

**AMENDED
BYLAWS
OF THE
IDAHO ASSOCIATION
OF CHIROPRACTIC PHYSICIANS, INC.**

ARTICLE I NAME

The name of this Corporation is and shall be IDAHO ASSOCIATION OF CHIROPRACTIC PHYSICIANS, INC., organized pursuant to Chapter 3, Title 30, Idaho Code ("Act"), with its principal business office located and maintained within the State of Idaho. The registered office of the Corporation shall be maintained by the current President of the IACP Board. The Board of Directors may change the principal place of business and registered offices from time to time (Updated July 2012).

ARTICLE II MEMBERSHIP

Section 1. ELIGIBILITY. Any chiropractic physician duly licensed to practice chiropractic in the State of Idaho may apply for active membership in the Idaho Association of Chiropractic Physicians Inc. Such application shall be made on such form as may be prescribed by the Board of Directors shall require that the applicant agree to conform to and abide by the Articles of Incorporation and Bylaws of this Corporation and amendments thereto as may be made from time to time.

Applications for membership shall be accepted or rejected by a majority vote of the Board of Directors.

Section 2. MEMBERSHIP CLASSIFICATION. There shall be two (2) classes of Membership in this Corporation, i.e., active and honorary.

A. Active members must satisfy eligibility requirements set forth in Article II. Application forms may be obtained from the website of the Corporation. Completed forms shall be filed with the Corporation, via the Corporation secretary (Updated July 2012).

B. All Active members in good standing shall be entitled to vote, to hold office, to receive all publications of the Corporation, to participate in the benefits and facilities of the Corporation, to serve on standing and special committees, to attend all regular and special membership meetings, to have the privileges of the floor at such meetings, and to participate in all referenda which may be conducted by the Corporation.

C. Any person may be elected to honorary membership in this Corporation who is a chiropractic physician in good standing having reached the age of 65; any chiropractic physician in good standing who has suffered a disability restricting his or her professional activities by at least 50%; any person who has performed meritorious services to the profession of chiropractic and receives a majority vote of the members at

any annual or special meeting of the membership of said Corporation. No honorary member who is not a chiropractic physician in good standing shall have the privileges of voting at any membership meeting or of holding office.

D. Members of this Corporation entitled to vote must vote **individually**. Votes shall be non-cumulative and may not be made by proxy.

Section 3 MEMBERSHIP DUES.

A. ASSESSMENTS

Annual membership dues for all classes of members will be established by the board of directors at any regular scheduled meeting.

B. PAYMENT METHODS FOR ACTIVE AND HONORARY MEMBERS

(1) Annual membership dues for honorary members shall be due and payable on or before January 1 of each year.

(2) Annual membership dues for active members shall be due and payable on or before January 1 or a member may elect a manner of payment approved by the Board of Directors.

(3) In the first year of membership dues shall be pro-rated according to the date membership begins.

(4) Dues not received by the Corporation within 30 days following the date on which they are due and owing shall be considered delinquent, and shall result in the immediate and automatic suspension of all of the rights and privileges of membership without further action by the Board of Directors.

C. DUES AND ANNUAL MEETINGS

(1) Any member whose is current on membership dues and has paid any and all outstanding annual meeting fees at the time of registration for the annual meeting, shall be eligible to attend and vote at the annual meeting (Updated July 2012).

(2) Any active member who becomes delinquent on the payment of all or part of membership dues payments shall not be eligible to attend and vote at the annual meeting in the following year, unless all delinquent dues and annual meeting fees are paid, in full, by the time of the next registration (Updated July 2012).

D. SPECIAL ASSESSMENTS

The Board of Directors may levy special assessments in case of an emergency. When such special assessments are levied, the Secretary shall notify each member. Each member shall have sixty (60) days from the date of notice of the special assessment

within which time to pay such special assessment without being declared delinquent (Updated July 2012).

E. DISCOUNT FOR NEW MEMBERS

Annual membership dues for new members will be established by the board of directors at any regular scheduled meeting.

