



Palmetto State Chiropractic Association



# The Palmetto State Chiropractic Association

PO Box 6844 Columbia, SC 29260

Phone: 803.630.1895 Fax: 864.322.2885

www.PSCAonline.com psca1895@gmail.com

## Bylaws

June 14, 1994

as amended through August 01, 2011

### Article I - General

#### Section 1. Name

The name of the Corporation is the *Palmetto State Chiropractic Association* hereinafter referred to as the PSCA.

#### Section 2. Registered Office

The registered office of the Corporation is:  
211 Wilder Drive  
Spartanburg, SC 29301

The mailing address for the Association is:  
7001 St. Andrews Road, #314  
Columbia, SC 29212

#### Section 3. Principle and Other Offices

The principle office of the Corporation shall be at such place as the membership shall from time to time elect.

#### Section 4. Purpose

The PSCA is dedicated to assisting straight chiropractic in any way that is practical and ethical; to protect and promote the philosophy, science and art of correcting vertebral subluxation; and to facilitate the public's access to and knowledge of straight chiropractic.

#### Section 5. Meetings and Voting

##### A. *Annual and Special Meetings*

An annual meeting of all members of the PSCA may be held each year at a time and place determined by the Board of Directors. Special meetings may be held also at the discretion of the membership. Meetings will follow Robert's Rules of Order and be presided over by the President.



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### **B. Quorum, Adjourned Meetings**

At all annual and special general membership meetings of the PSCA presence of a majority of the membership, whether in person or by proxy, shall be necessary to constitute a quorum for transacting business; and the acts of a majority of the membership present at a meeting at which a quorum is present shall be the acts of the Corporation unless otherwise provided by the Bylaws.

### **C. General Motions**

During business meetings any member in good standing may propose a motion. All motions must be consistent with the stated purpose of the PSCA as stated in Article I, section 4. Passing a motion requires a majority vote by the attending quorum. If a motion passes and is determined by a three-fourths (3/4) vote of the Board of Directors to be inconsistent with the PSCA's stated purpose in Article II then the motion will not take effect.

### **D. Proxy**

Each member is required to attend all business meetings as determined by the membership. If for some reason any member is not able to attend they must submit their written proxy, on a form provided by the PSCA, to the President's office at least one week prior to the meeting. The member can request which member in good standing will carry their proxy. However, only one proxy can be carried per member in good standing. If the member submitting the proxy does not state who (s)he would like to carry his/her proxy than the President will assign that proxy to a member in good standing who is in attendance.

### **E. Constitution and Bylaw Amendments**

The Constitution or Bylaws may not be amended, revised or revoked in any manner except by an affirmative vote of four-fifths (4/5) of all members of the PSCA in person, mail, phone or electronic media. Any such affirmative vote must be approved by an affirmative vote of four-fifths (4/5) of the entire Board of Directors.



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## Article II – Membership

Voting membership shall be voluntary among those chiropractors who see their objective as a primary health care provider whose entire professional objective is to contribute to health by correcting vertebral subluxation. There may also be other categories of membership as proposed and voted on by the Board of Directors.

### Section 1. Qualification

The PSCA Committee on Membership shall act as the certifying body to determine eligibility for membership. Applicants must espouse the objectives as stated in Article II and agree to abide by the Bylaws.

### Section 2. Application and Dues

Applications for membership are made on forms furnished by the PSCA. The membership shall establish dues or fees for all members, and payment of such dues or fees by any class of member shall be required as a prerequisite to membership.

### Section 3. Cancellation

1. The PSCA may with or without cause upon the affirmative vote of four-fifths (4/5) of the Board of Directors cancel all rights of membership. Such action may be taken at a regular or special meeting or by mail, phone or electronic media.
2. Nonpayment of dues sixty days after due date automatically suspends membership.
  - A. Membership may be reinstated if delinquency of nonpayment of annual dues is less than one year after payment of current dues.
  - B. If delinquency period is longer than one year a new membership application must be submitted.



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## Article III – Officers

### Section 1. Number

The officers of the PSCA shall be the President, Vice President, Secretary, and Treasurer. The term of office shall be for the period of three (3) years commencing at the time of the date of election and terminating the date of the next election, three years later.

