

Iowa Chiropractic Society Bylaws

March 12, 2010

KNOW ALL BY THESE PRESENT:

We associate together, for ourselves and our successors, for all lawful purposes as a non-profit corporation under Chapter 504A, Code of Iowa (1987), to use our resources and all opportunities and contributions for the promotion of chiropractic health care for the improvement of the quality of life of the general public of Iowa.

ARTICLE I

NAME

NAME. The name of the association is the Iowa Chiropractic Society, Inc., which shall be herein referred to as the "ICS".

ARTICLE II

PURPOSE

PURPOSE. The purposes of the ICS are to:

- A. unite into one effective body the chiropractic physicians of Iowa;
- B. promote and advance the science and art of chiropractic health care;
- C. promote the professional interests and education of the ICS members;
- D. gather and disseminate reliable information pertaining to the profession and science of chiropractic for public education;
- E. enhance in every way the professional welfare of ICS members;
- F. uphold the dignity and honor of the profession;
- G. ever seek to maintain and improve the abilities of the ICS members for the enhancement of the quality of life and health of their patients;
- H. encourage ICS members to ever abide by the Code of Ethics as established by the Iowa Board of Chiropractic Examiners; and,
- I. represent the chiropractic profession in the public domain.

ARTICLE III

MEMBERSHIP

SECTION 1. MEMBERS. Members shall be Chiropractic Physicians and others who are significant to the practice of chiropractic health care. Any Regular Member, Part-Time Practitioner Member, Life Member, or Associate Member shall be a Chiropractic Physician who is a graduate of a College fully accredited by the Council on Chiropractic Education (CCE) or an agency accredited by the Iowa Board of Chiropractic Examiners. Unless otherwise defined within these Bylaws, the ICS Board of Directors shall define the various membership categories, qualifications, terms of membership, and privileges for all Members of ICS.

- A. **REGULAR MEMBER.** The Regular Member shall meet the qualifications for membership in the ICS established by these Bylaws and the Board of Directors of ICS. The term of a Regular Member shall be one (1) year, provided that the Regular Member continues to meet any obligations, responsibilities, or requirements for membership established by these Bylaws or the Board of Directors of ICS. A Regular Member who continues throughout his or her membership in ICS to meet the qualifications for membership, responsibilities, and obligations for continued membership defined and established by these Bylaws and the Board of Directors of ICS shall be deemed a member in good standing. Only a Regular Member in good standing shall be eligible for renewal of his or her membership at the expiration of the one-year term of membership.
- B. **LIFE MEMBER.** Updated 06/23/2009 Chiropractic Physicians, upon retirement from active practice, will be accepted for Life Membership upon application, providing such physician has had ICS membership for 25 years and is a member in good standing at the time of application. The term of a Life Member shall be for the life of the member unless terminated for just cause. Life Members shall be exempt from payment of dues.
- C. **STUDENT MEMBER.** Student Membership shall be for persons attending an accredited chiropractic college. Cost of membership shall be 5% of ICS Regular Membership dues. Student Membership will be a category of Regular Membership including all the benefits of Regular Members except the right to vote. In addition to the Regular Membership benefits, the tuition for Student Members attending the ICS Annual Convention and Fall Symposium will be waived. (Cost of breaks, meals, and materials may be assessed.) ICS Student Members who have been a continuous member for at least 6 months prior to beginning practice in Iowa will receive a waiver of their ICS membership dues for one (1) year from the date their practice begins.

- D. **ASSOCIATE MEMBER.** The Associate Member shall be the non-practicing chiropractic physician, full-time chiropractic college faculty, and out-of-state chiropractic physician. Fees shall be determined by the ICS Board of Directors.
- E. **AFFILIATE MEMBER.** The Affiliate Member shall be any vendor or exhibitor who offers products and services for the benefit of chiropractic physicians and their patients. Cost of membership shall be 50% of Regular Member dues (1/3 of Affiliate Member dues will be donated to the ICS Political Action Committee Corporate Fund, as allowed by state law). Membership benefits of the Affiliate Members include the following: 15% discount on advertising in ICS publications and website (not to exceed a \$150 value annually), 20% discount on exhibitor space at ICS Annual Convention, ICS Fall Symposium and other ICS seminars, access to the ICS/Advantage website ICS Member Only section, recognition as an Affiliate Member including listing in *ICS Review* and in the *ICS Annual Membership Directory*, and free subscriptions to other selected ICS publications.
- F. **PART-TIME PRACTITIONER MEMBER.** Part-Time Practitioner Membership shall be for chiropractic physicians who 1) work an average of 20 hours or less per week and have done so for at least 6 months, and 2) must submit written documentation showing regular, posted, office hours. Cost of membership shall be 50% of ICS Regular Membership dues. Part-Time Practitioner Membership will be a category of Regular Membership including all the benefits of Regular Membership including the right to vote. An application for Part-Time Practitioner Membership must be submitted annually to the ICS Membership Committee subject to renewal.