Section 4. EXPULSION OF MEMBERS.

A. Any member as of this Corporation may be expelled:

1. For non-payment of dues or assessments.
2. For conduct unbecoming a member as determined after notice and hearing.
3. A two-thirds vote of the members of the Board of Directors shall be required for expulsion.

B. An expelled member may not be reinstated as a member in good standing without first resubmitting a formal application for membership.

Section 5. DENIAL OF VOTING PRIVILEGES. Any member whose dues or assessments are delinquent for a period of more than thirty days, but who has not been expelled, shall automatically lose the right to vote at any meeting of the members or Board of Directors. Such member may be reinstated by paying all delinquent dues, plus three (3) months dues in advance.

Section 6. RESIGNATION. The Board of Directors shall accept the resignation of any member submitted in writing and accompanied by remittance in full for all dues owing by such member through the date of such resignation.

Upon termination of any membership by death, resignation or expulsion, all rights and privileges with respect to the Corporation shall terminate. In the event of termination of membership, dues or assessments previously paid shall not be refundable.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING. There shall be held each year an annual meeting of the members of this Corporation, at such time and place as may be determined by the membership at the next preceding annual meeting.

Section 2. ORDER OF BUSINESS AT ANNUAL MEETING. The following order of business shall be conducted at each annual meeting of this Corporation:

- (1) Registration of members present and admission of honorary members.
- (2) Call to order.

- (3) Roll call.
- (4) Reading of the minutes of the previous annual meeting.
- (5) Special business.
- (6) Reports of officers.
- (7) Reports of standing committees.
- (8) Reports of special committees.
- (9) Unfinished business.
- (10) New business.
- (11) Continuing professional education.
- (12) Determination of the place and time for the next annual meeting.
- (13) Election of officers and Board of Directors.
- (14) Installation of newly elected officers and directors.
- (15) Adjournment.

Section 3. SPECIAL MEETINGS. The President or Board of Directors may call special meetings of the members for any purpose or purposes. The President must call such a special meeting of the members upon the written request of at least one-tenth (1/10th) of the members entitled to vote at such meeting (Revised July 2012).

Section 4. NOTICE OF MEETINGS. It shall not be necessary for notice of annual meetings to be given to each member entitled to vote at such meetings. The Secretary, the President or members of the Board of Directors shall endeavor to give notice to as many members as reasonably practicable by any one or a combination of the following:

- (1) United States first class mail. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears in the records of the Corporation or such other last known address of which the Corporation may have notice, with postage thereon prepaid;
- (2) Word-of-mouth;
- (3) Facsimile; or
- (4) Electronic mail.

Section 5. WAIVER OF NOTICE. Whenever any notice is required to be given to any member under the provisions of the Act or under the provisions of the Articles of Incorporation of the Corporation ("Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. NON-MEMBER AT BUSINESS MEETINGS. Non-members of this Corporation shall not be admitted to any business meeting of the membership, except by invitation of the President or by a majority vote of the voting members at such meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. GENERAL POWERS AND STANDARD OF CARE. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person, in a like position, would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(A) One (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(B) Counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or

(C) A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

However, such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

Section 2. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3. NUMBER ELECTION AND QUALIFICATION OF DIRECTORS. The Board of Directors of the Corporation shall consist of no less than nine (9) and no more than twelve (12) members. The positions for which Directors are to be elected shall be divided into three (3) classes (Revised July 2013).

