board and general meetings. Action may be taken to remove members who miss more than three scheduled meetings.

7.2. Board Officers

- 7.2.1. President: The President is the chief executive officer of the UCPA and as such shall be responsible for the implementation of all fiscal matters and actions directed by the Board. The President shall perform all other duties pertaining to that office and shall have general supervision over the work of all the committees, except the nomination committee, and shall supervise the activities of the Board. The President shall preside over all Board meetings, executive committee meetings, appoint various committees in collaboration with the Board, and sign such documents as provided by these Bylaws.
- 7.2.2. Vice President: The Vice President shall perform the duties of the President in the absence of the President, or at the request of the President. The Vice President shall serve as an assistant to the President and may be considered the president elect by the nominating committee. The Vice President shall preside over any Public Relations efforts/committee as organized by the Board.
- 7.2.3. Past President: The Past President shall serve as a voting member of the Board until he is replaced by a successor. He shall also serve in an advisory capacity to the President. The Past President shall oversee the election process as outlined in Article 8 Section 2-4 of the Bylaws of the Association.
- 7.2.4. Secretary: The Secretary is responsible for the management of all official UCPA records. The Secretary shall hold the corporate seal and take minutes of all meetings of the Board and the business meetings of the UCPA. The Secretary shall cause the minutes of the last Board meeting to be delivered to all Board members, no less than 7 days prior to the next regular Board meeting. In the event of an emergency meeting, the Secretary shall cause a copy of the minutes to be distributed at the meeting, prior to the reading of the minutes. The secretary shall give notice of deadlines for action items of the Board including, but not limited to election filing deadlines, committee assignments, and time lines established by the Board.
- 7.2.5. Treasurer: The Treasurer is responsible for the management of the UCPA finances. The Treasurer is the primary custodian of the accounts of the UCPA. At each business meeting, the Treasurer will present a report on the financial condition of the UCPA and make such written reports available to general members upon request. The Treasurer is responsible for the timely report of the corporate status to any state, federal or local agencies that may require regular reports, in accordance with the law. The Treasurer shall preside over any Budgeting efforts/committee organized by the Board.

7.3. The Executive Committee

- 7.3.1. The executive committee consists of the President, Vice President, Secretary, Treasurer and Past President. The executive committee shall serve to fulfill the directions of the Board. They may collectively and individually execute directives of the Board. If an executive decision must be made on behalf of the UCPA, prior to a scheduled Board meeting, the executive committee may take action with approval of 51% of the Board. This approval must be presented and entered into the minutes at the next Board meeting. The executive committee shall not meet or perform any unique function while the Board is in session.

7.4. District Leaders and Board Members at large

- 7.4.1. District Leaders shall serve as members of the Board representing geographical districts as determined by the Board. Each of these districts shall have one Leader and up to two (2) Co-Leaders. Each district has one vote at the Board Meetings. Each of the districts shall have geographical boundaries established by the Board, so that the number of Chiropractors' principal offices in each of the districts throughout the state is as equal as reasonably possible.
- 7.4.1.1. The primary responsibility of the District Leader is to represent (or send an alternate) the members of their district to the Board at all meetings. For this purpose District Leaders should regularly communicate with the members of their district to discuss the activities of the UCPA.
- 7.4.1.2. District Leaders shall also assume responsibility for the successful operation of the Board by fulfilling assignments from the board such as committee membership, or other duties/positions necessary to the activities of the Board.
- 7.4.1.3. District Leaders should promote and encourage members of their district to participate in and support the UCPA by becoming dues paying members.
- 7.4.2. Four Board Members at Large may serve as members of the Board. Each of these Board Members at large shall be elected by the entire membership. Each Board Member at large shall have one (1) vote in all matters and be present at all meetings to exercise that vote
- 7.4.2.1. The primary responsibility of Board Members at Large is to assist the Executive Board in representing the UCPA when called upon. This may include attending legislative, or licensing activities as well as other events to promote professional relationships.
- 7.4.2.2. Board Members at Large should support and assist District Leaders in their district activities.
- 7.4.2.3. Board Members at Large shall also assume responsibility for the successful operation of the Board by fulfilling assignments from the board such as committee membership, or other duties/positions necessary to the activities of the Board.