### Section 2. Vacancies

In case any office of the PSCA should become vacant by death, resignation, retirement, disqualification or any other cause, the Executive Committee of the Board of Directors may appoint a member in good standing to fill such vacancy, and an officer so elected shall hold office and serve the unexpired term of the office until the election and qualification of his successor.

### Section 3. President

The president shall have and exercise general charge and supervision of the affairs of the PSCA.

### Section 4. Vice President

At the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President and to the extent authorized by law.

### Section 5. Secretary

The secretary shall have charge of such books, documents and papers as the membership may determine. He shall give notice, as prescribed by these Bylaws, of all meetings of the membership. He shall attend and keep the minutes of all meetings.

### Section 6. Treasurer

The treasurer shall supervise all funds, property, and securities subject to such regulations as may be imposed by the membership.

He/she may be required to give bond for the faithful performance of his duties. If such bond is required, it shall be at the expense of the PSCA.



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When necessary or proper, he/she or his/her designee may endorse on behalf of the PSCA, for collection, checks, notes and other obligations and shall deposit them in a timely manner in such bank, or depository as the membership may designate. He/she or his/her designee shall sign all receipts and vouchers and, together with such other officer or officers, if any, shall sign all checks and all bills of exchange and promissory notes issued by the Corporation, except in cases where signing and execution thereof shall be expressly designated by the membership or by these Bylaws to some other officer or agent of the Corporation.

He/she shall enter regularly on the books of the Corporation, kept by him/her for that purpose, a full and accurate account of all moneys paid and received, and obligations incurred by him for or on account of the Corporation, and shall exhibit such books at all reasonable times to any member on application at the offices of the Corporation. He/she shall, in general, perform the duties incidental to the office of Treasurer, subject to the control of the membership. The Treasurer may relegate his/her duties to a staff member under his/her direction.

## Article IV – Committees

### Section 1. Committees

The membership may create committees both temporary and standing to serve the purposes of the Corporation. No committee shall be empowered to perform any function inconsistent with the scope and definitions of the PSCA as documented in the Constitution, Bylaws, Articles of Incorporation or with the powers of the Executive Committee and Board of Directors.

### Section 2. Standing Committees

These are committees that have ongoing responsibility and are always a part of the organizational structure, even though the chairman and committee membership will change from time to time. These committees are made up of one or more members:

1. Legislative
2. Community Relations
3. Membership
4. Continuing Education (Seminars)
5. Nominating



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## **Section 3. Ad/Hoc Committees**

These are committees that serve a specific function and are then dissolved. These committees may be larger than standing committees. Committee projects are short term and specific.

## **Section 4. Committee Staffing**

1. The Chairman is appointed by the Executive Committee or the President.
2. Committee members are appointed for an annual term, but may serve for several terms.
3. Each committee must have a written job description.
4. Committee meetings should follow written agendas.
5. Each committee chairman must give a report at each business meeting. If he or she is unable to attend, (s)he may provide a written report to the President's office along with a proxy at least one week prior to the meeting.
6. Committee members may be appointed by the President, Executive Committee or by the committee chairman.

## **Section 5. Legislative Chairman's Responsibilities**

The Legislative chairman keeps abreast of the political matters that are of interest to the PSCA, its members, and the chiropractic profession at large. (S)he will report directly to the Chairman and President any issues that may potentially affect the chiropractic profession. (S)he must also report to the membership at each business meeting concerning any legislative matters of interest. The chairman is also responsible for organizing or orchestrating, with the Executive Committee, any appropriate legislative responses by the PSCA.

## **Section 6. Community Relations Chairman's Responsibilities**

The Community Relations Chairman is responsible for coordinating any community outreach program that the PSCA is involved in. This can be press releases, billboards, radio or television marketing, social media, etc. It is this committee's responsibility to initiate marketing strategies as well as follow through on those initiatives that are initiated by the President or the Board of Directors.