- (1) The first class of Directors shall consist of the current President, the Vice-President, the Secretary and the Treasurer, who shall each serve for three (3) years. Candidates to the offices of the first class of directors will have been a member in good standing for a period of two (2) years. Members present at each annual meeting will elect the directors of the first class.
- (2) The second class of Directors shall consist of one (1) District Representative from each of the geographic Districts described in Article VI, or subsequently created by the Board who shall serve for three (3) years. Candidates to the offices of the second class of directors will have been a member in good standing for a period of one (1) year. The Districts shall elect the Directors of the second class.
- (3) The third Director class consists of one (1) Ex-officio, non-voting board member,
- (4) The Directors elected shall hold office until the second annual meeting of members following the initial election of Directors and until their successors have been elected and qualified. At each annual meeting of members thereafter, the number of Directors equal to the number in the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting of members. Each Director shall hold office until such Director's successor shall have been elected and qualified.
- (5) Directors of both classes shall have been members in good standing of the Corporation for at least **thirty (30) days prior to election**, and need to be residents of the State of Idaho.

Section 4. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, with a quorum of the remaining Directors being present for the vote. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors (Updated July 2012).

Section 5. REMOVAL OF DIRECTORS. At a meeting of the members or Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by a vote of a majority of the members entitled to vote or Directors then in office.

Section 6. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority delegated to such committees by the Board of Directors or these Bylaws in the management of the Corporation to the full extent permitted under this Act. Each such committee shall consist of one (1) or more Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director bylaw.

Section 7. DIRECTORS' AND COMMITTEE MEETINGS. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or outside of the boundaries of the State of Idaho. Unless otherwise specified in this section or in the notice for such meeting, all meetings shall be held at the principal office of the Corporation. The Board of Directors shall conduct regular meetings no less than semi-annually.

Except as otherwise provided in this Section, regular or special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written or verbal notice thereof given to all other Directors or committee members, as the case may be, at least ten (10) days before the meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors and/or committee members.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby need be specified in the notice or waiver of notice for such meeting.

Section 8. WAIVER OF NOTICE. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these

Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 9. QUORUM AND VOTING REQUIREMENTS. A majority of the number of Directors established by Section 3 of this Article IV of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. The Ex-officio member of the board cannot be counted when trying to determine if a quorum is present at an official business meeting (Effective as of July 2013).

Section 10. ACTION WITHOUT A MEETING. Any action required by this Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 11. COMPENSATION. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefore.

Section 12. DIRECTOR CONFLICTS OF INTEREST. No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association or entity in which a Director of the Corporation is financially interested or in which one or more of its directors or officers are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

(A) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interested Directors;

(B) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by

vote or written consent, in which vote or consent such interested Directors may participate to the extent that they are also members; or

(C) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, that authorizes, approves or ratifies such contract or transaction.

Section 13. LOANS TO DIRECTORS. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

Section 14. LIABILITY OF DIRECTORS FOR WRONGFUL DISTRIBUTION OF ASSETS. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

ARTICLE V OFFICERS

Section 1. NUMBER. The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the members

at the annual meeting of the members for a two year term of office (Effective 2004-2005). The Corporation offices of Secretary and Treasurer may be held by the same person, if it is approved by the Board of Directors and affirmed by a vote of the membership at its annual meeting (Revised July 2012).

Section 2. ELECTION AND TERM OF OFFICE. No later than thirty (30) days prior to the annual meeting of members, the President, with the approval of the Board of Directors, shall appoint a nominating committee consisting of not less than three (3) active members who shall be responsible of nominating a slate of candidates for offices to be vacated. No later than five (5) days prior to the annual meeting of members, the nominating committee shall deliver the slate of candidates to the Secretary of the Corporation. The nominating committee may make as many nominations for each office as, in its discretion, it deems appropriate and necessary. The slate of nominations shall be posted at a conspicuous place at the annual meeting of members or shall be distributed to the members as they register at said meeting. Additional nominations at the annual meeting may be made from the floor during the business session.

Directors elected to the office of President, Vice-President, Secretary, and Treasurer shall be elected by a majority of vote of the members in good standing present at the annual meeting. Each officer/director shall hold office until the next annual meeting of members and a successor shall have qualified and been duly elected, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided. The term of office for president will be three years (Effective July 20, 2013). The term of office of vice president will be for three years (Effective July 20, 2013). The term of office for secretary will be for two years (Effective July 20, 2013). The office of treasurer will be for three years (Effective July 20, 2013). The term of office for the ex-officio member of the board shall be one year, with an option to extend for one year, by a vote of the board (Effective July 20, 2013).

