

COUNCIL ON NUTRITION OF THE ACA CONSTITUTION AND BYLAWS

ARTICLE I NAME

This organization shall be known as the Council on Nutrition of the American Chiropractic Association, Inc., and shall be abbreviated CN-ACA (hereinafter referred to as the Council).

ARTICLE II OBJECTIVES

The objectives of this Council are:

Sec. A. To promote the orderly advancement of Chiropractic as a science and healing art.

Sec. B. To assist and cooperate with the American Chiropractic Association (ACA) and all other related committees, councils and departments.

Sec. C. To gather, correlate and disseminate knowledge and information concerning nutrition for the benefit of its members, the profession, and the public.

Sec. D. To encourage and promote a more advanced knowledge and use of nutrition in the practice of chiropractic.

Sec. E. To maintain a liaison with our teaching institutions.

Sec. F. To establish a means through which the public shall be regularly informed and educated in the area of nutrition.

Sec. G. To be and remain a charitable organization availed of only for charitable purposes as provided in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, as an organization formed or availed of for gathering, correlating and disseminating of knowledge and information concerning nutrition for the benefit of its members, the profession, and the general public. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Constitution and Bylaws. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Constitution and Bylaws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section (c) (3) of the Internal Revenue Code of 1954, as amended, (with the correspondent provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, (or the correspondent provisions of any future United States Internal Revenue Law).

Sec. H. To protect in every proper and reasonable way the professional welfare and interest of the members of this Council.

Sec. I. To promote the highest standards of moral and ethical conduct.

Sec. J. To promote research in Nutrition.

Sec. K. To encourage professional consultation with members of other professions.

Sec. L. To encourage the development of standard terminology in Nutrition.

Sec. M. To cooperate with state chiropractic associations, board of directors, officers and all other related committees, councils and departments.

Sec. N. To sponsor and promote seminars and courses of study in Nutrition either separately or in cooperation with other ACA Councils or National Nutrition Organizations.

ARTICLE III MEMBERSHIP

Sec. A. Member. Any licensed Doctor of Chiropractic who is a member in good standing of the American Chiropractic Association shall be eligible for membership in the Council.

Sec. B. Student Member. A chiropractic college student who is a member in good standing of the ACA shall be eligible for student membership in this Council, but may not vote or hold elected office.

Sec. C. Honorary Membership. Honorary membership may be granted at the discretion of the officers of the Council to key individuals, to the Presidents of Chiropractic Colleges having status with an accredited agency recognized by the U.S. Department of Education, or an agency having a reciprocal agreement with the recognized agency, and to any key personnel teaching in or affiliated with such colleges. Honorary membership may also be granted to a doctor of chiropractic who has contributed some measure of note upon unanimous vote of the Council Executive Committee. An honorary member who is a doctor of chiropractic has all the privileges of the Council except voting and holding elected office. A lay person who is granted membership has no Council membership privileges. There are no dues payments or assessments levied against honorary members.

Sec. D. Retired Member. Any Doctor of Chiropractic who has been a member of the Council for ten (10) years or more and who has retired from all active practice including the use of nutrition, teaching and/or chiropractic shall be eligible for Retired Member status, providing all rights and privileges of full membership. Dues for Retired Members shall be 50% of the general membership dues.

Sec. E. Associate Membership. Associate membership in the Council may be granted to the following who shall also be Associate ACA Members:

1. Individuals who have a degree in Nutrition from a recognized College or University and do not have a D.C. degree.
2. Chiropractic College faculty members who teach nutrition but do not have a D.C. degree.
3. Dues for Associate Members shall be \$150.00 per year due and payable on or before October 1st of each year. This fee may be changed by a majority vote of the Elected Board.
4. Associate Members have all the privileges of Council membership except voting.

Sec. F. Supporting Membership. Supporting membership may be granted to the following:

1. Suppliers of professional products and service.
2. Attorneys representing nutritional companies.
3. Supporting members will be given special consideration in regards to

advertising in Nutritional Perspectives publication and booth space at conventions and educational seminars.

4. Supporting members have all the privileges of Council membership except voting and holding elected office.

5. Dues for supporting members shall be \$120.00 per year, due and payable on or before October 1st of each year. This fee may be changed by a majority vote of the Elected Board.

Sec. G. Life Membership

1. May be granted to Doctors of Chiropractic who have been members in good standing for at least the last ten consecutive years and are at least 70 years of age and actively practicing, by unanimous vote of the Executive Committee.

2. Life members have all the privileges of the Council, except holding elected office.

3. Dues for life members who are at least 70 years of age are fifty percent (50%) of the general membership dues. This fee may be changed by a majority vote of the Elected Board.

4. Any General Member, who in the opinion of the Executive Committee has provided outstanding and/or meritorious services to the Council.

ARTICLE IV ELECTED OFFICERS

Sec. A. Officers. Elected officers shall be President, Vice-President, Executive Secretary-Treasurer and Executive Director. These four (4) officers and the Immediate Past President shall constitute the Executive Committee of the Council on Nutrition of the American Chiropractic Association.

