

PARKER

COLLEGE OF CHIROPRACTIC

ALUMNI ASSOCIATION BYLAWS

OUTLINE FOR BYLAWS

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**BYLAWS FOR ALUMNI ASSOCIATION
OF
PARKER COLLEGE OF CHIROPRACTIC**

Article I: Name

The name of the Organization shall be the Parker College of Chiropractic Alumni Association, hereinafter referred to as the Association.

Article II: Mission

Section 1. *Mission*

The Mission of the Association shall be to promote the Parker principles of service and success for the benefit of humanity.

Section 2. *Non-profit*

The Association is not organized for the pecuniary profit of its directors, officers or members. It may not issue stock nor declare nor distribute dividends. No part of its net income shall inure to the benefit of any director, officer or member. The Association cannot directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) a candidate for public office. The Association also is not permitted to engage in substantial legislative activity or lobbying.

Section 3. *Relationship to Parker College*

As an integral part of Parker College of Chiropractic, recommendations for changes in the Bylaws of the Association are subject to the approval of the President of the College and the Association's Board of Directors.

Article III: Membership

Section 1. *Annual membership*

A person shall be considered an Annual member of the Association if he/she has graduated from Parker College of Chiropractic and has maintained payment of current dues of the Association for a calendar year. An Annual member may vote in the Association and hold office.

Section 2. *Lifetime membership*

A person shall be considered a Lifetime member if he/she has graduated from Parker College of Chiropractic and has paid the fee determined by the board of directors for Lifetime membership. Lifetime members shall be entitled the same privileges as full members. In addition, Lifetime members may receive additional benefits not available to Annual members.

Section 3. ***Associate membership***
A person shall be considered an Associate member of the Association if he/she has maintained payment of current Associate membership dues of the Association. An Associate member may not vote in the Association and may not hold office.

Section 4. ***Associate Lifetime membership***
A person shall be considered an Associate Lifetime member if he/she has paid the fee determined by the board of directors for Associate Lifetime membership. Associate Lifetime members shall be entitled the same privileges as Associate members. In addition, Associate Lifetime members may receive additional benefits not available to Associate members. An Associate Lifetime member may not vote in the Association and may not hold office.

Section 5. ***Student Honorary Membership***
A person shall be considered a Student Honorary Member if he/she is currently a registered student in the Doctor of Chiropractic program at Parker College, has registered with the Alumni Association, and has paid any dues determined by the Board of Directors. Student honorary members may not vote in the Association and may not hold office.

Section 6. ***Honorary Membership***
Honorary members are persons who have demonstrated outstanding devotion and service to Parker College of Chiropractic. Honorary members shall be elected by the Board of Directors but shall not vote, hold office or be subject to dues.

Section 7. ***Suspension or Expulsion***
Suspension or expulsion of members occurs if the Board of Directors decides by a 2/3's majority vote that good cause exists for suspension or expulsion. Complaints of improper conduct must be filed with the President in writing. Due notice of charges must be sent to the member in question and the member must have a fair opportunity to present relevant evidence and arguments to the Board.

Article IV: Management

Section 1. The management of the Association and its activities shall be vested in the Board of Directors.

Section 2. It is the purpose of these Bylaws to vest in a Board of Directors all the powers necessary to conduct and carry on the business of the organization and to determine its policy; and it shall be deemed to have all the powers necessary for these purposes in addition to the usual powers of Directors of an association except as such powers are contrary to the law. The

Board of Directors may delegate to the President or any other Executive Committee Member of the organization certain powers unless prohibited by the Bylaws of the organization.

Article V: Dues

Section 1. ***Dues***

The annual dues of members and the fee for Lifetime memberships shall be determined by the Board of Directors and reviewed annually dues for Student Honorary Members, recent graduates or other groups may be waived or discounted by the Board

Section 2. ***Calendar Year***

Dues for membership are for the calendar year January through December. If dues for a new calendar year are not paid by January 30th, voting privileges are suspended until dues are paid.