SECTION 2. MEMBERSHIP PRIVILEGES. The ICS shall furnish its Members with an appropriate membership certificate, official publications, and use of the ICS logos under the following guidelines: [A] The logo with the word "MEMBER" on the top may be used for personal purposes and printed on the individual letterheads, business cards, statements, and documents; [B] The logo without the word "MEMBER" on the top is reserved for institutional use; [C] Upon termination of membership, the membership certificate shall be surrendered and any further personal use of the ICS logo shall cease; [D] Regular and Life Members who have been in good standing prior to the Annual Meeting may vote on ICS business including election of officers.

SECTION 3. DUES. All Members of ICS, except Life Members, shall have an obligation to pay when due any dues, assessments, charges, or fees established or levied by the Board of Directors of ICS. All Members of ICS, except Life Members, shall also have an obligation to pay when due any dues, assessments, charges, or fees established or levied by the Member's District if the District, upon a two-thirds vote of the District membership after written notice of those District Members, has established District dues, assessments, charges, or fees. The ICS Board of Directors may establish for the membership as a whole or for individual Members the terms for payment of any dues, assessments, charges, or fees established or levied by the ICS Board of Directors. Any Member failing to meet his or her obligations to pay when due any dues, assessments, charges, or fees established or levied by the ICS Board of Directors, shall not be a Member in good standing of ICS. Any Member voluntarily terminating his or her membership in the ICS, but who owes unpaid dues, assessments, charges, or fees established or levied by the ICS Board of Directors on the date of his or her voluntary resignation may not subsequently be readmitted to the membership without paying those unpaid dues, assessment, charges, or fees established or levied by the ICS Board of Directors, unless the ICS Board of Directors shall have voted to allow the readmission under terms and conditions established by the ICS Board of Directors.

SECTION 4. ACTIONS, WHICH MAY BE TAKEN UPON FAILURE TO PAY DUES, ASSESSMENTS, CHARGES, AND FEES. In the event of a Member's failure to pay dues, assessments, charges, or fees established or levied by the ICS Board of Directors within sixty (60) days of the due date shall no longer be a Member in good standing, shall have all membership rights and privileges suspended, and the District Director will be notified of the Member's suspension. The term of the suspension shall be forty-five (45) days. If within the term of suspension the Member fails to pay or make satisfactory arrangements to pay all dues, assessments, charges, or fees, the membership will be terminated. If the Member makes satisfactory arrangements to pay all dues, assessments, charges, or fees and fails to adhere to the arrangements, immediate termination will result. If a member is terminated due to non-payment of dues, assessments, charges, or fees, no hearing will be granted.

SECTION 5. ETHICAL TERMINATION.

- A. **GROUND.** Membership in ICS shall be terminated or suspended relative to ethics violations when the Member is found guilty of any of the following acts or offenses:
- [1] Any act or offense that results in revocation or suspension of a license to practice chiropractic in the State of Iowa (Code of Iowa, Chapter 151.9) (such action will result in immediate termination or suspension and will require no hearing);
 - [2] Any act of conduct that violates the Bylaws or the purposes of ICS or its Code of Ethics (such action will require a hearing). Membership dues, assessments, charges, or fees will accrue and be owed to the ICS throughout the hearing process and period of suspension.

- B. **HEARING.** Question of membership termination or suspension relative to ethics violations shall be determined by the ICS Board of Directors at any regular (or special) meeting called for that purpose. The member in question shall be given written notification of time and place of said meeting and the specific charges against him/her at least twenty (20) days prior to said hearing.
- [1] **Proceedings.** Any member shall have the right to counsel and to be present during the entire hearing, presentation of evidence, deliberation, and decision. The hearing shall be closed to the public only at the request of the member whose membership is under consideration. The ICS Board shall by written ballot decide by a majority vote whether to continue, terminate, or suspend the membership. The member shall continue all membership rights in ICS until such membership has been terminated or suspended.
 - [2] **Default.** If the member fails to appear either in person or by counsel at the time and place designated by said notice, the ICS Board, after receiving satisfactory evidence of the charges, shall order the membership terminated or suspended.
 - [3] **Unearned Dues.** Upon termination or suspension of membership, the ICS shall NOT refund any unearned dues, assessments, charges, or fees paid by the member prior to the termination or suspension.
 - [4] **Reinstatement.** The chiropractor whose membership has been terminated under Article III Section 5A[1] or, Article III Section 5A[2] may apply for reinstatement as a new member upon satisfactory indication that he/she has met statutory requirements and whose behavior conforms to the Bylaws of ICS.

