

**May 2007 DRAFT
For Discussion Only**

**Draft Bylaws of the
International Board of
Chiropractic Examiners**

The purpose of the International Board of Chiropractic Examiners is to prepare and administer to qualified applicants examinations of superior quality whereby those legal agencies which govern the practice of chiropractic within each jurisdiction may accept, at their discretion, those individuals who have successfully completed any or several of the examinations of the International Board of Chiropractic Examiners. Furthermore, the International Board of Chiropractic Examiners shall provide test and measurement services to the chiropractic profession.

DISCUSSION DRAFT

**DRAFT BYLAWS OF
THE INTERNATIONAL BOARD OF
CHIROPRACTIC EXAMINERS**

DEFINITIONS

"Chiropractor" means a health professional who has received an education satisfying the international accreditation standards that have been established by the chiropractic profession and/or an education approved by the Board.

"Chiropractic licensing agency" means a jurisdictional governmental entity that governs the practice of chiropractic.

"Chiropractic registration agency" means:

- a) a jurisdictional governmental entity that maintains an official register of chiropractors legally granted the privilege of practicing chiropractic
- b) a non-governmental national chiropractic professional association recognized by the World Federation of Chiropractic that maintains an official registry of chiropractors who have received an education satisfying the international accreditation standards that have been established by the chiropractic profession.

INTERPRETATIONS

In this By-law and all other By-laws and resolutions of the Board hereafter passed, unless the context otherwise requires, the following interpretations shall apply:

- a) words importing the singular number include the plural and vice versa;
- b) words importing the masculine gender include the feminine and neuter gender; and
- c) references to persons shall include firms and corporations.

Headings used in this By-law are for convenience of reference only and shall not effect the construction or interpretation thereof.

**ARTICLE I
PURPOSE**

The purpose of the International Board of Chiropractic Examiners ("International Board of Chiropractic Examiners" or "IBCE" or "Corporation") is to prepare and administer to qualified applicants examinations of superior quality whereby those legal agencies which govern the practice of chiropractic within each jurisdiction may accept, at their discretion, those individuals who have successfully completed any or several of the examinations of the International Board of Chiropractic Examiners. Furthermore, the International Board of Chiropractic Examiners shall provide test and measurement services to the chiropractic profession.

ARTICLE II DELEGATES

Section 1. Eligibility. A delegate to the Corporation must be a chiropractic member of a chiropractic licensing or registration agency that accepts or requires successful completion of any International Board of Chiropractic Examiners or National Board of Chiropractic Examiners (NBCE) examination as a prerequisite to chiropractic licensure or registration. The delegates, designated as hereinafter defined in Section 3, shall be known as Delegates. If a jurisdiction has a governmental licensing or registration entity and a non-governmental national chiropractic professional association recognized by the World Federation of Chiropractic that maintains an official registry of chiropractors, the governmental entity shall have the right of first refusal to designate a Delegate to the Corporation; the Board shall establish policy for the exercise of this right.

Section 2. Number. There shall be one Delegate to the Corporation from each eligible jurisdiction.

Section 3. Designation of Delegates. In accordance with Sections 1 and 2, each chiropractic licensing or registration agency shall officially designate one (1) chiropractic member of the licensing or registration agency to serve as Delegate to the International Board of Chiropractic Examiners and shall certify the name of the Delegate so designated to the office of the International Board of Chiropractic Examiners, referred to in these Bylaws as the executive office of the Corporation, in writing, postmarked or faxed, no less than sixty (60) days prior to the Annual Meeting. Certification shall be on official stationery of said agency and signed by the Secretary of said agency or by other persons authorized to do so and shall certify that the designated Delegate meets the eligibility requirements to serve as a Delegate. Delegates so designated shall serve for a one-year term which shall begin sixty (60) days prior to the Annual Meeting and shall end sixty (60) days prior to the next succeeding year's Annual Meeting of the Delegates.

Section 4. Alternate Delegates. A licensing or registration agency which has more than one chiropractic member on its board may designate one Alternate Delegate who will serve in the absence of the designated Delegate. The Alternate Delegate shall be designated in the same manner and possess the same eligibility qualifications as the designated Delegate.

Section 5. Votes. Each Delegate to the Corporation shall dispose one (1) vote for each one thousand (1000) active licensees or registrants or fraction thereof on the official roles of the licensing or registration agency, excepting that the maximum votes a Delegate shall dispose can not be more than one-third of the total votes available for a Region. Each chiropractic licensing or registration agency shall officially certify the number of active licensees or registrants to the office of the International Board of Chiropractic Examiners, referred to in these Bylaws as the executive office of the Corporation, in writing, postmarked or faxed, no less than sixty (60) days prior to the Annual Meeting. Certification shall be on official stationery of said agency and signed by the Secretary of said agency or by other persons authorized to do so.