Article VI: Board of Directors

Section 1. ***Authority of Board***

The Board reports directly to the Director of Alumni Relations, or an alternate appointed by Parker College.

Section 2. The Board shall approve the affairs of the Association in accordance with the Bylaws. It shall have power to authorize all acts on behalf of the Association, except to amend or change the Bylaws.

Section 3. ***Board Meetings***

The Board of Directors may make rules for the conduct of its own meetings and in accordance to Robert's Rules of Order. Any rules inconsistent with these Bylaws shall not be valid.

Section 4. ***Quorum***

A quorum shall be defined as 50% or more of the members of the Board of Directors. Once a quorum has been assembled, business may be conducted and decided by a majority vote of those present.

Section 5. ***Number of Meetings***

The Board of Directors shall meet at least six (6) times each year.

Section 6. ***Number of Directors***

The Board of Directors shall consist of nine (9) elected directors plus 3 ex officio members: Director of Alumni Relations, or appointed alternate, the President of the Student Senate, and the President of the College. The ex officio members shall have full voting rights.

- Section 7. ***Election of Directors***
Directors shall be elected by the Members. [Option: elected by the other Directors] to staggered three (3) year terms. Directors shall be reviewed annually and may succeed themselves for an additional three (3) year term. The three (3) year terms will begin on September 1 and end on August 31.
- Section 8. ***Vacancies***
In the event that any elected Board member does not complete his designated term, the Board will elect a replacement to fulfill the remainder of that term. The Board cannot replace the ex officio members appointed by the College.
- Section 9. ***Absences***
Any officer or member of the Board of Directors who is absent from two (2) regular consecutive Board meetings without filing notification with either the President or the Director of Alumni Relations, or appointed alternate, shall automatically forfeit his/her right to continue as a member of the Board. [Or two (2) unexcused absences from regularly scheduled meetings per year shall result in forfeiture of Board membership.] The President must exercise responsibility to notify the absent Board member in writing of his/her forfeiture.
- Section 10. ***Qualifications***
Any candidate for Board of Directors must have been an Annual member or Lifetime member in good standing of the Association for at least one year immediately prior to candidacy. All Directors must have an active valid license to practice chiropractic to serve on the Board and must continue to be an Annual or Lifetime member. Any person who has a current disciplinary action, revocation, or suspension shall not be able to serve on the Board of Directors.
- Section 11. ***Participation in Events***
Board members are expected to attend and participate in a minimum of (2) two Parker events (a college or alumni association funded event) per fiscal year.

Article VII: Election of Executive Committee and Board members

- Section 1. ***Voting Members***
The voting members of this organization shall be those Annual members and Lifetime members of the Association in good standing, as outlined in Article III.

Section 2. *Nominations*

The Board of Directors may solicit alumni to apply for an open board position and have them contact the Office of Alumni Relations for a Board application packet. Input from current Board Members and input by the regular members will be carefully screened by the Executive Committee.

Section 3. *Election of Directors*

The candidates for Board membership receiving the most votes shall be declared as winners. Tied votes shall be decided by the flip of a coin.

BOARD MEMBER, SEAT	
Prior to April 1	Communicate to all alumni the opportunity to submit Nomination Forms prior to April 1 and Board Applications prior to May 1.
April 1	Nomination Forms collected by Office of Alumni Relations.
May 1	All Board Applications due to Office of Alumni Relations.
May meeting	Review of nominations/applications at board meeting. Assign nominees for Board Nomination Committee to screen
June 1	Board Nomination Committee deadline to contact nominees.
Mid June	Poll Ballots mailed/e-mailed to all Association Members.
July 1	Poll Election Ballot response deadline, for election of new members. The candidates for Board membership receiving the largest number of votes shall be declared as winners upon approval by a quorum of 6.
September 1	New Board Members start.

