

VIRGINIA:

IN THE CIRCUIT COURT FOR ARLINGTON COUNTY

AMERICAN CHIROPRACTIC)
ASSOCIATION, INC.)

Plaintiff,)

v.)

NATIONAL NUTRITION STANDARD *a/k/a*)
COUNCIL ON NUTRITION *a/k/a*)
COUNCIL ON NUTRITION OF THE)
AMERICAN CHIROPRACTIC)
ASSOCIATION, INC., *f/k/a*)
COUNCIL ON NUTRITION OF THE)
AMERICAN CHIROPRACTIC)
ASSOCIATION, *et al.*)

Defendants.)

Case No. CL23004129-00

FIRST AMENDED COMPLAINT
(Verified)

COMES NOW Plaintiff American Chiropractic Association, Inc. (“ACA” or “Plaintiff”), by its undersigned counsel, and files this Verified First Amended Complaint (“Complaint”) against Defendants National Nutrition Standard *also known as* Council on Nutrition *also known as* Council on Nutrition of the American Chiropractic Association, Inc. and *formerly known as* Council on Nutrition of the American Chiropractic Association (“CON”) and Robert L. Galloway, III, D.C. (“Galloway”) (collectively, “Defendants”), stating as follows in support thereof:

PARTIES

1. The ACA is a corporation organized and existing under the laws of the State of Delaware, with its principal office located in Arlington County, Virginia.

2. CON is an entity transacting business within the Commonwealth of Virginia, purportedly as a Virginia nonstock corporation, with its principal office purportedly located in Brooklyn, New York.

3. Upon information and belief, Galloway is an adult individual and citizen of Texas. Galloway was the President of CON from May 2022 through November 2, 2023. Galloway has also been a regular, voting member of the ACA at all relevant times herein. During his tenure as President of CON, Galloway was likewise a member of the ACA’s House of Delegates.

JURISDICTION AND VENUE

4. This Court has personal jurisdiction over CON because it is a Virginia entity, and pursuant to Virginia Code § 8.01-328.1, because the claims set forth herein against it arise from CON’s conducting business in Virginia.

5. This Court has personal jurisdiction over Galloway pursuant to Virginia Code § 8.01-328.1 because the claims set forth herein against him arise from his transacting business in Virginia and/or from his tortious conduct which resulted in injuries to the ACA in Virginia.

6. By Order dated March 22, 2024, this Court denied Galloway’s challenge to the exercise of personal jurisdiction over him.

7. Venue is proper in this Court pursuant to Virginia Code § 8.01-262 because, *inter alia*, the claims asserted herein arose in this forum.

FACTS

Governance of the ACA

8. For more than 50 years, the ACA has been one of the largest professional chiropractic organizations in the United States.

9. Among other things, the ACA serves as the representative membership organization of Doctors of Chiropractic, educates the public about the benefits of chiropractic care and its role within the broader healthcare system, champions the science of chiropractic and promotes the health and well-being of all Americans.

10. At all times relevant herein, the ACA has been governed by its Bylaws (“ACA Bylaws”).

11. A true and accurate copy of the ACA Bylaws is attached hereto and incorporated herein as **Exhibit 1**.

12. The ACA’s members are comprised of individuals who are licensed to practice chiropractic in the United States, students in accredited chiropractic colleges, members outside the United States, retired doctors, and chiropractic assistants.

13. One of the qualifications of an ACA member is that “[a]pplicants and members *must adhere* to the principles and objectives of the ACA as stated in [the ACA Bylaws], the ACA Articles of Incorporation, the ACA Code of Ethics and ACA policies.” Ex. 1, Art. III, § A (2) (emphasis added).

14. The legislative, policy, corporate, business, and property powers of the ACA are exercised, conducted, and controlled by the ACA Board of Governors and the ACA House of Delegates.

15. The members of the ACA Board of Governors are elected by the ACA House of Delegates, which is the legislative/deliberative body of the ACA and determines specific ACA policies, aims and purposes. The sweeping powers of the House of Delegates touch on all aspects of the ACA’s operations and include:

- Deliberating on issues of importance to ACA members and providing input to the Board of Governors on ACA policies, aims, and purposes;
- Electing members of the Board of Governors;
- Approving the annual budget for the ACA; and,
- Ratifying new policies and bylaws adopted by the Board of Governors.