SECTION 6. HARDSHIP MEMBERSHIP: Continuation of membership with partial or all membership dues waived due to a hardship situation will be reviewed by the President of the Board on a case by case basis, based on its merit, and ratified by the Board of Directors. Confidentiality will be respected.

ARTICLE IV ICS MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING. The Annual Meeting of the membership shall be conducted on the first day of the Annual Convention. All member business of ICS shall be conducted at the Annual Meeting or at special meeting(s) of the membership. Any new business must be presented to the Board in writing not less than thirty (30) days prior to the Annual Meeting.

SECTION 2. QUORUM. At the Annual Meeting, a quorum shall be fifty (50) Regular and/or Life Members in good standing. In the absence of a quorum, [A] the Board of Directors shall conduct the business of ICS, subject to ratification by the voting membership present at the election of Officers; and, [B] Regular and Life Members, not otherwise Members of the Board, shall have the privilege to participate in debate though no motions shall be entertained due to lack of a quorum. No proxies shall be accepted.

SECTION 3. SPECIAL MEETINGS. A Special Meeting of the ICS membership shall be called by the President upon petition of fifty (50) Regular and/or Life Members or by a majority vote of the Executive Committee or the Board of Directors.

SECTION 4. NOTICE. A written notice of the Annual Meeting and the election of Officers shall be sent by first class mail, facsimile, or e-mail to all Members not less than thirty (30) nor more than sixty (60) calendar days before the meeting. Such notice shall set forth the time, place, and to the extent reasonably known, the agenda.

SECTION 5. MEMBERS OF RECORD. The record date for determining Members entitled to notice, is close of business the business day preceding the day in which notice is given. The record date for determining Members entitled to vote, is the close of business the business day preceding the day in which the meeting is scheduled. ICS policies shall address the availability of this list.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP. The Board of Directors shall include all officers of the ICS and an elected District Director from each District.

SECTION 2. AUTHORITY. The Board of Directors, subject to the direction of the Membership, shall be charged with the full management of all affairs of the ICS and shall establish all policies necessary to carry out ICS functions.

SECTION 3. MEETINGS. The first meeting of the newly elected Board of Directors shall be held within thirty (30) days following the Annual Meeting at which elections were held. Thereafter, regular meetings shall be held at least quarterly as established and set by the Board of Directors. Special meetings shall be called by the President or with the written request of five (5) members of the Board of Directors. The Board may meet via telephone conference call if

there is a quorum present and all can hear and be heard. The Board may also act by unanimous consent delivered in writing including e-mail and fax.

SECTION 4. ADVISORS. The Board of Directors may engage an attorney, public relations advisor, legislative representative (lobbyist), certified public accountant, parliamentarian, and such other advisors as the Board deems advisable.

SECTION 5. DISTRICT DIRECTOR. When a District Director of the Board of Directors is unable to attend a meeting of the Board of Directors, an Officer or previous District Director of the District shall attend the meeting pro tem and shall have all rights and responsibilities of that District Director for that meeting.

SECTION 6. QUORUM. A majority of the Executive Committee and District Directors and/or pro tem shall constitute a quorum.

SECTION 7. NOTICE. Notice of Board of Directors meetings shall be sent by first class mail, facsimile, or e-mail at least ten (10) working days, but no more than thirty (30) working days prior to such meeting. However, should an emergency arise that may threaten the welfare of the ICS, the President may send a notice by first class mail, facsimile, or e-mail establishing the time, place, purpose, and agenda of the emergency meeting.

SECTION 8. EXECUTIVE SESSION. Meetings shall be open to all Members in good standing, except that the Board of Directors may go into a closed Executive Session by a vote of two-thirds of its members present: [A] To review or discuss matters which are deemed best to be kept confidential; [B] To discuss matters which may be litigious in nature; [C] To discuss the possibility of an investigation of a member; [D] To evaluate the professional competency of an individual whose appointment, hiring, performance, or discharge is being considered; and/or [E] When necessary to prevent needless injury to any person if that person requests a closed session. When deemed appropriate, the presiding officer may vary the agenda from the order set forth in Article XIX to avoid conducting a meeting in closed session.