## **Section 7. Membership Chairman's Responsibilities**



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The Membership Chairman is responsible for any project pertaining to increasing the PSCA's Membership which is initiated by the committee itself, the President, or the Board of Directors. Also, on behalf of the entire PSCA Board, (s)he will be responsible for mailing out a personalized welcome packet, as well as initiating a follow-up phone call to welcome all new members. The Administrative Assistant will help and assist in any or all tasks, though always under the direction and supervision of the Membership Chair.

## **Section 8. Continuing Education Chairman's Responsibilities**

The Continuing Education Chairman is responsible for the planning and execution of all PSCA seminars. This will include securing guest speakers (and getting their Curriculum Vitae submitted to the necessary State Board(s) for approval), arranging meeting space, organizing all materials and door prizes as well as snacks/lunch for attendees, if necessary. (S)he will also implement the appropriate advertising methods for the seminar. Also, post seminar, (s)he will send out "Attendance Certificates" with a cover letter instructing each attendant to keep it on file in case of audit. These tasks may be performed by, or in conjunction with, the Administrative Assistant, but will always under the direction and supervision of the Continuing Education Chairman.

## **Section 9. Nominating Chairman's Responsibilities**

The Nominating Chairman's responsibilities include receiving any nominations and creating and distributing the appropriate ballots for any nomination that is pending. (S)he will also be responsible for conducting all elections including distribution, collection and counting of all ballots. (S)he will also be responsible for keeping track of when elections are going to be held and coordinate this with one of the business meetings or through the mail, phone or electronic media, whichever is more appropriate.



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## Article V - Board of Directors

### Section 1. Control of Corporation

Except as otherwise required by law or provided by these Bylaws, the control and management of the business, property and affairs of the corporation shall be vested in the Board of Directors.

### Section 2. Numbers, Election, Removal and Resignation of Directors

A. The Board of Directors shall consist of the following members:

1. The President, Vice President, Secretary and Treasurer of the Corporation.

2. The Remaining Board seats, hereafter called Directors, shall total no more than 6 seats. Only PSCA voting members in good standing can be seated as a Director. It shall take a two-thirds (2/3) vote of the voting membership to elect a Director.

B. The Nominating Committee Chairman shall preside over the nomination and election of the Director positions. Upon receipt of the nominations the Nominating Committee Chairman will prepare the ballot for election to the open seats on the Board of Directors. The election can be held by mail, phone or electronic media. Election to the Board of Directors requires a two-thirds (2/3) vote by the voting membership.

C. The term for any Board of Director which is elected by the voting membership is three (3) years from the date of election with 50% of the Directors standing for election every election year.

D. Any Board member can resign at any time by giving written notice of resignation to the Board of Directors.

E. Any vacancy in the Board of Directors occurring between voting periods shall be filled for the unexpired term by appointment of the Chairman of the Board and the President of the Corporation.

F. A Board member may be removed from office, with or without cause, at any meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of all





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members of the Board of Directors. The notice of such meeting shall expressly state that the Board members removal is to be considered at such a meeting.

### **Section 3. Chairman of the Board of Directors**

The Chairman of the Board will be filled by an existing Board member who is not an officer. The Board of Directors shall elect the Chairman by a three-fourths (3/4) vote, for a period of three (3) years.

### **Section 4. Regular Meetings**

Regular meetings of the Board of Directors shall be held annually at such a place as designated by the board. They shall be presided over by the Chairman elect of the Board of Directors and (s)he will set the agenda.

### **Section 5. Special Meetings**

Special meetings of the Board of Directors may be called by the Chairman or President, and must be called by either of them upon written request of twenty- five percent (25%) of the members of the Board of Directors.

### **Section 6. Notice of Meetings**

Notice of all Board meetings, except as herein otherwise provided, shall be given by the Chairman. Notices shall be by mail, phone or electronic media, at least fourteen (14) days prior to the meeting. At any meeting in which every Board member is present, even though without any notice, any business may be transacted.

### **Section 7. Quorum, Adjourned Meetings**

A. At all meetings of the Board of Directors, presence of a majority of Board members, whether in person or proxy, shall be necessary to constitute a quorum for transacting business, and the acts of the majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless otherwise provided by these Bylaws.