7.5. General Powers and duties of the Board

7.5.1. The Board shall have the complete and exclusive care, custody and control of the association's assets and shall exercise all of the association's powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation and the Bylaws. The entire management of the association, its affairs, its properties and assets, is vested exclusively in the Board. The Board has the same powers as an individual to do all things necessary or convenient to carry out its objectives and duties. The powers of the Board shall include, but are not limited to, the following:

- 7.5.1.1. To sue and be sued, complain and defend in the association's name;
- 7.5.1.2. To enter into any and all types of agreements or contracts related to the intake, disposition, custody, and management of the properties and/or assets of the association;
- 7.5.1.3. To decide and implement decisions on contributions, payments and distributions, which may be made in cash or in kind, as well as any projects, establishment of scholarships or similar funds, or maintenance of scientific research and studies determined by the Board to be in furtherance of the pursuits and objects of this association.
- 7.5.1.4. Notwithstanding anything herein to the contrary, it is strictly understood and agreed that the Board's powers and responsibilities shall be vested in them and shall be exercised by them strictly in a fiduciary capacity to accomplish the pursuits and objectives of this association, and the Board is expressly prohibited from acting in contravention or derogation of the pursuits and objectives as stipulated above.
- 7.5.1.5. To represent the membership in the design, organization and delivery of the objectives of the UCPA and to communicate to the respective districts and members all appropriate information.
- 7.5.1.6. To appoint the power of attorney; fill vacancies in the committees and offices as set forth herein; execute the policy decisions of the Board; hire or remove an Executive Director and authorize the budgeted expenditures and approve or deny all non-budgeted expenditures.
- 7.5.1.7. The Board shall develop, approve and recommend to the membership an annual budget;

7.6. The Meetings of the Board

- 7.6.1. The Board shall hold meetings on a regular basis, at a predetermined time and place as set by the President.
- 7.6.2. Any five (5) of the Board members, the President or the Vice President may call for a special Board meeting which will be held at a time and place determined by the President. This meeting shall also require proper notification of all Board members. All Board meetings must have a quorum of no less than 51% of the Board to conduct business.
- 7.6.3. When a majority (e.g. 51%) of the Board members are present at any Board meeting, this shall constitute a quorum.

- 7.6.4. No per diem or expenses shall be paid to any Board member for attendance at Board meeting, with the exception of the Executive Director, who may be compensated for time as established by the Board.

8. Election of Board Members

8.1. Elections

- 8.1.1. Elections shall be under the direction of the Elections Committee. They shall oversee the balloting process and shall be responsible for the tally and reporting of the vote.
- 8.1.2. The Elections Committee shall consist of the Past President, the President, and three (3) other members of the association as appointed by the Board. The Executive Director may assist the election committee in their duties if requested by the President. The President shall be responsible for the collection and counting of all ballots. The members of the committee shall be present for the counting of all ballots to confirm authenticity, under the direction of the President. Should a member of the committee be nominated for office, the President shall appoint another member to confirm the authenticity of the ballots.

8.2. Eligibility of candidates and Board members, resignation and removal

- 8.2.1. Eligible candidates for any Board position shall file with the Secretary a document prepared and approved by the Board upon which the candidate shall identify any conflicts of interest with the association. A conflict of interest would include, but not be limited to, holding any position in the state or private sector which regulates or influences the practice of chiropractic, or service on the Board or governing body of any other chiropractic association of any kind.
- 8.2.2. Eligible candidates shall be Active Members at the time of nomination and maintain membership throughout their term of office.
- 8.2.3. Any Board Member, including officers, District Leaders, Board Members at large, and alternates may remove himself without cause by filing written resignation with the Secretary and upon acceptance thereof by the Board. The resignation shall take effect upon the date specified in the resignation.
- 8.2.4. If any Board member, including officers, District Leaders, Board Members at large, and alternates should have his license to practice chiropractic within the state suspended or revoked; or should any officer or Board members or alternate be convicted of a felony; he shall immediately resign from office or be removed by the Board.
- 8.2.5. Any Board member, including officers, District Leaders, Board Members at large, and alternates may be removed from office, with or without cause, by a 2/3 vote of the Board at any Board meeting.
- 8.2.6. Vacancies created by removal or resignation shall be filled as stated in Section 7 of Article 8.

