

CHARTER AND BYLAWS
Revised 2003_ Updated on Site: October 20, 2003

HILLSBOROUGH COUNTY CHIROPRACTIC SOCIETY, INC.
A Florida Not For Profit Corporation

ARTICLE I

This organization shall be called the HILLSBOROUGH COUNTY CHIROPRACTIC SOCIETY, INC., a Florida corporation not for profit.

ARTICLE II

The objects and purposes of this organization are to promote the philosophy, science, art and practice of chiropractic and to promote high ethical standards in the profession through educational and all other proper means; to promote relationships among the members of the profession and to secure prompt and concerted action in all matters of common interest to its members; to protect and foster the professional welfare of its members; to enjoy and to exercise in addition to the proposes herein above set forth, all other powers, rights and privileges incidental thereto or implied there from and those conferred by the Constitution and Laws of the State of Florida upon corporations not for profit.

This Society shall be a component society of the Florida Chiropractic Association, Inc., operating under a Charter approved by the Florida Chiropractic Association, Inc., and shall be governed in every way by the Charter and bylaws of the Florida Chiropractic Association, Inc. The jurisdiction of this Society shall embrace Hillsborough County.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The names and business addresses of the current officers who are subscribers to this Charter, who are to manage the affairs of this corporation under this Charter until the next regular election, are as follows:

NAME	OFFICE
Richard Robinson, D.C.	President
Laurie Woloshen, D.C.	President Elect
Michelle Valdes, D.C.	Treasurer
Sage Campione, D.C.	Secretary

ARTICLE V

The highest amount of indebtedness or liability to which the Society may at any time subject itself shall never be greater than Twenty five Thousand Dollars (\$25,000) or three-fourths (3/4) of the value of the property of the Society, whichever is the higher.

ARTICLE VI

The maximum amount and value of real estate, which the Society shall hold, subject always to the approval of a Circuit Judge, shall be one Hundred Thousand Dollars (\$100,000).

ARTICLE VII

The Charter and bylaws may be amended at any regular or called session of this Society by a two-thirds vote of the members present or by proxy vote of the member, provided such amendment has been submitted in writing at a previous meeting, or submitted in writing to the membership 90 days prior to the date of a meeting via the newsletter, by special mailing or other electronic means.

ARTICLE VIII

MEMBERSHIP

Section 1 There shall be five (5) classes of membership:

- (A) General Membership: Must be a licensed Chiropractic physician; permits full participation in all Society programs, full right to vote in all Society matters, and eligibility to hold office in the organization and to serve on any committee.

- (B) Provisional membership: Shall be for those members who have been practicing Chiropractic less than one year in Hillsborough County. Their membership shall not permit them to hold office or voting privilege. They may serve on a committee but are not eligible to sit as the Chairperson. Provisional membership status shall be limited to a period of not more than one year.
- (C) Lifetime Membership: shall be voted by a 2/3 vote at any regular meeting upon any chiropractor who has retired from active practice, attained the age of sixty five and who has been a general member in good standing for a period of not less than ten years. The member so honored shall receive all privileges of membership without payment of dues.
- (D) Honorary Membership: shall be conferred upon any chiropractor or layperson that the Society feels deserving due to unusual service rendered. This individual so honored shall receive all rights and privileges concomitant with general membership except the right to vote or to hold office.

Section 2 The qualifications of members and the manner of their admission are:

- (A) Qualifications: Any person shall be qualified for general, provisional or lifetime membership in the Society who is duly licensed to practice Chiropractic, and who is a member of Florida Chiropractic Association in good standing, or otherwise approved by the Society Board of Directors, and is of good moral character and reputation and whose ethical standards are in conformance with the standards as established by this Society. Corporations and laypersons shall only be eligible for associate and honorary membership.
- (B) Manner of Admission: Application for admission to membership in the Society shall be made on the form as provided by the Board of Directors. Such application, in order to be accepted, shall be approved by a majority of the Board of Directors whose decision shall be final.
- (C) Members in good standing shall be automatically renewed upon payment of dues.

Section 3 Resignations and Expulsion:

- (A) A member of this Society in good standing may honorably withdraw their membership by application to the Society, provided they are in good standing at the time of application for withdrawal. (Good standing shall be construed as being current in Society dues and assessments.

- (B) Any member may be impeached for violating the Bylaws of this Society, or other gross misconduct by a 2/3 vote of the Board. Any member losing their license to practice Chiropractic due to action by the Florida Board of Chiropractic Medicine shall automatically convert to associate member status.