B. Any meeting of the Board of Directors may be adjourned until another time by a majority of those present. When a meeting is so adjourned, it shall not be necessary to give any notice of the reconvening of such adjourned meeting, or of the business to be transacted other than by announcement at the meeting at which adjournment is taken.



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## **Section 8. Consent of Directors in Lieu of Meeting**

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent, in writing, setting forth the action so taken, is signed by all of the Board members who would be entitled to vote at a meeting for such purpose, and are filed with the Secretary of the Corporation.

## **Section 9. Executive Committee of the Board of Directors**

A. The Board of Directors, by resolution adopted by the full Board, may in its discretion, create an Executive Committee consisting of the President and the Chairman of the Board of Directors with at least two other PSCA members to be elected by the Board of Directors in full, with a two-thirds (2/3) vote. The Executive Committee's membership can increase from time to time as the Board of Directors shall determine. The full Board of Directors shall have the authority to elect such additional members of the Executive Committee or serve thereon who is not a member of the Board of Directors. The Executive Committee shall have and may exercise any power and authority of the full Board, except that it shall not have the authority as to the following:

1. Filling of vacancies of the Board of Directors;
2. Adoption, amendment or repeal of the Articles of Incorporation or the Bylaws of the Corporation;
3. Amendment or repeal of any resolution of the Board of Directors;
4. Action on matters committed by resolution of the Board to another committee of the Board.
5. Approval of the proposed amendment, alteration or revocation of the Constitution or Bylaws; or any other act prohibited to such committees by law. The Executive Committee shall report to the full Board in writing following each meeting of the Executive Committee.

B. Meetings of the Executive Committee may be called by the Chairman or President or by any two (2) members of said committee on notice stating the time and place thereof. Such notice shall be served personally or by mail, phone or electronic media to each member of the Executive Committee and shall be received by the member at his address at least two (2) days prior to the meeting at his address as it appears on the records of the corporation.

C. At any meeting of the Executive Committee, a majority of the members thereof shall be necessary to constitute a quorum for transacting business. The members present at any such meeting may adjourn the meeting until a subsequent date without further



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notice, provided a quorum is present at such deferred meeting. Any member of the Executive Committee may waive notice of any meeting and the attendance of a member of said Committee at any meeting thereof shall constitute his waiver of notice of such meeting.

D. Any action taken or authorized by vote of a majority of the Executive Committee present at any meeting duly called and held at which a quorum is present shall have the same force and effect as if all members of the Executive Committee had been present and had taken or authorized such action.

E. The Secretary of the Executive Committee shall keep a true and complete record of all acts of the Executive Committee. The book of records shall be open for inspection of any Director at all reasonable times.

## Article VI - Chiropractor of the Year

It is not necessary for the PSCA to elect a "Chiropractor of the Year" if there are no appropriate nominees available. The members in good standing will be notified by mail, phone or electronic media, by the Nominating Chairman, asking for nominations for "Chiropractor of the Year" and stating the appropriate deadline. The nominations will be submitted to the Nominating Chairman's office before the deadline, which will be at least two months prior to the annual business meeting. The President will hold a special Board of Directors meeting either in person, by mail, phone or electronic media to vote on the recipient of this award. The vote must be a majority vote in order for this award to be bestowed upon a PSCA member. The award will be presented at a gathering determined by the Board of Directors.

### Section 1. Criteria

1. The nominee must be a PSCA member of at least one year in duration and in good standing.
2. This individual must be an ACTIVE PSCA member.
3. (S)he must exemplify the purpose and objectives of the PSCA.
4. (S)he must support fellow straight chiropractors, particularly PSCA members, in their efforts to be the doctor they desire.



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## Article VII – Miscellaneous

### Section 1. Fiscal Year

The accounting year of the Corporation shall be the calendar year.

### Section 2. Indemnification

A. The Corporation, by resolution adopted by a majority of the membership, may indemnify an officer or agent who was or is threatened to be made a party to any complete, pending, or threatened legal proceedings.

B. The PSCA holds harmless the IFCO (formerly known as FSCO) for any acts committed by the state corporation or by any of its officers or members.