8.3. Nominations for office

- 8.3.1. In preparation for elections, the election committee shall present nominations for officers to the Secretary to be sent out with notice of filing deadline. These nominations will include one name for each office. Among those nominations, the Vice President may be the nominating committee's choice for President, as long as he still meets the eligibility requirements as outlined in section 2 of this article.

- 8.3.2. Notice of filing deadline for elections shall be given by the Secretary ninety (90) days prior to the election business meeting. To be eligible for elections, filing must be returned to the secretary, postmarked not less than sixty (60) days prior to the election business meeting. The candidates for office shall be listed on the ballot by lot and may only file for one office. The nominations of the election committee shall be so designated.
- 8.4. Election of District Leaders
- 8.4.1. The election of District Leaders shall take place by means of written communication provided to all dues paying Chiropractic Physicians that practice in each of the respective districts. The election committee shall provide the ballots at least thirty (30) days prior to the business meeting. The voting must be completed no less than five (5) days prior to the business meeting. The candidate that receives the most votes shall be the District Leader. The candidate that receives the second most votes shall be the alternate for the respective district. In the event of a tie, a second ballot will be provided to decide between those candidates that were involved in the tie. Elections will be decided by majority vote of the ballots cast.
- 8.5. Election of the officers and Board Members at large
- 8.5.1. The elections of President, Vice President, Secretary, and Treasurer shall be conducted as set forth in Article 8 Section 3 of these bylaws, by ballots provided to all dues paying members of the UCPA no more than sixty (60) and not less than thirty (30) days prior to the beginning of the convention. Voting must be completed not less than five (5) days prior to the beginning of the convention. The officers shall be elected by majority vote of the votes cast. In the event of a tie, a runoff vote will be conducted at the business meeting. Elections for Board Members at large shall be conducted at the business meeting.
- 8.6. Terms of office
- 8.6.1. An officer may serve for consecutive terms in the same office and is not subject to a limit on the number of consecutive terms he or she may serve.
- 8.7. Vacancies of office
- 8.7.1. A vacancy in the office of Past President shall be filled by any Past President who is available, willing and qualified according to the bylaws of the UCPA. The appointment shall be made by the President. He shall serve the remainder of the term.
- 8.7.2. A vacancy in the office of President shall be filled by the Vice President, who then becomes the acting President. The acting President will serve for the remainder of the former President's term of office and may be the nominating committee's choice for President at the next business meeting.
- 8.7.3. A vacancy in the office of Vice-President, shall be filled by a qualified member of the Board of Trustees appointed by the Board. The appointed member becomes the acting Vice President. The acting Vice President will serve for the remainder of the former Vice President's term of office. The acting Vice President may be the nominating committee's choice for President at the next business meeting.
- 8.7.4. A vacancy in the office of Secretary, shall be filled by a qualified member of the UCPA, appointed by the Board. The appointed member becomes the acting Secretary. The acting

- Secretary will serve for the remainder of the former Secretary's term of office. The acting Secretary may be considered for nomination for that office at the next business meeting.
- 8.7.5. A vacancy in the office of Treasurer, shall be filled by a qualified member of the UCPA, appointed by the Board. The appointed member becomes the acting Treasurer. The acting Treasurer will serve for the remainder of the former Treasurer's term of office. The acting Treasurer may be considered for nomination for that office at the next business meeting.
- 8.7.6. A vacancy in the office of Board Member at large shall be filled by a qualified member of the UCPA, appointed by the Board. The appointed member becomes a Board Member at large. The Board Member at large will serve for the remainder of the term of office of the former Board Member at large. The Board Member at large may be considered for nomination for that office at the next business meeting.
- 8.7.7. A vacancy in the office of District Leader, shall be filled by the Alternate District Leader for that district. The Alternate District Leader then becomes the District Leader. The District Leader will serve for the remainder of the former Leader's term of office.
- 8.7.8. A vacancy of the Alternate District Leader, shall be filled by an election or appointment sustained by vote of the district membership. The newly elected Alternate District Leader will serve for the remainder of the former Alternate's term of office.

9. Educational Programs, Meetings and Annual Conventions

9.1. Educational Programs

- 9.1.1. The educational programs of the UCPA shall promote the philosophy, science, business and art of chiropractic, while including such subjects as determined by the Board to be pertinent and shall provide a forum for better relations between members of other professions and organizations.
- 9.1.2. The educational programs shall be financially self sufficient unless the expense is determined by the Board to be justifiable.