Sec. B. Eligibility. Any person, before being nominated or elected to any office, must be a member in good standing of the Council for a minimum of two (2) years prior to the election.

Any individual serving on a certification board in any specialty is NOT eligible to serve as an ACA Council on Nutrition Officer.

Sec. C. Term of Office. The Officers shall be elected for a term of two (2) years or until their successors are qualified and elected. They shall take office at the close of the annual meeting of the Council. An officer may be elected to serve for no more than two (2) consecutive terms in any office, excluding the office of Executive Secretary-Treasurer.

Sec. D. Nominations and Elections. Nominations for officers of the Council shall be made by the Nomination Committee that shall consist of the three proximate past presidents of the Council with the immediate past president chair of the committee. The Nomination Committee shall file a report of its nominations with the Secretary and Treasurer of the Council not less than sixty (60) days before the annual meeting. Thirty (30) days before the annual general membership meeting, ballots shall be mailed delivered to all Council members listing the selections of the Nomination Committee and providing for write-in candidates. All ballots must be returned to the Council Secretary post marked/dated seven (7) days before the annual general membership meeting. All ballots received late or with erasures or changes on the ballot form will be voided. The ballots are to be opened and counted in the presence of a representative of the ACA Board of Governors or Teller Committee or other non-interested oversight committee.

Sec. E. Responsibility. The Council shall provide for bonding of all officers and

employees having responsibility for Council funds.

Sec. F. Reports. Each officer shall report the activities of his office to the other officers on a quarterly basis, and quarterly reports shall be made to the ACA Board Liaison by the Council President.

Sec. G. Elected Officers Vacancies. A vacancy occurs if an elected officer is unable or unwilling to complete his term. If a Council officer is unable to complete his term for any reason, the office shall remain vacant until the next election. If the majority of the remaining members of the Executive Committee of the Council desire than an interim appointment be made, it may make an interim appointment upon majority vote.

Sec. H. Removal from Office. Any Council officer may be recalled by a petition signed by fifty-one per cent (51%) of the voting Council Members. The petition demanding recall shall contain the reasons for the recall petition.

1. The Executive Committee of the Council shall investigate the charges, and, if sufficient reason is found for recall, shall order a ballot of the Members of the Council. A majority of the votes cast shall be necessary for a recall ballot to be initiated.

2. If the recall is to be accomplished, the vote to recall the officer shall consist of a majority of the ballots cast.

3. The office thus vacated shall remain vacant until either the next annual election or a temporary appointment is made by the Executive Committee of the Council on Nutrition.

ARTICLE V DUTIES OF THE ELECTED OFFICERS

Sec. A. President

1. The duties of the President shall be as outlined in Robert's Rules of Order, Newly Revised, Current Edition.

2. Formulate plans of action and operation of the Council.

Sec. B. Vice-President

1. The duties of the Vice-President shall be as outlined in Robert's Rules of Order, Newly Revised, Current Edition.

2. To assist the President in implementing plans of action and operation.

3. To assist the President in conducting the general business of the Council.

Sec. C. Executive Secretary-Treasurer

1. The duties of the Executive Secretary-Treasurer shall be as outlined in Robert's Rules of Order, Newly Revised, Current Edition.

2. To assist the President and Vice-President in implementing plans of action and operation.

Sec. D. Executive Director

1. The duties of the Executive Director shall be to oversee the activities of the appointed directors and assist them when necessary.

2. To assist the President and Vice-President in implementing plans of action and operation of the Council.

Sec. E. Immediate Past President

1. Duties of the Immediate Past President are to act as a resource only to the current elected officers and to vote if a tie occurs between the elected officers.

ARTICLE VI DIRECTORS

Sec. A. The President shall appoint the following Directors of the Council to serve a term of two (2) years; Director of Education; Director of Publications; Director of Research; Director of Membership; Director of Legislation.

Sec. B. The duties of the Directors shall be able to work cooperatively with the Executive Committee to implement the plans of action and operation of the Council.

Sec. C. Appointment of the Directors shall be made by the President from a list of Council Members. At the discretion of the President, more than one Director can be appointed to any post.

Sec. D. Appointment of Directors shall be for a period of two (2) years.

Sec. E. The National Board of Directors of the Student ACA may appoint a student representative to serve with the Directors as - Director-Student.

ARTICLE VII MEMBERSHIP APPLICATION

Sec. A. All applications for membership in the Council shall be on a form prescribed by the Executive Committee, signed in ink, and accompanied by the annual dues and application fee.

Sec. B. Each member will be mailed a certificate of membership upon receipt of the annual dues.

ARTICLE VIII DUES AND FEES

Sec. A. Amount of dues and fees. These fees may be changed by majority vote of the elected Board.

The annual dues shall be payable on or before the first day of October, which shall be the beginning of the fiscal year. The reinstatement fee and payment of annual dues shall apply if a member fails to pay the annual dues by the first day of January following the beginning of the fiscal year.

