****

**GEORGIA**

**CHIROPRACTIC**

**ASSOCIATION, INC.**

**BYLAWS**

**Amended October 23, 2020**

**Georgia Chiropractic Association, Inc. Bylaws**

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**GEORGIA CHIROPRACTIC ASSOCIATION, INC.**

**BYLAWS**

# ARTICLE I

## NAME

This organization shall be known as the Georgia Chiropractic Association, Inc.

# ARTICLE II

## PURPOSE

The Georgia Chiropractic Association represents the chiropractic profession in Georgia, and is dedicated to improving health by fostering the highest standards of professional competency,

advocating public and government policies which expand the role of chiropractors as primary health care providers and increasingpublic awareness of chiropractic.

# ARTICLE III

## MEMBERSHIP

### Section 1: Qualification, Privileges and Dues

There shall be seven (7) classes of membership: Active, Life, Associate, Student, Honorary, Supporting and Chiropractic Assistant.

1. ***ACTIVE MEMBERSHIP*** shall be composed of those Doctors of Chiropractic who are licensed and practicing in the State of Georgia. Active members are in good standing at any given point throughout the current membership year when their monthly membership dues are current to within 90 days or they are paid in full within 30 days. Members who fail to meet this qualification will be considered ineligible to receive member benefits, vote or seek or hold elected office at the district or state level.
2. ***RETIRED MEMBERSHIP***: Persons who were active members in good standing and have retired from practice may elect to transfer their membership status to Retired Member upon satisfaction of the requirements and procedures as may be promulgated from time to time by the Board of Directors. Retired members shall be entitled to vote.
3. ***LIFE MEMBERSHIP*** may be granted at the annual meeting to a doctor who has provided exemplary service to the GCA. The names of candidates nominated by active and life members shall first be submitted to the Board of Directors for subsequent board approval by a 2/3 vote. Voting at the annual meeting shall be by ballot should there be more than two (2) candidates and the two (2) candidates receiving the greatest number of votes shall win. No more than two (2) Life memberships may be granted annually. Life membership carries all the privileges of active members and does not require payment of annual dues or registration fee for attendance to Spring and Fall Conference.

1. ***ASSOCIATE MEMBERSHIP*** shall be composed of: (1) those licensed Doctors of Chiropractic, residing in Georgia and not engaged in active practice for one or more years (2) those licensed Doctors of Chiropractic residing in and actively practicing in another state or jurisdiction and (3) those licensed Doctors of Chiropractic who are currently employed at a chiropractic institution. An associate member shall have the privileges of the floor but may not vote.
2. ***STUDENT MEMBERSHIP*** shall be composed of those individuals presently enrolled in a Council on Chiropractic Education accredited institution and seeking a chiropractic degree. A Student Member shall have privileges of the floor but may not vote.
3. ***HONORARY MEMBERSHIP*** may be conferred on a person in recognition of meritorious service rendered to the profession. Such membership shall be conferred by two-thirds (2/3) vote of the membership at the annual meeting. An honorary member shall have the privileges of the floor but may not vote. Honorary membership does not require payment of dues.
4. ***SUPPORTING MEMBERSHIP*** shall be composed of those persons who are interested in the Georgia Chiropractic Association and wish to support the organization. A supporting member shall have privileges of the floor but may not vote.
5. ***CHIROPRACTIC ASSISTANT MEMBERSHIP*** shall be composed of those persons who work in chiropractic offices as ancillary support staff. A chiropractic assistant member shall have the privileges of the floor but may not vote.

Annual dues are for the membership period beginning January 1 through December 31. Any increase or decrease in dues shall be approved by a 2/3 vote of the Board of Directors. Under special or hardship circumstances, annual dues for an individual member may be waived by the Executive Director as delegated by the Board of Directors.

**Section 2: Application for Membership**

a. An application for membership shall be made to the membership committee.

b. An application for new Active Membership with less than six (6) months remaining in the

 fiscal year shall have the dues for the current year prorated accordingly.

### Section 3: Voting Privileges

All monthly dues, past and current, as well as any other amounts payable, past and current, must be paid in full 90 days and annual dues must be paid in full 30 days preceding any business meeting to enable the member voting rights at that meeting.

### Section 4: Resignation

### a. A member in good standing may resign from the association by communicating such intent

 In writing to the Executive Director. The Executive Committee shall terminate membership

 upon acceptance.

### b. No dues shall be refunded.

### c. If application for reinstatement is made, the applicant must file under new membership rules.

### Section 5: Termination or Suspension of Membership

a**.** The Board of Directors shall have the authority to cancel the membership of any member for

 nonpayment of dues, assessments and/or any sum owed by the member to the Association

 within sixty (60) days after the date due.