ACA Councils and Galloway

16. The ACA Bylaws provide for the establishment of ACA Specialty Councils (“Councils”). *See* Ex. 1, Art. VII.

17. Councils are dedicated to a specialty or service in the field of chiropractic. *See* Ex. 1, Art. VII, § A (1)(a).

18. CON has existed as an ACA Council for over 44 years.

19. There are currently twelve (12) such Councils of the ACA, including CON. Although the ACA previously established the ACA Councils under the ACA Bylaws, on or about April 25, 2023, a Certificate of Amendment was filed with the Secretary of State of the State of Delaware formally establishing each ACA Council, including CON, as clinical councils of the ACA (“the Amendment”).

20. A true and accurate copy of the Amendment is attached hereto and incorporated herein as **Exhibit 2**.

21. At a meeting that occurred on January 4, 2023, the Amendment was voted on, and approved by, the ACA House of Delegates which included Galloway at the time. Galloway attended, and participated in, the House of Delegates meeting – convened at the ACA’s Arlington, Virginia office – during which the Amendment was discussed, voted on and approved.

22. The purpose of the Amendment is to facilitate the ACA Councils' ability to open checking accounts due to bank requirements to show proof that an ACA Council is part of the ACA, and not separate and distinct from the ACA.

23. The ACA oversees every major aspect of each Council's activities, and the Councils would not (and cannot) exist, but for the ACA's granting of authority to each Council to operate as such under the auspices of the ACA pursuant to the ACA Bylaws.

24. Under the ACA Bylaws, Councils may be formed when an application is submitted to form a new council to the ACA's corporate secretary sixty days prior to the ACA's annual meeting. The application must include a list of at least fifty ACA members who are interested in forming a council and be accompanied by governing rules derived from the Master Council Bylaws. *See* Ex. 1, Art. VII, § A (2)(a).

25. An application to form a new council must be approved by the ACA Board of Governors and ratified by the ACA House of Delegates. *See* Ex. 1, Art. VII, § A (2)(b).

26. Once formed, Councils must be compliant with the financial, membership, branding, governance, elections and contract requirements as outlined in ACA's Standing Rules. *See* Ex. 1, Art. VII, § C (1)(a).

27. A copy of the ACA's Standing Rules is attached hereto and incorporated herein as **Exhibit 3**.

28. Under the ACA's Standing Rules, "[a]ll ACA Councils and Certification Boards officers *will cooperate with and act in coordination with* the [ACA's Office of Clinical Councils and Certification Boards] to integrate Council and Certification Board financial and administrative operations into those of the ACA." Ex. 3, ¶12 (emphasis added).

29. Councils also *must* report to ACA's Office of Clinical Councils and Certification Boards on *all financial, membership, contracts, elections and other pertinent information*, which must be provided to the House of Delegates at its annual meeting. *See* Ex. 1, Art. VII, § C (2)(a).

30. Although the ACA Councils may hold assets in their names (instead of in the ACA name) for operational purposes, all such assets are beneficially owned by the ACA.

31. From the date of its formation as an ACA Council until in or around 2021, in its dealings with the ACA, CON conducted itself as though it was (i) dutifully complying with the ACA's Bylaws and Standing Rules and (ii) subordinate to, and under the ultimate control of, the ACA. Until 2022, the ACA had no reason to suspect anything to the contrary.

32. Beginning in 2022, CON has intentionally and persistently failed (and, indeed, refused) to report to ACA's Office of Clinical Councils and Certification Boards the required information under the ACA Bylaws, including financial and membership information, and has refused to cooperate and act in coordination with the ACA's Office of Clinical Councils, as required by the ACA's Bylaws and Standing Rules.

33. As part of the administrative services provided by the ACA to the Councils, the ACA collects some Councils' membership dues and distributes them to each respective Council's treasurer to fund Council operations.

34. At all relevant times herein, Council Presidents (including Galloway during his term in office) have been voting members of the ACA House of Delegates.

35. Indeed, for his part, Galloway has continuously held the positions of Vice President, Executive Director or President of CON at various times over the past several years.