SECTION 9. REMUNERATION. The Board may vote to reimburse a member for expense of a special nature when deemed appropriate. Any statements submitted for remuneration must be itemized and accompanied with reasonably available supporting documentation and shall be subject to inspection of the Board.

SECTION 10. ABSENCE. Any District Director of the Board of Directors who misses 25% of the meetings in one (1) fiscal year without designating an Officer of the District or previous District Director pro tem who attends the meeting, and, notifying the ICS office in advance in writing shall be considered to have resigned his/her position. An Officer or a previous District Director of the District can fill in for the District Director for only two (2) meetings of the Board of Directors in one (1) fiscal year or the District Director shall be considered to have resigned his/her position. Absences due to emergencies may be excused by the President.

SECTION 11. EMPLOYMENT. No member of the Board of Directors shall be employed by an insurance company, a third party payor, or insurance review company as an insurance consultant.

SECTION 12. DUTY TO THE ICS. It is the duty of the Board of Directors to act:

- A. In good faith;
- B. In the best interest of the ICS and its members; and
- C. With the care that a person in a like position would reasonably believe appropriate under similar circumstances.

SECTION 13. DISCHARGE. A Board Member may be discharged from duties if he or she does not meet the requirements in Article V., Section 10. of these Bylaws and/or practices fraudulent or dishonest conduct, displays gross absence of authority or discretion, and/or displays conduct constituting a violation of his or her duty to the ICS. A Board Member may be removed without cause by the same membership vote required to elect. The vote must take place at a membership meeting or one called for that purpose.

SECTION 14. CONFLICT OF INTEREST. The ICS shall have a Conflict of Interest Policy and Procedure.

ARTICLE VI EXECUTIVE COMMITTEE

EXECUTIVE COMMITTEE. The Executive Committee of the ICS shall consist of its officers. The Executive Committee may transact the business of the ICS Board of Directors between meetings. The agenda must be sent by first class mail, facsimile, or email to the entire Board and approved by a simple majority prior to the meeting, unless otherwise stated by law. The meeting shall be open to any member who chooses to participate at his or her own expense. The President may call a special meeting of the Executive Committee with notice in writing by first class mail, facsimile, or e-mail at least ten (10) working days, but no more than thirty (30) working days prior to such meeting. However, should an emergency arise that may threaten the welfare of the ICS, the President may send a

notice by telephone establishing the time, place, purpose, and agenda of the emergency meeting. A meeting of the Executive Committee may be held by telephone conference call, where all participants can be heard by all, upon no less than forty-eight (48) hours oral notice provided that the agenda has been sent by first class mail, facsimile, or e-mail and approved by the majority of ICS Board Members. The telephone conference call shall be recorded electronically. Any action being taken by the Executive Committee shall require affirmative vote by the majority of voting Board Members.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS. The elected officers of the ICS shall be a President, President-Elect, First Vice President/Treasurer, Second Vice President, Secretary, and the Immediate Past President. The Executive Director of ICS shall serve as a non-voting officer.

SECTION 2. DUTIES OF OFFICERS.

- A. President. The President shall, so far as it is practical, preside over all meetings of the membership, ICS Board of Directors, Executive Committee, and such other official meetings of ICS. The President shall be responsible for the activities of ICS and shall, with ratification by the majority vote of the Board of Directors, name members to all standing and special committees, except for those committee members where the Bylaws establish membership. The President shall be an ex officio non-voting member of all committees, except the Nominating Committee.
- B. President-Elect. The President-Elect shall assist the President in his/her duties. The President-Elect shall automatically ascend to the presidency upon vacancy of the office of President or the completion of his/her term as President-Elect. The President-Elect shall preside over all official meetings of ICS in absence of the President. The President-Elect shall perform such other duties as are assigned by the President.
- C. First Vice President/Treasurer. The First Vice President/Treasurer shall perform duties as assigned by the President. As Treasurer, he/she shall be the custodian of all monies, funds, and securities (which shall be held in a federally insured financial institution with capital in excess of one million dollars) and shall submit periodic reports as directed by the Board of Directors. The First Vice President/Treasurer shall preside over all official meetings of ICS in absence of the President and the President-Elect.
- D. Second Vice President. The Second Vice President shall perform duties as assigned by the President.
- E. Secretary. The Secretary shall attend and record minutes of meetings of the Board of Directors and Annual Meeting of the membership, in addition to any other meetings as directed by the President. In absence of the Secretary, the President shall appoint a Secretary pro tem.
- F. Immediate Past President. He/she shall serve as the primary advisor to the President. In the event of a vacancy in this position, the President shall appoint from all past presidents, with ratification of the Board of Directors, a member to fill this office.
- G. Executive Director. The Executive Director shall be a full-time employee, non-voting officer, and shall serve as Chief Executive Officer of ICS. He/she shall administer the affairs of ICS in accordance with administrative policies established by the President and Board of Directors.

