

**BYLAWS  
OF  
ALLIANCE OF NEW MEXICO CHIROPRACTORS**

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INDEX

ARTICLE I MEMBERSHIP ORGANIZATION.....	1
ARTICLE II BOARD OF DIRECTORS .....	2
ARTICLE III MEETINGS OF BOARD.....	4
ARTICLE IV CORPORATE OFFICERS .....	5
ARTICLE V INDEMNITY.....	7
ARTICLE VI CORPORATE SEAL .....	7
ARTICLE VII EXECUTION OF INSTRUMENTS .....	7
ARTICLE VIII POWER OF BOARD TO BORROW MONEY .....	8
ARTICLE IX AMENDMENT OF BYLAWS .....	8

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ARTICLE I

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. Qualifications 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 in the United States. Any person desiring membership in the Corporation shall complete an application form prescribed by the Board of Directors. Membership of such person will be voted on by the existing Members at the next scheduled Membership meeting.

**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 for which he or she meets the qualifications.

**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 absence from attendance at the activities of the Corporation for one year or longer, 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 meetings to conduct necessary business each year on a monthly or bimonthly basis. Each regular business meeting shall be announced verbally at a regularly scheduled activity of the Corporation, or in writing at least two (2) weeks prior to the meeting.

- c. Membership Business Meeting. Business meetings to vote on candidates for membership may be held as needed on the second Tuesday of each month without notice.
- d. Annual Meeting of Members. The Corporation shall hold an annual meeting of the members to be held in conjunction with the annual convention, usually held in the Spring, to elect the Board of Directors, the Officers, and to conduct necessary business. The annual meeting shall be announced verbally at a regularly scheduled activity of the Corporation, or in writing at least one month prior to the meeting.
- e. Special Business Meetings. Special business meetings can be called by the Board of Directors, or by written request of a quorum of members. A special business meeting shall be announced in writing at least two (2) weeks prior to the meeting.

## 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 (6) members. Members elected to be Officers shall hold office for a term of two (2) years or until his or her successor is elected and qualified. Other Directors shall hold office for a term of one (1) year 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.

SECTION 4. Removal of Directors. Any Director may be removed from the Board of Directors whenever, in the judgment 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 on 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.

**SECTION 6. Action by unanimous written consent.** If and 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, that the Board shall not make or alter any bylaw or 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 or special business meeting of members approving such alteration of the rights of members.

**SECTION 8. Power to elect corporate Officers.** The Board of Directors shall elect a president, one or more vice-presidents, a secretary and a treasurer for the Corporation. No Officer except the president need be a member of the Board, but a vice-president who is not a Director shall not succeed to nor fill the office of president.

**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 whenever in the judgment 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 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 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, provided that no meeting shall be held at a place other than the registered office of the Corporation, except pursuant to a bylaw or resolution adopted by the Board of Directors.

**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 which shall be the transacting business properly brought before it.

**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 mailed, as herein provided, to the membership, which shall be deemed as sufficient notice of the meeting held in conjunction with the membership meeting.

**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 at such time and place as the Board of Directors shall determine. 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 by means of such written notice by mail of the time, place and purpose thereof to each Director, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as herein provided.

**SECTION 8. Notices and mailings.** 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 the written, stamped, typewritten or printed signature of the secretary or assistant secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his or her last address appearing upon the records of the Corporation. Notices of meetings may be sent electronically by the secretary or assistant secretary to the last email address appearing on the records of the Corporation.

**SECTION 9. Waiver of notice.** Notice of the time, place and purpose of any meeting of the Board of Directors may be waived in writing, either before or after such meeting has been held.

**SECTION 10. Quorum of Directors.** A majority of the total number of Directors of the Corporation, exclusive of proxies, shall constitute a quorum for any meeting of the Board of Directors.

**SECTION 11. 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 12. Proxies.** A Director may authorize any other Director to exercise his or her vote by proxy if and 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 Board of Directors. 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-presidents.** At least one vice-president shall be chosen from the Board. Such vice-presidents, in the order of their seniority, 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 of the executive committee, 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 general membership within ninety (90) days of a meeting. Such minutes may be posted on the website, and may be redacted to protect member reputations. 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 by the Board of Directors or by the executive committee.

**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 or 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 in 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. 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 at a special meeting called for that purpose. Officers may serve a total of two (2) terms, unless a



successor has not been duly elected and qualified, in which event, an officer may remain in office until such successor takes office.

## 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

### CORPORATE SEAL

**SECTION 1. Seal.** The Board of Directors may provide an appropriate seal bearing the name of the Corporation, which shall be the corporate seal and it shall be in the custody of the secretary, and be affixed to documents as authorized by these bylaws or by the Board of Directors.

**SECTION 2. Failure to affix seal.** The failure to affix the corporate seal shall not have any effect on the validity of any document.

## ARTICLE VII

### 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 in excess of 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 any 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 VIII

### 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 this 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 IX

### AMENDMENT OF BYLAWS

SECTION 1. Amendments, how effected. These bylaws may be amended, altered, added to or repealed by the affirmative vote of two-thirds (2/3) of the members 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 eight (8) pages are the Bylaws of this Corporation, adopted by its Board of Directors at a meeting held September 27, 2017.

  
JACOB ROBINSON, Secretary

ATTEST:

  
PHIL UPHOLD, President

This instrument was acknowledged before me on 19<sup>th</sup> DAY of October, 2017, by JACOB ROBINSON.

  
Notary Public

My Commission Expires:

10/26/2019

