

Bylaws of

Alliance of New Mexico Chiropractors

Article 1

Membership Organization

Section 1. MEMBERSHIP. The Corporation is a membership organization, and the members of the Corporation shall have the power and authority to vote and elect the Board of Directors in accordance with these Bylaws of the Corporation. The qualification of the members to serve and other powers of those members shall also be controlled by these Bylaws.

Section 2. Qualification to become a member. The membership of this Corporation shall be limited to persons who have a sincere interest and desire to assist the Corporation in its stated purposes and association goals, who are age eighteen years or older and licensed in the field of Chiropractic. Any person desiring membership in the Corporation shall complete an application form prescribed by the Board of Directors. Membership of such person will become active upon payment of dues and is subject to board review (see Article I, section 4).

Section 3. Membership Privileges. Every member shall have the right to vote at all elections of Board of Directors and to vote on matters submitted to the members of the Corporation in business meetings. Any member is eligible to serve in any elected position after being a member in good standing for two consecutive years and provided the member's membership remains current during the time he or she is serving in the position.

Section 4. Termination of Membership. Members may be removed from the roll of membership by personal written request of the member, by removal by a quorum of Board Members at a regular or special business meeting of the Board, by non-payment of dues, by death, or because their values do not align with the mission of the organization as determined by the Board of Directors.

Section 5. Meetings of Members.

- a) Quorum and Majority Vote. Unless otherwise specified in this document, a quorum shall consist of twenty percent (20%) of the Membership roll and all actions shall pass by a simple majority.
- b) Regular Business Meetings. The Corporation shall hold regular business meetings with the general membership under the following two conditions: 1) recommendation of the Board and 2) by petition of the membership with twenty percent (20%) of the membership requesting by physical or digital signature.
- c) Annual Meeting of Members. The Corporation shall hold an annual meeting of the members held in conjunction with the annual convention. This meeting will facilitate officer elections, membership acceptance and rejections as proposed by members of the corporation, and any other annual reporting of the Board to the membership.
- d) All membership meetings—regular, annual, or otherwise—shall be announced in writing at least two (2) weeks prior to the meeting. Acceptable forms of notice shall include membership email, corporation's official Facebook page, and corporation's official website.

ARTICLE II

Board of Directors

Section 1. Number and term of Directors. The business, property, and affairs of this Corporation shall be managed by a Board of Directors composed of six (7) members. Members elected to be officers (President, Vice President, Treasurer, Secretary), past president, and directors At-Large (2) shall hold office for a term of two (2) years or until his or her successor is elected and qualified.

Section 2. Increasing or decreasing the number of Directors. The Board may increase or decrease the number of Directors at its discretion. However, no action by the Board of Directors in decreasing the number of Directors shall have the effect of shortening any Director's term of office.

Section 3. Election of Board of Directors. The members of the Board of Directors shall be elected at the annual meeting of the Corporation's members, or at a special meeting called for that purpose. Each member of the Corporation shall be entitled to one (1) vote for each Board position to be filled. The persons who receive the largest number of votes for the available positions will be elected as Directors. No vote is needed for Past President as he or she shall automatically fill the position, if desired.

Section 4. Removal of Directors. Any Director may be removed from the Board of Directors whenever, in the judgement of the Members, the interests of the Corporation will be served thereby. Such removal shall require a quorum of Members and a two-thirds (2/3) vote in favor of such removal at a regular or special business meeting of Members.

Section 5. Vacancies. Vacancies of the Board of Directors shall be filled by election by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director for the unexpired term of the Director he or she has replaced. A vacancy in the position of Past President cannot be filled by anyone other than the immediate previous president of the Corporation.

Section 6. Action by unanimous written consent. When the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 7. Power to make bylaws. The Board of Directors shall have power to make and alter any bylaw or bylaws, including the fixing and altering of the number of Directors, provided the Board shall not make or alter any bylaws (i) fixing the qualifications, classifications or term of office of any member of the then existing Board, or (ii) modifying, limiting or changing the rights of members under these bylaws without a vote of a quorum of members at a regular, annual, or special business meeting of members approving such alteration of the rights of members.