Section 4. *Election of Officers*

The Executive Board will take nominations from the elected Board Members for the (3) officers positions. Upon approval of these nominees by a Quorum of six (6) of the Board of Directors in a meeting or telephone poll, the nominees for the three (3) Officers to be elected, at the Board meeting in July, will be distributed by ballot to Board Members and must be turned into the Office of Alumni Relations by 5pm that same day. Only those Board Members who are present at the July Board Meeting will be eligible to vote on the Officers. All the elected Board Members are eligible for all positions. The Board must screen nominees for the officer positions to confirm their readiness and willingness to put forth the effort required to perform the tasks of the office for which they are nominated. The vote will be by written ballot distributed after the July meeting by the Office of Alumni Relations and counted by a representative of the Office of Alumni Relations.

EXECUTIVE COMMITTEE, POSITION	
June meeting	Nominations made and candidacies declared for the positions.

July meeting	Ballots will be distributed to board members at the meeting. <i>Only board members present at meeting can vote.</i> Ballots due to the Office of Alumni Relations by 5pm.
After July Meeting	Announce new Executive Committee Members
September 1	New positions begin.

Article VIII: Executive Committee

- Section 1. The Executive Committee shall be composed of the President, Vice President, Treasurer, Director of Alumni Relations, or appointed alternate, and the President of the College. A quorum shall be three (3) members of the Executive Committee. Any meeting of the Executive Committee shall be conducted with at least three (3) days prior notice to all members.
- Section 2. The Executive Committee shall be empowered to act on behalf of the Board of Directors when said Board is not in session.
- Section 3. The Executive Committee may not 1) elect, appoint or remove officers, directors, or committee members, 2) dissolve the Association, or 3) amend the Bylaws.

Article IX: Power and Duties of Officers

- Section 1. All officers shall implement and execute the business and programs adopted by the Board of Directors in keeping with the rules and regulations set down by these bylaws.
- Section 2. The President shall be the Executive of the Association, preside at the General Meetings, direct and conduct the business of the Association based on the policies approved by the Board of Directors and appoint, and serve ex-officio, on all committees except the Nominating Committee. Further, in the event of inability, resignation or death of a Board member, the President may appoint a member in good standing to fill the term so vacated until the next general election, with the approval of the Executive Board.
- Section 3. The Vice President shall be Chairman of the Resolution Committee and assist the President in the activities of the office. The Vice President shall be involved with Protocol, guests, and dignitaries and act as Sergeant-at-Arms if required to maintain order. In the event of inability, absence, death or resignation of the President, this officer shall assume the duties of the Office of President.
- Section 4. The Office of Alumni Relations shall notify Directors of the time and place of Board meetings; shall record proceedings of Board meetings and Executive Committee meetings; report and record Proceedings of general

membership meetings, and file the same in a permanent form with the Office of Alumni Relations.

- Section 5. The immediate Past President shall be Chairman of the Nominating Committee, but in the event that he or she is unable to do so, this function shall fall to the Vice President.
- Section 6. The Treasurer shall keep an accurate account of all funds received and disbursed. The Treasurer shall present a financial report at each regular meeting of the Board of Directors and at the annual meeting of the organization. The Director of Alumni Relations, or appointed alternate, shall present a report monthly to the Treasurer reflecting account balances, expenses and endowment dollars. He/she shall Co-Chair the Fundraising Committee with the Vice President, and will report directly to the President.
- Section 7. Majority vote shall carry any motion or resolution except for motions that require a greater vote in these Bylaws.
- Section 8. It shall be the duty of the head of each committee to prepare and submit in writing a report at each meeting as necessary or requested by the President.
- Section 9. All Directors must have an active valid license to practice to serve on the Board.
- Section 10. The Board may remove a Director for good cause by a 2/3's majority vote. Complaints on grounds for good cause must be filed with the President in writing. If the President is the subject of the complaint, it may be filed with the Director of Alumni Relations. Due notice of the grounds for good cause must be sent to the Director who is the subject of the complaint and that director must have a fair opportunity to present relevant evidence and arguments to the Board of Directors.