9.2. Business Meetings

- 9.2.1. A business meeting shall be conducted at one convention each year. Reports from the Board of Trustees, President, Treasurer and committees are to be given at these meeting.
- 9.2.2. Special business meetings may be called by the President, or two thirds vote of the Board when determined to be necessary due to matters of great urgency. Notice of special business meeting shall provided to all members at least seven (7) days prior to the date of the meeting, or phone calls from the Board must be made to all members seven (7) days prior to the meeting.
- 9.2.3. All chiropractic physicians licensed by the State of Utah shall be invited and encouraged to attend general business meetings. Non-voting attendees may have voice when duly recognized on issues before the membership. All chiropractic physicians living in the State of Utah should be sent notices, mailing, or emails of the association.

9.3. Conventions

- 9.3.1. Two conventions may be held each year at the discretion of the Board.
- 9.3.2. Attendees at the conventions must be registered and pay the appropriate fees as determined by the policies of the Board. There is no fee charged for members to attend the business meeting or exhibit area.

10. Revenues

10.1. Membership Assessments

- 10.1.1. The Board shall have the right to assess the membership on a regular and special basis, in a manner to be determined by the Board of Trustees.
- 10.1.2. Any special assessment, proposed by the Board of Trustees, may be voted on by members, by written ballot (via mail, email, or fax). The proposed assessment will be decided by a majority vote of the ballots returned, within twenty (20) days from the date of sending.
- 10.1.3. The Board shall have the authority to waive regular and special assessments in certain cases for cause, such as hardship, etc. Annual Dues shall be determined by the Board.

10.2. Seminars, conventions and donations

- 10.2.1. Seminars and conventions are expected to provide part of the annual revenues of the UCPA. The fees for these events will be determined by the policies of the Board.
- 10.2.2. The Board may request and solicit donations for special funds or projects. Such contributions are voluntary and do not affect membership.

11. Committees

11.1. Standing Committees

- 11.1.1. Standing committees shall be established by the Board.
- 11.1.2. The chairman of each standing committee shall be appointed by the President and ratified by the Board. Such appointments shall continue until replaced by a successor, but shall not exceed the term of office of the President who made the appointment.

11.2. Special Committees and Task Forces

- 11.2.1. The President may appoint members of the UCPA to a special committee or task force in collaboration with, as he deems necessary for the efficient functioning of the UCPA. The term of these appointments shall be determined by the President and shall not exceed automatically the term of office of the President who appointed them. All appointments to special committees or task forces are subject to ratification by the Board.

11.3. Committee meeting

- 11.3.1. Any two (2) officers or committee chairman may call a committee meeting in any predetermined location for the purpose of conducting business related to that committee.

12. Voting

- 12.1. Whenever, in the judgment of the Board, any question shall arise which it believes should be put to a vote of the active membership and when it deems it expedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the membership for a vote and the result of the vote shall be determined according to a majority of the votes received within ten (10) days after such submission to the membership. Notwithstanding anything in these Bylaws to the contrary, any communication between the Board, Board members, or members of the Association may be accomplished by written communication.

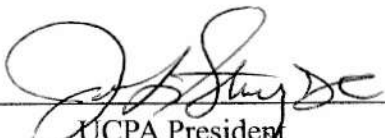
13. Indemnification

- 13.1. The association may, by resolution of the Board of Trustees, provide for indemnification by the association of any and all of its Board Members or Officers or former Board Members or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Board members or Officers of the association, except in relation to matters as to which Board member or Officer or former Board member or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

14. Dissolution

- 14.1. The UCPA shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

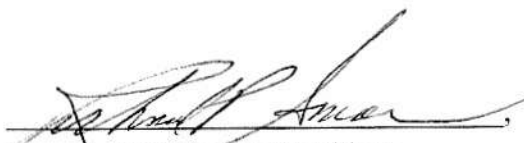
The foregoing Bylaws were adopted pursuant to Article 5 therein, by a 2/3 vote of the general membership present at the business meeting of the UCPA held on April 23, 2016. Attested to by the Executive Board.




UCPA President



UCPA Secretary



UCPA Vice President



UCPA Treasurer