SECTION 3. VACANCIES. Vacancies not provided for under ascendancies in our parliamentary authority shall be filled by the Board of Directors, except as otherwise provided herein.

SECTION 4. QUALIFICATION. All officers (except Executive Director), Members of committees and Members of the Board of Directors shall be Regular or Life Members of ICS in good standing with all dues paid current.

SECTION 5. NOMINATING COMMITTEE. The Nominating Committee for the election of officers shall consist of five (5) Members as follows:

- A. three Past Presidents including the Immediate Past President who shall serve as Chair and the two presidents who preceded him/her in service. In the event that either or both of the Past President(s) cannot serve, the most current Past President(s), as feasible, will be eligible to serve;
- B. one representative from the General Membership nominated by the District Presidents, and;
- C. one District President as assigned on an annual rotating basis by District number.

The Nominating Committee shall select, verify and certify at least one nominee for each office to be filled and shall publish their slate by first class mail to all Regular and Life Members of ICS at least forty-five (45) days prior to the

Annual Meeting of ICS. Additional nominations may be placed on the ballot if such nominations are signed by five (5) or more Regular or Life Members and received by certified mail at the ICS office no less than twenty (20) days prior to the annual election. All nominations shall be placed on official ballots by position in alphabetical order according to last names. The Executive Director shall submit the official ballot to the President and President-Elect for verification of accuracy no later than fourteen (14) days prior to the annual election. Space for write-in candidates shall be placed under each position immediately under the last printed nomination for that position. All nominees and write-in candidates for elected offices of ICS shall have been Regular or Life Members in good standing for at least three (3) years prior to their election. A ballot shall be determined spoiled for a specific position if more than one vote is cast for that position. A mark must be made in the box preceding the name for whom the vote is cast. The President shall appoint from the Board of Directors three (3) election judges who shall be responsible for validating and counting the ballots.

SECTION 6. ELECTIONS. The offices of President-Elect, First Vice President/Treasurer, Second Vice President, and Secretary shall be elected by the voting Regular and Life Members. The election shall take place at the Annual Meeting from among person(s) nominated by the Nominating Committee and those duly nominated by the membership. All nominees shall be present at the time of annual elections unless otherwise excused for cause by majority vote of the Board of Directors. A majority vote of all Regular and Life Members of ICS present and voting shall be required to elect an officer. No proxies shall be allowed. In the event no candidate has the majority vote on any of the first three (3) ballots, the candidate with the fewest votes shall be declared to have lost. This procedure shall be repeated until each office is filled. All elections shall be by written ballot, except that if there is only one (1) nominee for an office, the vote may be taken by voice vote if there is no objection.

SECTION 7. TERM. The term of each office shall be for one (1) year or until their successors are elected. The term of office shall start at the close of the Annual Meeting at which officers are elected. The Secretary shall not serve for more than five (5) consecutive years.

SECTION 8. ABSENCE. Any Board Member who misses 25% of scheduled Board Meetings in one fiscal year shall be considered to have resigned his/her position. (See Article V, Sections 5 and 10.)

ARTICLE VIII DIRECTOR AND OFFICER LIABILITY

SECTION 1. LIABILITY. Except as may be provided in the Bylaws, no Director or Officer of the corporation shall personally be liable to the corporation for money damages for breach of duty of care or other duty as a Director or Officer. This provision shall not eliminate the liability of a Director or officer for:

- A. any appropriation of any business opportunity of the corporation in violation of his/her duties;
- B. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- C. any transaction involving a conflict of interest of the Director or Officer, of which the Director or Officer failed to make a disclosure required by the Iowa Nonprofit Corporation Act; or
- D. any transaction for which the Director or Officer derived an improper personal benefit.

SECTION 2. PROTECTION. No repeal or modification of this Article shall adversely affect any right or protection of a Director or Officer of the corporation existing at the time of such repeal or modification.