1. The application fee shall be twenty-five dollars (\$25.00).
2. The annual dues shall be one hundred twenty-five dollars (\$125.00).
3. The reinstatement fee shall be twenty-five dollars (\$25.00) and will accompany the payment of annual dues.
4. The annual dues for student members shall be thirty dollars (\$30.00).
5. The annual dues for retired members or life members shall be 50% of general membership.
6. These fees may be changed by a majority vote of the Elected Board.

Sec. B. The annual dues shall be payable on or before the first day of October, which shall be the beginning of the fiscal year. The reinstatement fee and payment of annual dues will apply if a member fails to pay the annual dues by the first day of January following the beginning of the fiscal year.

ARTICLE IX EXPENSES

Sec. A. The President and Executive Secretary-Treasurer shall be entitled to reimbursement for reasonable, necessary, and customary expenses incurred in the conduct of their elected offices.

Sec. B. No officer shall be entitled to reimbursement by the Council if he is, in any other

capacity, entitled to reimbursement by the ACA.

ARTICLE X MEETINGS

Sec. A. The annual Council on Nutrition meeting shall be held at the time and place of the Annual Symposium of the Council.

Sec. B. Special Meetings may be called by the President with the consent of the Executive Committee.

ARTICLE XI QUORUM

Ten percent (10%) of the membership, at least three (3) of whom must be elected officers, shall constitute a quorum at any annual, semi-annual (regular) or special meeting.

ARTICLE XII ORDER OF BUSINESS

The order of business shall be as outlined in Robert's Rules of Order, Newly Revised, Current Edition.

ARTICLE XIII TERMS OF OFFICE

Limitations and extensions of terms of office are specified in Article IV, Section C, and in Article VI, Section D.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Sec. A. Robert's Rules of Order, Newly Revised, Current Edition, shall apply to all of the meetings of this Council and to all questions of procedure and parliamentary law not specified in these Bylaws.

Sec. B. Nothing in these Bylaws is intended to conflict with the Articles of Incorporation or Bylaws of the ACA which takes precedence.

ARTICLE XV DISCONTINUANCE

Dues and any other operating funds on hand at the time of discontinuance or demise of this Council for any reason, and after payment of all outstanding indebtedness of the Council, shall be distributed to the Chiropractic Education, the Foundation for Chiropractic Education and Research and the ACA.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, the assets of the corporation/organization shall be distributed to a fund, foundation or corporation organized exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code.

No part of this Organization's net earnings will inure to the benefit of private shareholders or individuals; and it will not, as a substantial part of its activities, attempt to influence legislation, or participate in any extent in a political campaign for or against any candidate of public office.

ARTICLE XVI AMENDMENTS

Sec. A. This Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the mail ballots received from the members provided the proposed amendment has been filed

with the secretary (secretary-treasurer) at least sixty (60) days prior to the meeting.

Sec. B. All proposed amendments shall be mailed/delivered to the Council members at least thirty (30) days prior to the meeting. All ballots must be returned to the Council Secretary post marked/dated seven (7) days before the annual general membership meeting. All ballots received late or with erasures or changes on the ballot form will be voided. The ballots are to be opened in the presence of a representative of the ACA Board of Governors or Tellers Committee or other non-interested oversight Committee.

Sec. C. Amendments are not in effect until approved by the ACA House of Delegates.

ARTICLE XVII DUTIES OF THE COUNCIL TO THE ACA

Sec. A. The ACA House of Delegates is the legislative body of the ACA and determines specific ACA policies, aims and purposes. ACA Council on Nutrition functions as a subordinate arm of the ACA, operating only within its specific delegated field. The Council must act pursuant to and in conformity with ACA policy.

Sec. B. The Council shall not act on a major issue on which ACA policy has not been adopted, until an applicable ACA policy has been adopted. The ACA President with the approval of the ACA Executive Board of Governors, may authorize the Council to act in the interim, in the absence of ACA policy and set forth the conditions under which such action may occur. This may occur when the Council President presents a written application to the ACA President stating why it is necessary and desirable to act in the absence of ACA Policy, and setting forth in detail the proposed policy.

Sec. C. The Council shall submit an annual report of Council activities to the ACA prior to the Annual ACA Meeting per ACA Bylaws.

Sec. D. The Council shall submit a complete list of Council officers, and members and their status to the ACA annually.

Sec. E. The Council shall submit a complete set of Council Bylaws biennially, except when amendments are approved by the House of Delegates. Then, the Council shall submit a complete updated set of Bylaws within sixty (60) days of the close of the annual ACA meeting.

Sec. F. The Council shall have an accountant's review or report conducted through the ACA home office on its finances, including income and expenses, on an annual basis, prior to the mid-winter ACA Executive Board of Governors meeting.

Sec. G. The Council shall place a disclaimer on all published materials.

Sec. H. The Council shall be responsible for the aforementioned reports, activities, Bylaws and finances for its Board and College being submitted with the reports for the Council.