ARTICLE IX

DUES

Section 1 Annual dues shall be:

- (A) General and Associate Membership dues in this Society shall be an amount set by 2/3 majority vote of the Board of Directors, due and payable to the Treasurer on or before January 1st of each year.
- (B) Lifetime Membership shall require no dues. However, it will require payment of assessments and special event fees.
- (C) Honorary Membership shall require no dues and no payment of assessments. Honorary members shall be required to pay special event fees.
- (D) Provisional member in practice in Hillsborough County for less than one year shall pay no dues. Provisional members shall be required to pay special event fees in full.

Section 2 Delinquency

- (A) Any member, whose dues remain outstanding sixty days beyond the date upon which they become due, shall be declared delinquent and shall not be entitled to the rights and privileges of membership. A member may be reinstated subject to approval of the Board of Directors upon payment of back dues and any assessments.

Section 3 Special Assessments

- (A) Assessments for additional funds may be levied upon the membership subject to a 2/3 vote of members present at any regular or special session.

ARTICLE X

The fiscal year for the Hillsborough County Chiropractic Society shall be January 1st through December 31st.

ARTICLE XI

OFFICERS

Section I

The officers of this Society shall be a President, President Elect, Secretary, Treasurer, Six (6) Directors, the Florida Chiropractic Association representative director, the Florida Chiropractic Association representative alternate director, immediate Past President, and such other officers or Directors as they may deem necessary, and they shall, together constitute the Board of Directors to manage the affairs of this Society.

The President Elect, Secretary and Treasurer shall be elected annually by the membership. The previous year's President Elect shall automatically fill the office of President on the First day of October, following the election.

The Florida Chiropractic Association Representative Director and Alternate shall be elected biannually according to the Florida Chiropractic Association, Inc. Bylaws.

Directors shall serve two-year terms. Three shall be elected on even numbered years and three shall be elected on odd numbered years.

Section 2 Elections of Officers

Any general member in good standing who has maintained continuous membership for at least one year may be nominated to run for elected office. The existing Board of Directors shall have prepared and will present a recommended slate of officers and directors in July, as well as accepting open nomination from the floor at the July and August meetings. Nominations must be seconded and accepted in writing by the nominee. The new officers and board of directors of this Society shall be elected yearly per article XI, in September. The Secretary shall immediately certify the same to the Records Officer of the Florida Chiropractic Association, Inc. following the September election by Oct. 1st. All terms of office shall commence on the first of October following elections.

Section 3 Duties of officers

- (A) The President shall preside at all meetings of the Society and its Board of Directors, and preserve order and decorum therein; sign drafts duly authorized by the Board of Directors; draw upon the treasury for such funds as may be appropriated the Society for the activities thereof. They shall appoint all committees as set forth in the bylaws, and shall be ex-officio member of all committees. The President shall fill by appointment

- any vacancy occurring in any office or director of the Society with majority approval of the Board of Directors, excepting that of President, until the next regular election. The President shall have a Petty Cash expense account to draw upon, not to exceed \$100.00. This they shall share with the office of the Secretary for the purpose of small expenditures for the Society in carrying out the duties of their office. This account is renewable when needed at the discretion of the Board of Directors.
- (B) The President elect, in the absence of the President shall perform all duties incumbent on the President and serve as Co-Chairperson of all standing committees. The President elect shall immediately assume the office of President if the then current President vacates that office for any reason.
- (C) The Secretary shall at each meeting keep attendance of officers and members, noting absentees, the absentee shall be disseminated information from the meeting by mail/fax; keep a true and accurate account of meetings and conduct correspondence of the Society in accordance with instructions received there from. At the end of their official capacity they shall surrender to their successor all books, papers, monies and whatever property in their possession belonging to the Society. They shall give proper notice to each member of all regular and special meetings of the Society.
- (D) The Treasurer shall receive all monies coming into the Society from any source whatever and shall keep the Secretary informed as to all receipts and disbursements to date. They shall notify members when dues become payable, two such notices to be considered sufficient. They shall make up and have signatory authority in addition to the President, all drafts duly authorized by the Society. They shall be required to give adequate bond when so required by the Board of Directors. They shall submit monthly an itemized report and a full report for the term. At the end of their official capacity, they shall surrender to their successor all books, papers, monies and whatever property they have in their possession belonging to the Society. They shall give a treasury report each meeting. They shall work with a CPA to review the financial aspects of the society as well as preparing any related reports, tax returns or forms necessary.
- (E) The Board of Directors shall be composed of the President, President elect, Secretary, Treasurer, immediate past President, Six (6) Directors, Florida Chiropractic Association representative Director, and Florida Chiropractic Association representative alternate Director. Active past Presidents may serve in a non-voting advisory capacity and are encouraged to attend Board functions. It shall transact all important business of the Society, when duly authorized to do so; investigate all matters referred to it by the Society and make such recommendations

thereto from time to time, as in their judgment would enhance its interests. They shall see that all bills incurred are properly vouched for and in keeping the authorized expenses thereto, and shall report their action upon bills referred to them by the Society in the shortest possible time. They shall fix the duties of all other departments necessary to the execution of the policies of the Society not otherwise fixed or defined by these BY- LAWS. The Board of Directors should meet at least once each month or as often as deemed necessary.