Article X: Meetings

- Section 1. ***Annual Meeting of Members***
An annual meeting of the Association may be held on dates to coincide with the dates of the annual Homecoming Event. Conduct of these meetings shall be governed by Robert's Rules of Order, unless otherwise stipulated by these Bylaws. Thirty (30) voting members (Annual Members or Lifetime Members) present at a meeting shall constitute a quorum. The Alumni Association can meet at other times as requested by the President or the Board of Directors at their discretion with a 30-day written notice mailed to voting members.

- Section 2. ***Board of Directors***
Meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors or called by the Director of Alumni Relations, or appointed alternate, upon request of the President of the Alumni Association or by written request to the Director of Alumni Relations, or appointed alternate, by any three (3) members of the Board of Directors.
- Section 3. ***Executive Committee***
Executive Committee meetings may be called by the Director of Alumni Relations, or appointed alternate, upon request by three (3) members of the Executive Committee.
- Section 4. ***Informal Action by Unanimous Consent***
Any action required or permitted to be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Board of Directors or the Executive Committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote at a meeting.
- Section 5. ***Meetings by Telephone Conference***
Subject to the provisions required for notice of meeting, any meeting may be held by telephone conference or similar communications equipment which allows all persons participating in the meeting to hear each other. Any vote of the members, the directors, or the members of a committee may be conducted by mail, telephone, email, fax or other technology.

Article XI: Committees

- Section 1. Committees may be established to assist in accomplishing the purpose and objectives of the Association. The committees shall perform such functions and make such reports as the President of the Alumni Association shall request. Minutes of all Committee meetings are required and should be sent to all Board Members
- Section 2. Standing committees shall be composed of a minimum of three (3) members of the association selected by the Alumni Board.
- Section 3. Standing Committee members shall serve for one-year terms, which begin September 1 of each calendar year.
- Section 4. The President shall appoint committee chairs, committee members, and create or dissolve ad hoc committees.

Article XII: Amendments

- Section 1. These Bylaws may be amended as follows:
- 1) Proposed Amendments shall be submitted to the Director of Alumni Relations. Any officer, director or member may propose an amendment.
 - 2) The Director of Alumni Relations shall present each proposed amendment to the Board of Directors which shall decide whether the proposed amendment should be submitted to the voting members.
 - 3) If approved by the Board of Directors, the proposed amendment shall be submitted to the voting members with at least thirty (30) days written notice. The Board shall decide whether the vote by the members will occur at the Annual General Membership Meeting, at an Association meeting called for that purpose, by mail, or electronically. .
- Section 2. If approved by the members, the proposed amendment will be submitted to the President of the College for approval, and will take effect immediately upon this approval.

Article XIII: Rules of Procedure

- Section 1. The Vice President shall act as parliamentarian in all meetings.
- Section 2. All parliamentary matters not specifically defined in these Bylaws shall be governed in accordance with Roberts Rules of Order.

Article XIV: Conflict of Interest

A director shall be considered to have a conflict of interest if (a) that director has existing or potential financial or other interests which impair or might reasonably appear to impair that director's independent, unbiased judgment in the discharge of their responsibilities to the Association, or (b) that director is aware that a member of their family, or any organization in which that director (or a family member) is an officer, director, employee, member, partner, director, or controlling stockholder, has existing or potential financial or other interests, which impair or might reasonably appear to impair that director's independent, unbiased judgment in the discharge of their responsibilities to the Association. Family members include the director's spouse, parents, siblings, children and any other relative who resides in the same household as the director. All directors shall disclose in writing to the President of the Association and the Director of Alumni Relations any possible conflict of interest at the earliest practical time. If a conflict exists, the director shall disclose the conflict to the Board and absent themselves from discussions of, and abstain from voting on, related matters under consideration by the Board of Directors or its committees. The minutes of that meeting shall reflect

that a disclosure was made and that the director having a conflict or possible conflict abstained from voting.

Article XV: Date of Effect

Section 1. These Bylaws shall be effective as amended July 15, 2009