Section 3. REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof

shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENT. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. SECRETARY. The Secretary shall attend all meetings of members and the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Corporation, if any, and shall affix that seal on all documents executed on behalf of the Corporation, pursuant to due authorization of the Board of Directors. The Secretary shall maintain at the registered office or principal place of business of the Corporation a register of members of the Corporation, showing the names and addresses of the members. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

Section 8. TREASURER. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall sign all checks and promissory notes of the Corporation and shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Ex-Officio Director. The Ex-officio member of the board is identified as the immediate past president of the organization and is retained on the Board to provide historical knowledge, expertise and counsel to the members of the current board. The Ex-Officio Director is a non-voting entity on the board and cannot be counted to establish a quorum at an official board meeting. (Effective July 1, 2013)

Section 10. SALARIES. (Deleted 04/13/04)

Section 11. Delegation of Duties. Subject to the approval of the Board of Directors, one or more of the duties of any Officer may be delegated to other approved officers, executive officers and assistants. Any delegation of duties under this Section 10 shall not relieve any Officer of their ultimate responsibilities under these Bylaws.

ARTICLE VI DISTRICTS

Section 1. The state shall be divided into geographic districts for the functional management of the association business. Such districts, at this time, are composed of:

- A. The First District, known as the Northern District, shall be composed of the counties of Boundary, Bonner, Kootenai, Shoshone, and Benewah
- C. The Second District shall be known as the Ada County Central District, and shall be composed of the following Ada County Zip Codes: 83642, 83646, 83704, 83713 and 83687(Effective July 1, 2013).
- D. The Third District, known as the South-Eastern District, shall be composed of the counties Clark, Jefferson, Fremont, Madison, Teton, Bonneville, Bingham, Power, Bannock, Caribou, Onieda, Franklin and Bear Lake.
- E. The Fourth District shall be known as the North Central District, shall be composed of counties, Latah, Clearwater, Nez Perce and Idaho.
- F. The Fifth District shall be known as South Central District, shall be composed of counties, Lemhi, Custer, Butte, Camas, Twin Falls, Jerome, Cassia, Minidoka, Lincoln, Gooding and Blaine.
- G. The Sixth District, known as the Ada North/Southwest District, shall be composed of the counties of Adams, Valley, Washington, Payette, Gem, Boise, Canyon, and the following Ada County Zip Codes: 83616, 83669, 83703 and 83714 (Effective July 1, 2013).
- H. The Seventh District, known as the Ada South/Southern District, shall be composed of the counties of Elmore, Owyhee, and the following Ada County Zip Codes: 83634, 83701, 83702, 83705, 83706, 83709, 83712, 83716 and 83641. (Effective July 1, 2013).

Section 2. ELECTION OF REPRESENTATIVES. The election of district representatives shall be held at a caucus of the members of each respective district at the annual convention of the Corporation. (Such names shall be given to the nominating committee for presentation to the Corporation membership. Ratification by membership shall occur on at the annual meeting.) The newly elected District Representatives shall assume their duties on the Board of Directors upon ratification.

District Representative. The District Representative shall:

- (1) Be elected by members from each respective District;
- (2) Serve a term of office as elsewhere provided in these Bylaws;
- (3) Serve as a member of the Board of Directors of the Corporation and regularly attend and participate in the meetings of the Board;
- (4) Monitor and make reports at each meeting of the Board on actions and events in his/her district that affect the members, the Corporation, or the practice of chiropractic medicine;
- (5) Actively engage in membership recruitment for the Corporation among the physicians in his/her District;
- (6) Be responsible to organize and conduct periodic meetings of members within his/her District to carry out the business, communicate and implement the programs and policies of the Corporation; and
- (7) Accept and execute such other duties as may be assigned by the President.