Section 6. Vacancies. Vacancies in Delegates to the International Board of Chiropractic Examiners shall be filled by the respective agency in which the vacancy occurs. At any time a Delegate ceases to meet eligibility or designation requirements, said Delegate shall no longer be eligible to vote or otherwise serve as a Delegate and a vacancy shall be deemed to have occurred. The licensing or registration agency may fill the vacancy and shall notify the International Board of

Chiropractic Examiners of the newly designated Delegate no later than thirty (30) days prior to the next Annual Meeting of the Delegates. The newly appointed Delegate shall serve the unexpired term of his or her predecessor. In the event of a vacancy, the Alternate Delegate provided for in Section 7 will automatically succeed to the position of designated Delegate and shall act in the place of the designated Delegate until the vacancy is filled.

Section 7. Duties of Delegates. The duties of the Delegates are to elect Regional Directors at the Annual Meeting of the Delegates, to ratify any changes in the Bylaws in the form proposed by the Board of Directors and to ratify any plan adopted by the Board of Directors to dissolve the Corporation.

ARTICLE III MEETINGS OF DELEGATES

Section 1. Annual Meeting. The Annual Meeting of the Delegates to the International Board of Chiropractic Examiners shall be held at such time and place as shall be determined by the Board of Directors. Notice of the Annual Meeting, giving the time and place, shall be provided to each eligible licensing or registration agency not less than ninety (90) days prior to the Annual Meeting of Delegates.

Section 2. Special Meetings. Special meetings of the Delegates to the International Board of Chiropractic Examiners may be called by the President at his discretion or by petition of any number of Delegates such that their combined votes represent a majority of total votes available. Notice of special meetings shall be provided to each Delegate not less than thirty (30) days prior to the date on which the meeting is called. Notice of special meetings shall define the purpose or purposes for which the meeting is called.

Section 3. Quorum. A quorum at any Annual or Special Meeting of the Delegates of the International Board of Chiropractic Examiners shall consist of any number of Delegates present in person such that their combined votes represent a majority of total votes available; proxy votes shall not be counted in the determination of a quorum. Only certified Delegates present shall be counted for determination of a quorum and only certified Delegates present, in person, are eligible to vote.

Section 4. Proxies. Each chiropractic licensing or registration agency may designate a certified Delegate from the same Region to exercise its vote(s) by proxy; proxies may only be carried by a certified Delegate or Alternate Delegate representing the same Region. A certified Delegate or Alternate Delegate may carry the proxy vote(s) of and represent up to two other Delegates from the same Region. The licensing or registration agency shall certify the assignment of its proxy to the office of the International Board of Chiropractic Examiners, referred to in these Bylaws as the executive office of the Corporation, in writing, postmarked or faxed, no less than thirty (30) days prior to an Annual Meeting and no less than fifteen (15) days prior to a Special Meeting. Certification shall be on official stationery of said agency and shall identify the certified Delegate who is authorized to exercise the proxy vote(s). The certification must be signed by the Secretary of said agency or by other persons authorized to do so.

Section 5. Manner of Acting. The act of the Delegates shall be by a majority of the total votes available of the duly registered and credentialed Delegates present and voting at any Annual or

Special Meeting at which a quorum is present, unless the act of a greater number of votes is required by these Bylaws.

Section 6. Standing Rules. The Board of Directors shall present and the Delegates shall adopt Standing Rules for each Annual Meeting.

ARTICLE IV DIRECTORS

Section 1. Authority, Number and Composition. The business, finances, control, direction and management of the affairs of the Corporation shall be vested in a board of no more than thirteen (13) Directors as follows: up to three (3) Regional Directors representing Region 1; up to seven (7) Regional Directors each representing one of the seven (7) Districts 2 through 8; and up to three (3) Directors elected at-large by the other Directors as described herein. Directors' terms shall begin upon their election at an Annual Meeting.

Section 2. Initial Composition. The initial Board of Directors and Officers shall be appointed by the National Board of Chiropractic Examiners' International Affairs Committee. The initial Board of Directors shall consist of up to three (3) Regional Directors from Region 1 who shall be chiropractors and Directors of the National Board of Chiropractic Examiners at the time of their appointment and up to seven (7) Regional Directors shall be appointed from Regions two (2) through eight (8), each shall be a chiropractor and live in the region they represent. At the first Board of Directors' meeting the initial Regional Directors may elect up to three (3) At-Large Directors to the Board as described herein.