Section 8. Power to elect corporate Officers. The Membership of the Corporation shall elect six members to the Board of Directors on a biennial basis. Positions for these six Directors include 1) President, 2) Vice-President, 3) Treasurer, 4) Secretary, and these four (4) positions constitute corporate Officers. Two At-Large Directors are also elected. The out-going President shall act in the position of Past President creating a seven-person Board of Directors.

Section 9. Power to elect other Officers and appoint agents. The Board of Directors shall have power to elect such other Officers and appoint agents as the Board may deem necessary for transactions of the business of the Corporation.

Section 10. Removal of Officers and agents. Any Officer or agent may be removed by the Board of Directors by majority vote whenever in the judgement of the Board the business interests of the Corporation will be served thereby.

Section 11. Power to fill vacancies. The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.

Section 12. Delegation of powers. For any reason deemed sufficient by a majority vote of the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any office to any other Officer or Director, but no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 13. Power to appoint executive committee. The Board of Directors shall have power to appoint by resolution an executive committee composed of two or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 14. Power to require bonds. The Board of Directors may require any Officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his or her duties.

Section 15. Compensation. The compensation of Directors, Officers, and agents may be fixed by the Board.

ARTICLE III

Meetings of the Board

Section 1. Place of Meetings. Any or all meetings of the Board of Directors of this Corporation may be held within or outside the State of New Mexico.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held in conjunction with the annual convention and after the annual meeting of the Members. One of the purposes of said meeting shall be the transacting business properly brought before it through either the annual member meeting or the convention itself.

Section 3. Notice of annual meeting. At least two (2) weeks prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of the Board of Directors, written notice of the time and place of such meeting shall be posted publicly by either the official Facebook page of the Corporation, the official website of the Corporation, and or by direct email to all Members.

Section 4. Delayed annual meeting. If, for any reason, the annual meeting of the Board of Directors shall not be held in conjunction with the annual convention, such meeting may be called and held as a special meeting, and the same proceedings may be had there as at an annual meeting, provided that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than two (2) weeks' notice.

Section 5. Order of business at annual meeting. The order of business at the annual meeting of the Board of Directors shall be as follows:

- a) Roll call
- b) Reading notice and proof of mailing
- c) Reading of minutes of last preceding meeting
- d) Report of president
- e) Report of secretary
- f) Report of treasurer
- g) Transaction of other business mentioned in the notice
- h) Adjournment

Provided that, in the absence of any objection, the presiding Officer may vary the order of business at his or her discretion.

Section 6. Regular meetings of Board. Regular meetings of the Board of Directors shall be held monthly unless otherwise voted by the board. No notice of regular meetings of the Board shall be required.

Section 7. Special meetings of Board. Special meetings of the Board of Directors may be called by the President at any time with prior notice as defined in Article I, Section 5.d.

Section 8. Notices. All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued (such as "by order of the Board of Directors") and shall bear written, stamped, typewritten, or printed signature of the secretary. Every notice shall be deemed duly served when the same has been mailed or posted per Article I, Section 5.d. Notices by email must use the last email address appearing on the records of the Corporation.

Section 9. Quorum of Directors. A majority of the total number of Directors of the Corporation of the Corporation, exclusive of proxies, shall constitute a quorum for any meeting of the Board of Directors.

Section 10. Who entitled to vote. Each Director shall, at every meeting of the Board of Directors, be entitled to one vote in person or by proxy upon each item of business properly submitted to a vote.

Section 11. Proxies. A Director may authorize any other Director to exercise his or her vote by proxy if or when he or she is unable to attend any given meeting of the Board. A proxy shall be operative only for the meeting specified and only if it is signed by the absent Director and filed with the Corporation prior to the Board meeting for which it is designated. Unless otherwise limited by the absent Director, the proxy shall apply to all items of business properly presented at that meeting. No Director in attendance shall be permitted to represent more than one other Director by proxy at any meeting of the Board of Directors.