ARTICLE IX INDEMNIFICATION

Except as prohibited by law, the corporation shall indemnify any person who is or was a Director, Officer, employee or agent of the corporation or is/was serving at the request of the corporation as a trustee, Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise (including, but not limited to, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the corporation, and may take such steps as may from time to time be permitted by applicable law and the Bylaws of the corporation, to ensure the payment of such amounts as may be necessary to effect such indemnification.

ARTICLE X STANDING AND SPECIAL COMMITTEES

SECTION 1. COMMITTEES. The ICS shall have Permanent Committees, which shall be the Executive Committee, the Legislative Committee, the Nominating Committee, and the Bylaws Committee. The Board of Directors shall establish and/or eliminate Standing Committees as needed for the betterment of the ICS. In addition, Special Committees may be established and/or eliminated by the President for a term not to exceed the President's term of office.

SECTION 2. APPOINTMENT. Unless otherwise required by these Articles and Bylaws, Committee Chairs and Members shall be appointed by the newly elected President pending ratification by the Board of Directors.

SECTION 3. ABSENCE. Any committee member who misses three (3) consecutive committee meetings and/or 25% of scheduled committee meetings may be considered to have resigned his/her position.

ARTICLE XI COUNCILS

The ICS encourages its members to participate in special interest councils that further promote and advance the chiropractic profession. The ICS may give official recognition to those councils whose members are also members of the ICS. ICS's recognition and encouragement of special interest councils does not include requiring any member to provide health services on behalf of ICS or the council. Members providing such health services do so in their own individual capacities, and are acting beyond their scope of duties to ICS.

ARTICLE XII NATIONAL AFFILIATION

ICS may affiliate with any national chiropractic organization or association with the approval of a majority vote of the members at any Annual Meeting.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern ICS in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and/or any special rules of order ICS may adopt.

ARTICLE XIV AMENDMENTS

These Bylaws may be amended at any Annual Meeting of ICS or at special meeting(s) of the membership by a two-thirds vote of Members present provided any amendment has been submitted in writing to the Bylaws Committee at least sixty (60) days before the Annual Meeting or special meeting(s) of the membership. The Bylaws Committee shall include the proposed amendments with their recommendations, to all voting Members with the Notice of the Annual Meeting or notice(s) of special meeting(s) of the membership.

ARTICLE XV DISTRICTS

SECTION 1. DISTRICTS. District membership shall consist of all ICS Members residing or practicing in the county groups as set forth below.

SECTION 2. DISTRICT DIRECTORS. The District Director shall be elected by majority vote of the Regular and Life Members present at the election. All nominees must be Regular or Life Members in good standing. The election shall take place at the Annual Meeting of the District from among persons nominated. The Member of the Board of Directors elected by each District shall serve a three (3) year term commencing the year set forth below and every three (3) years thereafter:

- A. NORTH WEST DISTRICT: Lyon, Osceola, Dickinson, Emmett, Sioux, O'Brien, Clay, Palo Alto, Plymouth, Cherokee, Buena Vista, Pocahontas, Woodbury, and Ida counties –2002/05/08/11/14/17/20/23/26/29.
- B. NORTH CENTRAL DISTRICT: Kossuth, Winnebago, Worth, Mitchell, Floyd, Cerro Gordo, Hancock, Humboldt, Wright, Franklin, and Butler counties –2001/04/07/10/13/16/19/22/25/28.
- C. NORTH EAST DISTRICT: Howard, Winneshiek, Allamakee, Clayton, Buchanan, Delaware, Dubuque, Chickasaw, Bremer, and Black Hawk counties –2003/06/09/12/15/18/21/24/27/30.

- D. WEST CENTRAL DISTRICT: Sac, Calhoun, Webster, Hamilton, Boone, Greene, Carroll, Audubon, Guthrie, and Dallas counties –2001/04/07/10/13/16/19/22/25/28.
- E. MARSHALL CENTRAL DISTRICT: Jasper, Poweshiek, Tama, Marshall, Story, Hardin, and Grundy counties –2002/05/08/11/14/17/20/23/26/29.
- F. CEDAR RAPIDS/IOWA CITY DISTRICT: Benton, Linn, Jones, Johnson, and Iowa counties-2003/06/09/12/15/18/21/24/27/30.
- G. EAST CENTRAL DISTRICT: Jackson, Clinton, Cedar, Scott, and Muscatine counties –2001/04/07/10/13/16/19/22/25/28.
- H. SOUTH WEST DISTRICT: Fremont, Page, Taylor, Adams, Montgomery, Mills, Pottawattamie, Cass, Shelby, Harrison, Monona, and Crawford counties –2002/05/08/11/14/17/20/23/26/29.
- I. SOUTH CENTRAL DISTRICT: Ringgold, Decatur, Wayne, Lucas, Clark, Union, Adair, Madison, Marion, Warren, Polk, Appanoose, and Monroe counties –2003/06/09/12/15/18/21/24/27/30.
- J. SOUTH EAST DISTRICT: Davis, Van Buren, Lee, Des Moines, Henry, Jefferson, Wapello, Mahaska, Keokuk, Washington, and Louisa counties –2003/06/09/12/15/18/21/24/27/30.