1. Notice of said termination shall be required.
2. Hardship case requests shall be referred to the Executive Director.
3. Members who have been terminated for non-payment of dues, assessments and/or any sum owing to the Association can be reinstated after ten (10) days upon payment of all amounts. If the delinquent period is more than six (6) months, a new membership application must be submitted along with full payment of membership dues for no less than three months.

b**.** The Board of Directors may censure, reprimand, suspend or expel a member for violation of

 its Bylaws or for any act, which unfavorably affects the Chiropractic profession or the

 reputation, or interests of the Association or its members;

1. Any member who believes another member is guilty of Article III, Section 5.b may make a complaint to the Board of Directors, communicating it in writing to the GCA office.
2. Upon receipt of said complaint, the Board of Directors shall schedule a hearing on the matter within thirty (30) days;
3. The individual being accused, and the complainant shall be notified via certified, return receipt requested mail of the hearing before the Board of Directors;
4. A copy of the complaint will be forwarded to the accused;

5. The Association, the accuser and the accused shall have the right to be represented by

 counsel and have their counsel present at the hearing;

1. After hearing testimony from all parties, the Board of Directors shall meet in Executive Session to consider the testimony and decide if the charges are to be sustained;
2. If the Board of Directors, by two-thirds (2/3) vote, sustains the charges against a member, they shall then determine the disciplinary action to be taken as cited in Article III, Section 5.b. The extent of such disciplinary action shall be determined by a two-thirds (2/3) vote of the members of the Board present and voting;

In the case of an ethics inquiry or investigation into a member of the Board of Directors, the accused must recuse themselves from the voting process.

c. Except in the instance of suspension for non-payment of dues, assessments and/or other

 summoning of the member to the Association, twenty (20) days’notice shall be given of the

 intent to terminate membership and the reasons thereof.

# ARTICLE IV

# BOARD OF DIRECTORS

#

### Section 1: Members

The Board of Directors shall consist of the officers of the association and six (6) directors. The executive director and the GCA legal counsel will serve as ex-officio non-voting members.

### Section 2: Meetings of the Board of Directors

a. The Board of Directors shall meet four (4) times per year as determined by the Board of

 Directors.

b. All regularly scheduled meetings of the GCA Board of Directors will follow an agenda. All

 members are to be sent an agenda ten (10) days before each meeting. No business can

 come before this group that is not on the agenda unless it is of emergency nature.

 Emergency issues are to be determined by a two-thirds (2/3) vote of the board members

 present.

c. Special meetings of the Board of Directors shall be called upon a unanimous vote of the

 Executive Committee.

d. Special meetings of the Board of Directors shall be called upon the written petition of a

 majority of the board. Two-thirds (2/3) of the board members shall constitute a quorum.

e. In the event of an emergency, communication by electronic media may be held at the call of

 the president and two (2) members of the Board or shall be called at the request of any

 three (3) members of the Executive Committee, or at the request of a majority of the

 members of the Board of Directors and any action taken must be ratified at the next Board

 of Directors' meeting.

### Section 3: Duties of the Board of Directors

1. Conduct all business of the Georgia Chiropractic Association between annual meetings.
2. Conduct an annual review of the association’s goals and objectives.
3. Conduct additional duties as outlined in the Policies and Procedures Manual.

1. To determine indemnification as set forth in Article XII of the Bylaws; (1) by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, then by a majority vote of a committee of directors, duly designated to act in the matter by a majority vote of a committee of directors, duly designated to act in the matter by a majority vote of the entire Board (in which designated members of the Board who are parties to such proceedings may participate), consisting solely of two or more members of the Board not parties to such proceedings or (3) if a committee or two or more directors not parties to such proceedings cannot be obtained, then by independent legal counsel in a written opinion. The Board may at its discretion seek a written legal opinion prior to its determination.

**Section 4: Nomination of Directors**

#### a. The Nominating Committee shall consist of the available and most immediate past president, president and president-elect. The president-elect shall act as chairperson. Meetings shall then be held at the call of the chairperson. The members of this committee will assume their duties at the conclusion of the annual business meeting. In the event an officer cannot sit on the Nominating Committee, the president will appoint another member to the committee who agrees not to stand for election to any position on the Board of Directors or as an officer.

b. The Nominating Committee shall ensure the number of nominees shall meet or exceed the number of director positions; all nominees are deemed eligible to hold office as defined in the Policy and Procedure Manual; and all nominees have agreed to stand for election.