- A. No appointee shall be appointed for more than five (5) years and only until such time as Regional Directors are duly elected to replace the appointed Directors as described herein.
- B. The three NBCE appointees shall be appointed for staggered terms; one appointed for three (3) years, one appointed for four (4) years and one appointed for five (5) years.
- C. Appointees shall be eligible for election as described herein.

Section 3. Regional Directors.

A. Composition. Regional Directors of the Corporation shall be elected by the Delegates.

Region 1, US - Consists of all of the jurisdictions in the United States of America and its territories

Region 2, North American - Consists of all the jurisdictions of the WFC North American Region countries except for those in Region 1, US.

Region 3, European - Consists of all of the jurisdictions of the WFC European Region countries.

Region 4, Pacific - Consists of all the jurisdictions of the WFC Pacific Region countries.

Region 5, Latin American - Consists of all the jurisdictions of the WFC Latin America Region countries.

Region 6, African - Consists of all the jurisdictions in the WFC African Region countries.

Region 7, Eastern Mediterranean - Consists of all the jurisdictions in the WFC Eastern Mediterranean Region countries.

Region 8, Asia – Consists of all of the jurisdictions of the countries in the WFC Asian Region countries.

- B. Eligibility. In order to be eligible for election as a Regional Director of the Corporation from one of the eight (8) Regions, a nominee shall be a resident of a licensing or registration jurisdiction included in said Region whose chiropractic licensing or registration agency accepts or requires the successful completion of any International Board of Chiropractic Examiners or National Board of Chiropractic Examiners examinations as a prerequisite to licensure or registration and shall be a chiropractic member or doctor of chiropractic who officially represents said agency or shall have been a member or official representative of said agency within a three (3) year period prior to his or her nomination and election.
- C. Election. At the Annual Meeting of the Delegates to the International Board of Chiropractic Examiners, the Delegates from each Region electing a Director that year shall convene and elect one (1) eligible individual as a Director of the Corporation by majority vote by written ballot of the Delegates from that Region present and voting. One Director from Region 1, and Directors from Regions 3 and 7 shall be elected in one year, Directors from Regions 1, 2, 4, and 6 shall be elected the next year; and a Directors from Regions 1, 5 and 8 shall be elected the following year.
- D. Term. The term of the Regional Directors shall be for three (3) years and until his or her successor shall have been duly elected.

Section 4. At-Large Directors.

- A. Composition. Three (3) Directors, all of whom may be public members, shall be elected by the Board of Directors of the International Board of Chiropractic Examiners at the Annual Meeting subsequent to the election of Regional Directors.
- B. Term. The term of the three (3) At-Large Directors shall be from two (2) to four (4) years and until his or her successor has been elected.

Section 5. Vacancies. A vacancy in any At-Large Director position on the Board of Directors of the Corporation shall be filled by the remaining members of the Board of Directors for the balance of the term. If a vacancy occurs in a Regional Directorship, the vacancy may be filled by the Board of Directors with an eligible individual from the Region in which the vacancy occurred. The Director who is appointed to fill a Regional Directorship vacancy on the Board of Directors shall serve until the following Annual Meeting of the Delegates of the International Board of Chiropractic Examiners

at which time the vacancy shall be filled in the same manner as for original election, and for the balance of the term of the Director whose position became vacant.

Section 6. Removal. Any Director may be removed by the members of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation would be served thereby. Such removal shall be without infringement to the contract rights, if any, of the person so removed. Such a removal requires a two-thirds majority vote of the entire Board of Directors.

Section 7. Meetings. The Board of Directors shall hold an Annual Meeting in conjunction with the Annual Meeting of the Delegates of the International Board of Chiropractic Examiners. Special meetings of the Board of Directors may be called by the President at his discretion or upon written petition for such special meetings by a majority of the Board of Directors. Notice of a special meeting shall define the purpose or purposes for which the meeting is called, or may state that the meeting is called to transact any business which may properly come before the Board.

If all of the Board members consent thereto generally or in respect of a particular meeting, one (1) or more members may participate in a meeting by means of such conference telephone or other communication facility as to permit all members participating in the Assembly to communicate with each other simultaneously and instantaneously, and a member participating in such meeting by such means is deemed to be present at the meeting. Where necessary, votes shall be taken by recording the verbal assent or dissent of the members participating from separate locations. The establishment of a quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the meeting and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant meeting will provide a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

Section 8. Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum at any regular or special meeting and the act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

ARTICLE V OFFICERS

Section 1. Number. The officers shall include a President, a Vice President, a Treasurer and a Secretary. Other officers may be elected from the Board of Directors. A Director may not simultaneously hold more than one officer position.