Section 3. TERMS OF OFFICE. A district representative's term shall be for two years. **A candidate for the office of district representative will have been a member in good standing of the organization for a period of one (1) year, unless waived by a majority vote of the board.** The representative for the First, Fourth, Fifth and Seventh Districts shall be elected in odd years and representatives of the Second, Third and Sixth Districts shall be elected in even years. In the event a representative resigns or is removed prior to the expiration of his/her term, the Board of Directors shall select from the applicable district a substitute to represent to serve for the remainder of the term (Updated July 2013).

ARTICLE VII COMMITTEES

Section 1. APPOINTMENT OF COMMITTEES. The President, with the consent and approval of the Board of Directors, shall appoint all standing committees. All such committees shall make reports to the Board of Directors or to the membership as the Board may require, and shall meet as often as necessary to discharge the duties assigned to the committee.

Section 2. AUTHORITY AND DUTIES OF COMMITTEES. It shall be the function of the committees to make investigations, conduct hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors from time to time. All committee reports to the Board shall be made in writing. No committee nor any member thereof shall contract any debt on

behalf of this Corporation without express authorization from the Board of Directors to do so or except as may otherwise be expressly provided in these Bylaws. No committee shall make public any formal action taken by it or make public any resolution or in any way commit this Corporation on a question of policy or with regard to matters of general public interest without first having received the consent and approval to do so from the Board of Directors or directly from the membership.

Section 3. QUORUM. At committee meetings, a majority of the roster of the committee shall constitute a quorum.

Section 4. SPECIAL COMMITTEES. The President, with the consent and approval of the Board of Directors, shall appoint such special committees as in his judgment may be from time to time necessary. Such special committees shall have the same general powers and functions as the standing committees for the purpose of accomplishing the objectives of the committee; such special committees, however, to be discharged upon the completion of the assignments given to them.

ARTICLE VIII FISCAL YEAR

The fiscal year of this Corporation shall commence on the first day of January and terminate on the 31st day of December following.

ARTICLE IX SEAL

The Board of Directors may adopt and cause to be used a corporate seal of suitable design which will conform with the laws of the State of Idaho and which shall be deemed the official seal for the use of the officers of this Corporation in the transaction of its general business.

ARTICLE X PARLIAMENTARY PROCEDURE

All meetings of the membership, the Board of Directors, and the committees of this Corporation shall be conducted, and all questions of parliamentary procedure, shall be settled, according to Robert's Rules of Order, as amended, whenever such rules of order are not inconsistent with the Articles of Incorporation of this Corporation, these Bylaws, or the statutes of the State of Idaho.

ARTICLE XI AMENDMENTS

These Bylaws may be amended:

A. By the affirmative vote of two-thirds of the members of the Board of Directors present at any regular or special meeting held after no less than ten (10) days prior written notice to each member in good standing;

B. By the affirmative, unanimous vote of the members of the Board of Directors present at any regular or special meeting of the Board; or

C. By a two-thirds (2/3) affirmative vote of the members present and entitled to vote there at the annual meeting of the membership or any other membership meeting called for that purpose by the Board of Directors upon not less than thirty (30) days advance written notice to the membership.

Amended Bylaws are hereto agreed to by:

DATED: _____
Chad Nielson, D.C., President

DATED: _____
Joseph Betz, D.C., Vice President

DATED: _____
Joan Burrow, D.C., Secretary

DATED: _____
Scott Crawford, D.C., Treasurer

DATED: _____
William Higgins, D.C., 1st District Representative

DATED: _____
Stoney Foster, D.C., 2nd District Representative

DATED: _____
Thomas Bench, D.C., 3rd District Representative

DATED: _____
George Fiegel, D.C., 4th District Representative

DATED: _____
Spencer Henderson, D.C., 5th District Representative

DATED: _____
Jeremai Hafer, D.C., 6th District Representative

DATED: _____
Mark Gibson, D.C., 7th District Representative