**Section 5: Composition of the Board of Directors**

Board members shall be sought who reflect the qualifications and diversity determined by the Board and its policies.

**Section 6: Election of Directors**

1. The director shall be an active or life member, in good standing for at least one year, with a primary residence in Georgia.

b. Election for director positions shall be by ballot only, on an at-large basis

c. The individuals nominated for director and qualified for the position by the Nominating Committee, receiving the highest vote totals will fill the open seats and serve as the directors on an at-large basis. Should the final position for director end in a tie vote, a tie- breaker election shall immediately take place between or among the candidates receiving the same number of votes for that final position. The candidate receiving the most votes in the tie-breaker election shall fill the final position of director. In the event of a tie in the run- off election, a second run-off election will immediately take place.

d. In the event of death, resignation, out of state relocation, continued absence or the non- performance of a director for more than two (2) consecutive meetings, the Board of Directors may declare that office of director vacant. The vacant office shall be filled by appointment of the president with the approval of the Board of Directors for the remaining unexpired term of office.

**Section 7: Term of Directors**

a. The director shall serve for a period of two (2) years and will assume their duties at the conclusion of the annual business meeting.

b. There are no limitations on terms for the directors elected at-large.

### Section 8: Executive Committee

The Executive Committee is responsible for conducting the on-going and emergency business of the association between Board meetings and shall consist of the officers of the association with the president acting as chairperson. The executive director and the GCA legal counsel will serve as ex-officio non-voting members. The Committee shall meet at the call of the president or any three (3) members. In the event of an emergency, voting may be taken by electronic media and the action ratified at the next meeting of the committee.

**ARTICLE V**

**OFFICERS**

### Section 1: Officers

The officers of this association shall be a president, president-elect, secretary, treasurer and the available and most immediate past president. No officers may hold more than one office concurrently and must be an active or life member in good standing.

### Section 2: Terms of Officers

All officers shall assume their duties at the conclusion of the annual meeting following their election and serve for one (1) year or until successors are duly elected and installed. There are no limitations on terms for the offices of secretary and treasurer.

### Section 3: Duties of Officers

The duties of all officers shall be in the Policies and Procedures Manual.

### Section 4: Nomination of Officers

#### a. The Nominating Committee shall consist of the available and most immediate past president, president and president-elect. The president-elect shall act as chairperson. Meetings shall then be held at the call of the chairperson. The members of this committee will assume their duties at the conclusion of the annual business meeting. In the event an officer cannot sit on the Nominating Committee, the president will appoint another member to the committee who agrees not to stand for election to any position on the Board of Directors or as an officer.

b. The Nominating Committee shall ensure all nominees are deemed eligible to hold office as defined in the Policy and Procedure Manual, that at least one eligible member is nominated and agrees to stand for election for president-elect, secretary and treasurer.

### Section 5: Election of Officers

1. Officers shall be an active or life member, in good standing for at least one year and residing in Georgia.
2. Election shall be by ballot only.
3. A majority shall be required to elect officers. Should the final position for one office end in a tie vote, a tie-breaker election shall immediately take place between or among the candidates receiving the same number of votes for that final position. The candidate receiving the most votes in the tie-breaker election shall fill the final position of director. In the event of a tie in the run-off election, a second run-off election will immediately take place.

###

### Section 6: Vacancies of Office

If a vacancy occurs in the office of the president, the president-elect shall immediately fill the vacancy for the unexpired term and the following term. The vacant office of president-elect shall then be filled by a special election for the unexpired term and the following term. If a vacancy occurs in the office of the immediate past president, the next available and most immediate past president shall immediately fill the vacancy. A vacancy occurring in any office other than the president, president-elect or immediate past president shall be filled by appointment of the president with the approval of the Board of Directors.

# ARTICLE VI

## MEETINGS

### Section 1: Annual Meeting

### a. The annual meeting shall be held at a time and location as determined by the Board of

###  Directors.

### b. Members wishing to appear on the agenda, or present a motion to the membership at the

###  annual meeting shall notify the executive director, in writing, at least forty-five (45) days

###  prior to the annual meeting and submit a summary of matter to be presented. This

###  information shall be presented to the Board of Directors prior to the meeting for their

###  information only.

### c. A majority vote of the members, without discussion, may place a particular motion

###  on the floor without prior notice.

### d. At least fourteen days prior to the meeting the following information shall be transmitted

###  to each member:

1. Rules of procedure for annual meeting.
2. Agenda of meeting.
3. Budget, motions to be considered and report of nominating committee.

e. All members of the board of directorsshall be in attendance.

f. Those members present in the annual business meeting shall constitute a quorum.