Section 2. Election and Term of Office. The initial officers shall be appointed by the National Board of Chiropractic Examiners' International Affairs Committee and shall serve two (2) year terms and until their successors have been elected. The officers of the Corporation shall be elected every two years by the Board of Directors from among the members of the Board of Directors at a regular Annual Meeting of the Board subsequent to the election of all of the Directors. Each officers shall serve for a term of two (2) years, and until their successor has been elected. Commencing with the

effective date of these Bylaws, an officer may serve no more than four (4) consecutive two (2) year terms in any one office.

Section 3. Removal. Any officer may be removed whenever in the judgment of the Board, the best interests of the Corporation would be served thereby. Such removal shall be without infringement to the contract rights, if any, of the person so removed. Such removal must be by a two-thirds majority vote of the Board of Directors.

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

Section 5. President. The President shall be the principal executive officer of the Corporation and that person shall be subject to the control of the Board of Directors. That person shall, in general, be responsible for communicating the policies and directives of the Board of Directors to the Executive Director and shall assist the Board of Directors in the supervision over the property, business and affairs of the Corporation. That person shall have the authority to sign, with the Secretary or any other proper agent of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and in general, shall perform all the duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the office of the President. The Vice President shall perform those duties which may be assigned by the President or the Board of Directors.

Section 7. Treasurer. The Treasurer shall perform the duties customarily performed by the treasurer of a corporation and such other duties as may be assigned to that office by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 8. Secretary. The Secretary shall: (a) be responsible for insuring that the minutes of the meetings of the Delegates of the Corporation and of the Board of Directors are prepared and maintained; (b) that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) that the corporate records and the seal of the Corporation are maintained and that the seal of the Corporation is affixed to those documents requiring it; (d) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to that person by the President or the Board of Directors.

Section 9. Executive Director. The initial Executive Director of the International Board of Chiropractic Examiners shall be the Director of International Affairs for the National Board of Chiropractic Examiners or his designate. The Executive Director shall be the principal operating officer of the Corporation and that person shall be subject to the control of the Board of Directors. That person shall have general and active supervision of the properties, business and affairs of the Corporation and primary responsibility therefore. That person, in general, shall have the authority and

perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall not be a member of the Board of Directors. Furthermore, no salaried employee of the International Board of Chiropractic Examiners or the National Board of Chiropractic Examiners shall be a member of the Board of Directors.

Section 10. Scope of Action. Any officer or appointee of the Board of Directors who shall become a member or sit with any other body in order to represent, express the views of, or observe the deliberations of such body for the International Board of Chiropractic Examiners, shall not advocate, support or endorse any policy of such body without special authorization by the Board of Directors, which shall have the sole authority to give such advocacy, support or endorsement.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary. The Board of Directors shall define and may delegate any of its functions to the Executive Committee. The President of the Corporation shall preside over meetings of the Executive Committee.

Section 2. Committee on Bylaws. The Committee on Bylaws shall consist of five (5) Regional Directors of the Corporation. Members shall be selected at the Annual Meeting of the Delegates by lottery and serve a one-year term. One (1) committee member shall be selected as Chairperson by a vote of the members of the Committee. The Committee on Bylaws shall periodically, and no less than annually, review the Bylaws of the Corporation, consider all proposals for modification(s) received from the Board of Directors or the Delegates, and make its recommendations to the Board of Directors. The Board of Directors may propose modifications to the Bylaws to the Delegates with or without the recommendation of the Committee on Bylaws.

Section 3. Credentials Committee. The President shall appoint a Credentials Committee each year not less than thirty (30) days prior to the Annual Meeting. The Committee shall consist of one (1) Delegate representative appointed by each Regional Director and three (3) Board members appointed by the President, one (1) of whom shall serve as Chairperson of the Committee. Members shall serve a one-year term and until his or her successor has been appointed. The Committee shall be responsible for registering and certifying Delegates and Alternate Delegates, Delegate vote disposition and proxies, and shall provide a report at the Annual Meeting on registered and certified delegates and their certified vote dispositions and proxy vote(s).

Section 4. Standing and Special Committees.

- A. Other standing and special committees may be established by resolution of the Board of Directors adopted at any duly called and constituted regular or special meeting. The composition, size, term, purposes and powers of any such committee shall be as provided in such resolution. The President shall appoint the members and Chairs of all standing and special committees, with the exception of the Committee on Bylaws.
- B. Vacancies. Vacancies in the membership of any standing or special committee shall be filled by the President.