- (F) Seventy five percent attendance rate is required of members of the Board of Directors. Failure to do so can be considered cause for action by the Board of Directors, resulting in removal from office.

ARTICLE XII

Upon approval of the Board of Directors an individual may be hired as executive director or a secretarial service may be hired for purpose of helping the Board of Directors. This entity shall work on a monthly newsletter and other duties as directed by the Board of Directors. This shall also offer continuity and stability from year to year for phone and mail correspondence.

ARTICLE XIII

COMMITTEES

Section I

The President shall appoint the Chairperson of all committees and after consultation with these Chairpersons, shall appoint committee members. The President Elect shall Co-Chair all Committees.

Section 2 Standing Committees shall be:

- (A) **Ethics/Grievance Committee.** Three members. Two members of said committee shall be appointed by the President of the Society and one shall become on of the Florida Chiropractic Association Delegate. It shall be required to hear and investigate any grievance as filed in writing against any member. The committee shall follow the practice and procedure as established by the Florida State Board of Chiropractic Examiners for the operation of the Society Grievance Committees.
- (B) **Public Relations Committee.** Three members. It shall have general supervision of all Chiropractic information directed toward general public consumption by the Society or its members. It shall prepare for dissemination reliable Chiropractic information, stressing the importance

- of Chiropractic in the conservation of life and health. It shall set up a budget showing the cost of publicizing Chiropractic in the different media available and follow a program chosen by the Board from the material presented by the Committee. The Committee shall collect all available current Chiropractic news information and reveal same to the membership at each regular session.
- (C) **Program and Education Committee.** Three members. It shall prepare for presentation or present each month, a program of education or general interest to the members of this Society. Said program is to be prepared sufficiently in advance of the next Society meeting to permit time for approval of the Board of Directors and inclusion in the monthly notification of the coming meeting. It shall also plan and coordinate any social functions as directed by the board or at their discretion if approved by the Board.
- (D) **Legislative Committee.** Three members. It shall become familiar with any legislative action, past or pending, affecting Chiropractic in particular and healing in general in the State of Florida. It shall maintain liaison with the Legislative Committee of the Florida Chiropractic Association, so that together the two committees can better protect and further the interests of Chiropractic in the State of Florida. It shall keep the Society informed of its activities. It shall also coordinate and plan an annual legislative appreciation event in conjunction with the program and education committees.
- (E) **Membership Communication Committee.** This committee shall have a minimum of three members but may add additional members at the discretion of the chairperson. It shall promote the Society to non-members for membership and work towards adding and improving benefits to the members. It shall set up a communication network to disperse information to the members in a rapid fashion and as a reminder tool.
- (F) **Scoliosis/Health Screening Committee.** This committee shall set up, implement and supervise community scoliosis and other health screening events.
- (G) **Insurance Relations Committee.** This committee shall keep the membership apprised of changes and trends in insurance and reimbursement issues.
- (H) **Bylaws Committee.** This committee shall review the bylaws annually and make recommendations to the Board regarding revisions necessary to keep the Bylaws current. It shall also study bylaws recommendations made by any member and make the appropriate recommendations to the Board of Directors.

Section 3.

Additional committees may be appointed by the President at their discretion as the need arises.

Section 4.

Actions of committees beyond the scope of authority as designated by the membership or Bylaws, shall be null and void, and shall not bind the Society unless ratified by a vote of 6 quorum of voting members at the next regular meeting.

ARTICLE XIV

ORDER OF BUSINESS

Section 1

The following order of business shall be followed in all regular or special sessions of this Society. However, the presiding officer shall have full authority to depart from this order of business when, in their judgment, such departure is necessary to meet some unexpected proposition or exigency:

1. Call to order
2. Reading of minutes of last meeting
3. Program
4. Reports of Officers
5. Reports of Committees
6. Unfinished business
7. Introduction of new business
8. Adjournment

Section 2

In all debate and discussion during Hillsborough County Chiropractic Society, Inc. business sessions, speeches by the individual members shall be limited to two speeches of two minutes each in length, per member on each particular subject under discussion, unless warranted by unusual circumstances or exigencies whereby the President may further limit or extend such debate or discussion.

Section 3.

Roberts Rules of order shall be followed in all Parliamentary procedure where such rules do not conflict with the bylaws or Constitution of this Society and in matters not defined by the foregoing.