### Section 2: Special Meetings

a. Special meetings of the GCA may be called by the president upon the concurrence of a

 majority of the Board of Directors.

b. Upon the written petition of one-third (1/3) of the members in good standing, the president

 shall call a special meeting.

c. A meeting place central to or most feasible for general GCA membership shall be selected

 for such special meetings, the location being designated by the president and notification

 being sent fourteen days in advance.

1. Twenty-five percent of the total membership shall constitute a quorum.

**Section 3: Electronic Meetings**

The Board of Directors, Executive Committee, standing committees and special committees are authorized to meet and conduct business electronically provided that all members have access to the information and can hear each other, debate and vote simultaneously.

# ARTICLE VII

## DISTRICTS

**Section 1: Districts**

The Districts are as follows:

**District 1:** County of Fulton

**District 2:** Counties of Paulding and Cobb

**District 3:** Counties of Gwinnett, Dekalb, Newton and Rockdale

**District 4:** Counties of Henry, Spalding, Clayton, Coweta and Fayette

**District 5:** Counties of Bartow, Catoosa, Chattooga, Dade, Floyd, Gordon, Murray, Polk,

 Walker and Whitfield

**District 6:** Counties of Cherokee, Fannin, Gilmer and Pickens

**District 7:** Counties of Banks, Dawson, Forsyth, Franklin, Habersham, Hall, Hart, Lumpkin,

 Rabun, Stephens, Towns, Union and White

**District 8:** Counties of Barrow, Clarke, Elbert, Greene, Jackson, Madison, Morgan, Oconee,

 Oglethorpe and Walton

**District 9:** Counties ofBurke, Columbia, Glascock, Hancock, Jefferson, Johnson, Lincoln, Mcduffie, Richmond, Taliaferro, Warren, Washington and Wilkes

**District 10:** Counties of Bryan, Bulloch, Candler, Chatham, Effingham, Emanuel, Evans, Jenkins, Liberty, Long, Screven, Tattnall and Toombs

**District 11**: Counties of Appling, Bacon, Brantley, Camden, Charlton, Glynn, Jeff Davis, McIntosh, Pierce, Ware and Wayne

**District 12:** Counties of Atkinson, Baker, Ben Hill, Berrien, Brooks, Calhoun, Clay, Clinch, Coffee, Colquitt, Cook, Crisp, Decatur, Dooly, Dougherty, Early, Echols, Grady, Irwin, Lanier, Lee, Lowndes, Miller, Mitchell, Pulaski, Quitman, Randolph, Seminole, Stewart, Sumter, Telfair, Terrell, Thomas, Tift, Turner, Webster, Wilcox and Worth

**District 13**: Counties of Chattahoochee, Harris, Macon, Marion, Meriwether, Muscogee, Schley, Talbot, Taylor and Troup

**District 14:** Counties of Baldwin, Bibb, Bleckley, Butts, Crawford, Dodge, Houston, Jasper, Jones, Lamar, Laurens, Monroe, Montgomery, Peach, Pike, Putnam, Treutlen, Twiggs, Upson, Wheeler and Wilkinson

**District 15:** Counties ofCarroll, Douglas, Haralson and Heard

### Section 2: District Officers

a. District officers shall consist of at least the following; president, vice-president and

 secretary-treasurer.

b. District officers shall be elected for a term of one (1) year or until successors are duly

 elected and qualified.

c. If a vacancy occurs in the office of the president, the vice-president shall immediately fill the

 vacancy of the un-expired term. A new vice-president shall be elected at the next district

 meeting with the membership notified at least (10) days in advance.

# ARTICLE VIII

## COMMITTEES

### Section 1: Committees

There shall be the following standing committees, which shall report to the Board of Directors. Specific duties for each committee may be found in the Policy & Procedure Manual.

Each committee shall have a member of the board of directors as a liaison.

1. Budget and Finance (Subcommittees: Building Management and Gosline Endowment);
2. Bylaws;
3. Governmental Relations;
4. Insurance (Subcommittee Peer Review);
5. Membership (Subcommittees: Ethics, Leadership, Chiropractic Assistant; Awards, Life University);
6. Education (Subcommittees: Public Relations, Editorial, Conference).
7. Nominating

### Section 2: Special Committees

There shall be such special committees as may be deemed necessary by the President, to carry out special activities or projects of the GCA. All special committees shall report directly to the Board of Directors.