Article IV

Corporate Officers

Section 1. President. The president shall be selected from the membership of the Corporation. He or she shall be the chief executive officer of the Corporation. He or she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall be ex officio a member of all standing committees and shall

have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2. Vice president. At least one vice president shall be chosen from the Board. Such vice president shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3. Secretary. The secretary shall be selected from the Board of Directors and shall attend all meetings of the Board of Directors and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. He or she shall ensure that minutes are made available to the Board upon request. He or she shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. He or she shall give all notices required by statute, bylaw, or resolution. He or she shall perform such other duties as may be delegated to him or her by the Board of Directors.

Section 4. Treasurer. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all monies, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. If required by the Board he or she shall deliver to the President of the Corporation, and shall keep in force, a bond in form, amount and with a surety of securities satisfactory to the Board, conditioned for faithful performance of the duties of his or her office, and for restoration to the Corporation in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and property of whatever kind is his or her possession or under his or her control belonging to the Corporation. The Corporate books shall be open for inspection to any member of the Board of Directors. The Treasurer shall facilitate this access.

Section 5. Past President. When a new president is elected, the out-going president shall act as the new Past President board member. This position is not subject to election. If the Past President chooses not to fulfil this position, then the Board of Directors will have 6 members total with no tie-breaker ability. The Past President shall also have first right to act as parliamentarian.

Section 6. Term of office. The term of office for all corporate Officers shall be two (2) years or until their successors have been duly elected and qualified. Election of Officers for any vacant office shall be held at the annual meeting of the Members or, if vacancy occurs between regular annual meetings of the Members, at a regular meeting of the Board of Directors by majority vote. Officers may serve a total of two (2) terms in their separate and distinct positions unless a successor has not been duly elected and qualified, in which an officer may remain in office until such successor takes office. This term limitation is not applicable to At-Large Board members.

Article V

Indemnity

The Corporation will indemnify each Director and Officer of the Corporation, and their heirs, legal representatives, and assigns, against expenses, costs and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been an Officer or Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer will not be indemnified if he or she is adjudged to have been guilty of willful misconduct or recklessness in the performance of his or her duty to the Corporation. Advance indemnification may be allowed to a director or Officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Director or Officer agrees to reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification by reason of willful misconduct or recklessness in the performance of his or her duty to the Corporation.

Article VI

Execution of Instruments

Section 1. Checks and drafts. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation and, for amounts more than five hundred dollars (\$500), shall be countersigned by such Officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, conveyances, or other instruments. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing Officers, the president or vice president and the secretary may execute the same on behalf of this Corporation and may affix the corporate seal thereto. The Board of Directors shall have power to designate the Officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

Article VII

Power of Board to Borrow Money

The Board of Directors shall not have the power and authority to borrow money except as authorized by a quorum of members at a regular or special meeting of the members of the Corporation. If so voted and approved by the members, the Board of Directors may authorize the proper Officers of the Corporation to make, execute, and deliver in the name and on behalf of this Corporation such notes, bonds, and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of this Corporation, or any part thereof, as security for such indebtedness.

Article VIII

Amendment of Bylaws

These bylaws may be amended, altered, added to or repealed by the affirmative vote of a majority vote of the Board of Directors if the amendment, alteration, addition or repeal is proposed at a regular or special meeting of the Board and adopted at a subsequent meeting, and is subject to the exceptions provided in Article II, Section 7.

End of Bylaws

STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

I hereby certify that the foregoing Bylaws of Alliance of New Mexico Chiropractors, a New Mexico non-profit Corporation, consisting of seven (7) pages are the Bylaws of this Corporation, adapted by its Board of Directors at a meeting held _____.

Aubrey Mitchell, Director At-Large

Attest:

Jacob Robinson, President

This instrument was acknowledged before me on _____, by Jacob Robinson.

Notary Public