ARTICLE XVI ACTIVE AND INACTIVE DISTRICTS

SECTION 1. ACTIVE DISTRICTS. An active District shall have a President, Vice President, and Secretary/Treasurer elected annually, and, a District Director elected as provided in Article XV. All Regular and Life Members in the ICS District shall constitute the District's voting membership.

SECTION 2. INACTIVE DISTRICTS. A District shall be considered inactive if it fails to hold regular meetings as provided herein. If any District fails to meet quarterly, or, the President fails to call a District Meeting when requested to do so by four (4) or more Members in good standing of said District, the ICS Board or Executive Committee may declare vacant the seats of the District Officers and appoint temporary Officers of the District to hold office until new Officers are elected at a meeting called for that purpose by the voting Members of the District.

SECTION 3. DISTRICT FUNDS – INACTIVE DISTRICT. Upon reactivation of any District that is inactive, a maximum of \$600.00 will be made available by the ICS and delivered to the District as a reactivation fund.

SECTION 4. DISTRICT DIRECTOR – INACTIVE DISTRICT. In the event that a quorum of District Members can not be assembled to conduct the election, a District Director shall be nominated by the ICS Nominating Committee and elected by the full membership of the ICS under the provision for election of ICS elected Officers as called for in Article VII, Section 6.

ARTICLE XVII DISTRICT MEETINGS

SECTION 1. ANNUAL MEETINGS. District Annual Meetings and election of Officers of each District shall be held within sixty (60) days prior to the ICS Annual Meeting. Notification shall specify the purpose of the meeting.

SECTION 2. REGULAR MEETINGS. Regular meetings of each District shall be held at least once every quarter at such time and place as may be designated by the District membership at each meeting.

SECTION 3. QUORUM. Four (4) Members shall constitute a quorum for the transaction of any business at an official District meeting. The District President, or, in his/her absence the District Vice President, or, in his/her absence the District Secretary/Treasurer, shall appoint from the floor the necessary officers to conduct the meeting. In absence of all officers and/or in the event a quorum is not present, a Secretary will be appointed. In the event a quorum is not present, business may be conducted by those members present. Any business conducted at this meeting will be considered for ratification at the next regular District business meeting at which a quorum is present.

SECTION 4. NOTICE OF MEETINGS. Notice of the District meetings shall be in writing and sent by the District Secretary/Treasurer to District Members and the ICS office by first class mail, facsimile, or e-mail at least ten (10) working days, but no more than thirty (30) working days prior to such meeting. In absence of specific designation by the District membership, the District President shall call each meeting and set the time and place.

SECTION 5. SPECIAL MEETINGS. Special meetings of the District shall be called at the request of the District President or any four (4) District Members or by the ICS Board of Directors.

SECTION 6. BUSINESS BETWEEN MEETINGS. The Officers of a District are allowed to conduct business between District meetings subject to ratification by the District Members at the next District meeting.

ARTICLE XVIII DISTRICT OFFICERS, ELECTION, DUTIES

SECTION 1. DISTRICT OFFICERS. The elected Officers of the District shall be President, Vice President, Secretary/Treasurer, and a District Director who serves on the ICS Board of Directors. District Officers shall be ICS Regular or Life Members in good standing who possess voting privileges. No District Officer shall receive compensation.

SECTION 2. NOMINATION. A Nominating Committee for the election of District Officers shall consist of three (3) Members of the District. The Nominating Committee shall select, verify, and certify at least one (1) nominee for each office to be filled. Nominations from the Nominating Committee will be sent to the District Members by first class mail, facsimile, or e-mail at least twenty (20) days prior to the District Annual Meeting. At the time of the District Annual Meeting, additional nominations may be accepted.