# ARTICLE IX

## SPECIALTY COUNCILS

Specialty Council affiliation shall be permitted providing their operation will be governed by bylaws compatible with those of the GCA. Such affiliation shall first be approved by two-thirds (2/3) vote of the Board of Directors and later ratified by a majority vote of the general membership at the annual business meeting.

# ARTICLE X

## EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Executive Committee with the approval of the Board of Directors and under the supervision of the President and is a non-voting ex-officio member of the Executive Committee and Board of Directors.

**ARTICLE XI**

**FINANCES**

### Section 1: Apportionment of Funds

Dues received shall be apportioned into two funds as follows: 95% to the General Fund, and 5% to the Contingency Reserve Fund, deposited in an insured depository paying the highest rate of interest.

### Section 2: Fiscal Year

The fiscal year shall begin January 1 of each year and end December 31.

**Section 3: Audits and Reviews**

GCA shall conduct an independent review of finances every two years. An audit will be performed every six years. The year an audit is conducted, a review is not performed. An audit shall occur upon a change of the executive director and/or director of operations.

# ARTICLE XII

## INDEMNIFICATION

### Section 1: Proceeding Not By or In the Right of the Association

The Georgia Chiropractic Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director, officer, employee, member of a committee, or agent of the GCA, or is or was serving at the request of the GCA as a director, officer, employee, partnership, joint venture, trust, or enterprise against expenses (including attorney fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, with no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contender or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

### Section 2: Actions By or In the Right of the Association

The Georgia Chiropractic Association shall indemnify any person who was or is a party or is threatened to be a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, member of a committee, or agent of the GCA as a director, officer, employee, member of a committee, or agent of another association, partnership, joint venture, trust, or enterprise against expenses (including attorney fees) actually or reasonably incurred by such person in connection with the defense or settlement, of such action or suit if such person acted in good faith and in a manner such person reasonable believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person’s duty to the Association, unless and only to the extent (1) that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper, or (2) the Board of Directors may determine pursuant to Article IV, Section 3, Item B.

###

### Section 3: Directors, Etc. Successful on the Merits

To the extent that a director, officer, employee, member of a committee, or agent of the GCA, has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 and 2, or in defense of any claim or matter therein, such person shall be indemnified against expenses (including attorney’s fees) actually and reasonably incurred by such person in connection therewith; provided, however, that nothing contained in this paragraph shall limit the ability of the Association to provide indemnity including costs of counsel as provided elsewhere in this policy statement.

### Section 4: Procedure for Indemnification

Subject to the procedure set forth in Section 2, any indemnification under Section 1 and 2 (unless otherwise ordered by a court) shall be made by the Georgia Chiropractic Association only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee, member of a committee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in person has met the applicable standard of conduct set forth in Section 1 and 2. The Board of Directors according to Article IV Section 3 Item B of the Bylaws shall make such determination.

### Section 5: Expenses Payable in Advance

Expenses (including attorney’s fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Georgia Chiropractic Association in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the director, officer, employee, member of a committee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the Association.

### Section 6: Non-Exclusive Provisions

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaws, resolution, or agreement, or otherwise, both as to action in such persons official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, committee member, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### Section 7: Insurance

The Georgia Chiropractic Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member, or agent of another association, or is or was serving at the request of the GCA as a director, officer, employee, committee member, or agent of another association, partnership, joint venture, trust, or other enterprise against liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not against the Association would have the power to indemnify such person against such liability under the provisions of this policy statement.

**Section 8: Enforceability and Applicability**

Each person who shall serve as a director or officer of the GCA, or, at the request of the Georgia Chiropractic Association, as the director, officer, employee, or agent of an association, partnership, joint venture, trust, or other enterprise, shall be deemed to be doing so in reliance upon the rights of indemnification provided. The rights of indemnification provided shall not apply to actions, suits, or proceedings, or any claims, issues, or matters therein, in which any person seeks recovery or a share in a recovery from, or the benefit of, any remedy against the Association

#

# ARTICLE XIII

## PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order shall govern the GCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the GCA may adopt.

# ARTICLE XIV

## AMENDMENTS

These Bylaws may be amended at the annual business meeting by two-thirds (2/3) vote provided the proposed amendment shall have been transmitted to all members thirty (30) days prior to the annual meeting.

# ARTICLE XV

## POLICY AND PROCEDURE MANUAL

The Policy and Procedure Manual shall be the responsibility of the Bylaws Committee. Any changes, additions, or deletions must be approved by the Board of Directors or a two-thirds (2/3) majority of the membership.