Section 5. Quorum and Manner of Acting. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII
CONTRACTS, LOANS, CHECKS, DEPOSITS, AND AGENTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of the Corporation and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Agents and Employees. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

ARTICLE VIII
CONFLICT OF INTEREST

Section 1. Members of the Board of Directors and their spouses, children, parents, siblings or the spouses of such children, parents or siblings shall not enter into a contract, business transaction, financial arrangement or other matter with the Board in which they have any direct or indirect personal interest, gain or benefit without the disclosure of such contract, business transaction, financial arrangement or other matter in accordance with Section 2 of this Article.

Section 2. Any member of the Board of Directors who has any direct or indirect personal interest, gain or benefit in a actual or proposed contract, business transaction, financial arrangement or other matter with the Board in potential contravention or actual contravention of these Bylaws, shall disclose their interest therein at the first opportunity at a meeting of the Board of Directors or of the Executive Committee.

Section 3. The president of the Board shall request any member of the Board of Directors who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Board to absent himself or herself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

**ARTICLE IX
RULES AND REGULATIONS AND PARLIAMENTARY AUTHORITY**

Section 1. The Board of Directors may determine and establish rules and regulations for its proceedings and operations.

Section 2. Robert's Rules of Order will govern all meetings unless otherwise stated in these Bylaws.

**ARTICLE X
SEAL**

The Board of Directors shall provide a corporate seal which shall be in such form as the Board of Directors shall determine.

**ARTICLE XI
EXECUTIVE OFFICE**

The executive office of the Corporation shall initially be at the location of the National Board of Chiropractic Examiners, 901 54th Avenue, Greeley, Colorado, USA 80634, until such a time as a different location is determined by the Board of Directors.

**ARTICLE XII
WAIVER OF NOTICE**

When any notice is required to be given to any Delegate or to a Director of the Corporation under the provisions of these Bylaws or under the provisions **of the laws pursuant to the jurisdiction in which the International Board of Chiropractic Examiners is incorporated**, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII
INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. The International Board of Chiropractic Examiners shall indemnify any officer or director who was or is a party to or is threatened to be made a party to any pending or completed action, suit or proceeding, by virtue of the fact that he is or has been a director or officer of the International Board of Chiropractic Examiners. Such indemnification shall be against such expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in conjunction with such action, suit or proceeding to the fullest extent permitted by the **laws pursuant to the jurisdiction in which the International Board of Chiropractic Examiners is incorporated**. Indemnification shall not exclude any rights to which any person may otherwise be entitled as a matter of law.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person referred to in Section 1 of this Article against any liability incurred by him in any such capacity,

or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under provisions of this Article or otherwise.

ARTICLE XIV DISSOLUTION

Section 1. Plan. The Board of Directors at an Annual or Special Meeting may formulate and adopt a plan for the dissolution of the Corporation. The plan shall provide, among other things, that the assets of the Corporation be applied as follow:

- A. Firstly, all liabilities and obligations of the Corporation shall be paid or provided for.
- B. Secondly, any assets, held by the Corporation which require return, transfer or conveyances, as a result of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.
- C. Thirdly, all other assets shall be distributed to an educational, research, scientific or institutional health organization or association, to be expended toward the advancement of the science and art of chiropractic.

Section 2. Acceptance of Plan. Such plan shall be acted upon by the Delegates at an Annual or legally constituted Special Meeting called for the purpose of acting upon the proposal to dissolve. Seventy-five percent (75%) of all Delegate votes at which a quorum is present must vote affirmatively to dissolve.

Section 3. Conformity to Law. Such plan to dissolve must conform to the law under which this Corporation is organized. This requirement shall override the provisions of Sections 1 and 2 herein.

ARTICLE XV AMENDMENT

Proposals to alter, amend, repeal, or adopt new Bylaws may be adopted by no fewer than two-thirds of the members of the Board of Directors, at any regular meeting or at any special meeting of the Board of Directors, if such proposal(s) are included in the call for such a special meeting. Any amendment to the Bylaws which is proposed by the Board of Directors shall also be ratified by the Delegates to the International Board of Chiropractic Examiners. Ratification of Bylaw amendments requires that a majority of the total votes available of the duly registered and credentialed Delegates are cast affirmatively by mail ballot or that a majority of the total votes available of the duly registered and credentialed Delegates present at a meeting at which a quorum is present are cast affirmatively. Written notice of proposed amendments shall be given not less than sixty (60) days prior to the meeting of the Delegates at which ratification is to take place or to the date on which mail ballots are to be cast.