SECTION 3. TERM. Term of district office shall be for one (1) year, except the District Director on the ICS Board of Directors whose term shall be for three (3) years as set forth in these Bylaws. District Officers shall assume office at the end of each District Annual Meeting with the exception of the District Director who shall be installed with the incoming ICS Executive Officers and other District Directors at the ICS Annual Meeting. When elected to fill a vacancy, District Officers and the District Director on the ICS Board of Directors shall assume office immediately after they are elected.

SECTION 4. OFFICES.

- A. **DISTRICT PRESIDENT.** The District President shall be the Officer of the District and shall preside at all sessions and appoint and provide oversight for all District committees. The President may execute all documents approved by the District membership consistent with the purpose of the ICS. In the District Director's absence, the District President may be requested to attend the ICS Board of Directors meetings.
- B. **DISTRICT VICE PRESIDENT.** The District Vice President shall perform the duties of the District President in the absence of the President. If the office of the District President becomes vacant because of death or resignation, the Vice President shall assume the duties of the President for the balance of the term. A new District Vice President shall be elected to complete the unexpired term at the first regular meeting of the District thereafter. In the District Director's absence, the District Vice President may be requested to attend the ICS Board of Directors meetings.
- C. **DISTRICT SECRETARY/TREASURER.** The District Secretary/ Treasurer shall be the recording, corresponding, and accounting officer of the District and shall:
- [1] keep and record all minutes of the proceedings of the District and all financial books, records, papers and property pertaining to the District. All District property in his/her possession shall be open to inspection at all times by any Member of ICS;
 - [2] read all current reports at each meeting of the District except those of committees who shall read their own;
 - [3] notify all District Members and the ICS office of meetings and shall send to the Members copies of all information and material, which he/she receives that should be distributed to the Members;
 - [4] keep a correct current record of the District Members, including the date each Member joined, and status of their membership;
 - [5] keep a true and correct report of all receipts and disbursements and make a report to the District at its meetings. He/she shall deposit all such funds, money, and securities to the District in a federally insured financial institution with capitalization in excess of \$1,000,000.00. All accounts shall use the name of the ICS District and the mailing address of the District's Treasurer. For tax purposes, the ICS tax ID number may be used.
 - [6] maintain a record of all monies owed, received, and disbursed and submit a written report to the District Board and membership as directed by the District President or by a majority vote of the District Members;
 - [7] send a copy of the minutes and attendance record of each meeting to the ICS office within fourteen (14) days;
 - [8] report all financial records of the District to the ICS Board and/or ICS office upon their request as to keep an accurate account of financial records;

[9] if the office of the District Secretary/Treasurer becomes vacant because of death or resignation, a new Secretary/Treasurer shall be elected by a majority vote of the Members present at the next meeting of the District to fulfill the term for the balance of the fiscal year; and,

[10] if requested, attend the ICS Board of Directors meetings in the District Director's absence.

SECTION 5. DISTRICT DIRECTOR. At the District Annual Meeting the District members shall elect one (1) Member to serve as a Director on the ICS Board of Directors for terms established by Article XV. Such person shall be the liaison officer between the District and the ICS. As an ICS Director, it shall be his/her duty to conduct the business of the ICS in his/her District under the direction of the ICS Board of Directors. The District Director on the ICS Board of Directors shall make known to the ICS Board the needs and desires of the District and represent the District's interests. He/she shall report to the District Officers and Members the business of the ICS Board of Directors. If a Director cannot attend a meeting of the ICS Board of Directors, an Officer of the District or previous District Director may attend the meeting with full proxy and power of a Director pro tem in his/her stead for such meeting. (See Article V, Sections 5 and 10.)

SECTION 6. VACANCIES. A vacancy in the District Director's office shall be filled by special election in the District within sixty (60) days after the vacancy occurs. During the vacancy, the District President shall act as District Director. The election shall be for the balance of the unexpired term. If the District fails to elect a District Director within sixty (60) days, the ICS Board of Directors shall appoint a Member from the District to fill the vacancy.

ARTICLE XIX RULES OF ORDER

The suggested rules of order shall be:

- A. Opening the session in due form;
- B. Calling the roll;
- C. Reading the minutes of the previous meeting;
- D. Report of the Officers (including an ICS Board Meeting Report if applicable);
- E. Committee reports;
- F. Nomination of Officers (at District Annual Meeting);
- G. Communications and introduction of resolutions;
- H. Unfinished/miscellaneous business;
- I. New business;
- J. Election of Officers (at the District Annual Meeting);
- K. Installation of Officers (at the District Annual Meeting);
- L. Appointment of committees;
- M. Adjournment.