36. Moreover, while serving as President of CON (and knowing that CON was willfully violating the ACA and CON governing documents insofar as CON's obligations to the ACA are

concerned and without disclosing the same to the ACA and, indeed, actively participating in those violations), Galloway, *inter alia*:

- Attended (via Zoom) ACA meetings convened from ACA’s Arlington County, Virginia headquarters;
- Participated in executive-level meetings at the ACA wherein highly sensitive matters of a financial, operations and management nature were discussed and voted on;
- Executed ACA policy statements, including a Confidentiality Policy, a Questionnaire and Disclosure Form, a Conflict of Interest statement and a Code of Conduct, which became effective upon delivery to the ACA’s Arlington County, Virginia headquarters (collectively, “Policies”), Policies which Galloway was required to submit to as a condition precedent to serving in the ACA House of Delegates; and
- Expressly agreed:
 - to avoid conflicts of interest;
 - that he is subject to a legal obligation to perform the duties of his position with the ACA honestly, in good faith and in a manner consistent with the best interests of the ACA;
 - to act in a manner which will accomplish the purposes of the ACA and not in his own interests or in the interest of any other individual or outside entity;
 - that the interests of the ACA must have first priority; and,

- to make a full advance disclosure of all facts pertaining to any transaction or outside affiliation that is subject to any doubt concerning the possible existence of a conflict of interest before the ACA before serving in an ACA official capacity.

37. At the time of agreeing to the ACA governing documents and Policies, Galloway never intended to comply with them.

38. Indeed, throughout his term on the ACA House of Delegates, Galloway was principally responsible for supervising CON's activities which he knowingly and persistently carried out in violation of both the ACA governing documents and Policies, and the CON governing documents, all to the substantial benefit of CON and to the substantial detriment of the ACA.

The Governance of CON

39. CON is one of the Councils of ACA and is governed, in part, by its Constitution and Bylaws.

40. A true and accurate copy of the most recent ACA-approved version of the CON Constitution and Bylaws is attached hereto and incorporated herein as **Exhibit 4**.

41. The CON Constitution and Bylaws, of which the ACA is an intended third-party beneficiary, state that “[n]othing in these Bylaws is intended to conflict with the Articles of Incorporation or Bylaws of the ACA *which takes precedence*. (MANDATED ITEM)”. Ex. 4, Art. XIV, § B (emphasis added).

42. Amendments to the CON Constitution and Bylaws do not take effect unless and until approved by the ACA House of Delegates. Ex. 4, Art. XVI, § C.

43. Indeed, the CON Constitution and Bylaws did not take effect until they were approved by the ACA and many of the provisions set forth therein include the phrase “(MANDATED ITEM)” which was inserted to denote the specific provisions that the ACA mandated for inclusion.

44. The CON Constitution and Bylaws provide that “[e]ach officer [of CON] *shall* report the activities of his office to the other officers on a quarterly basis, and quarterly reports shall be made to the ACA Board Liaison by the Council President. (MANDATED ITEM)”. Ex. 4, Art. IV, § F (emphasis added).

45. Furthermore, CON’s Constitution and Bylaws impose specific duties on CON to the ACA, including, but not limited to:

- a. “[CON] functions as a *subordinate arm of the ACA*, operating *only* within its specific delegated field. [CON] must act pursuant to and in conformity with ACA policy.” Ex. 4, Art. XVII, § A (emphasis added).
- b. “[CON] shall not act on a major issue on which ACA policy has not been adopted, until an applicable ACA policy has been adopted.” Ex. 4, Art. XVII, § B.
- c. “[CON] shall submit an annual report of Council activities to the ACA prior to the Annual ACA Meeting per ACA Bylaws.” Ex. 4, Art. XVII, § C.
- d. “[CON] shall submit a complete list of Council officers, and members and their status to the ACA annually.” Ex. 4, Art. XVII, § D.
- e. “[CON] shall submit a complete set of Council Bylaws biannually...” Ex. 4, Art. XVII, § E.
- f. “[CON] shall have an accountant’s review or report conducted through the ACA home office on its finances, including income and expenses, on an annual basis,

prior to the mid-winter ACA Executive Board of Governors meeting.” Ex. 4, Art. XVII, § F.

g. “[CON] shall place a disclaimer on all published materials.” Ex. 4, Art. XVII, § G.

h. “[CON] shall be responsible for the aforementioned reports, activities, Bylaws and finances for its Board and College being submitted with the reports for [CON].” Ex. 4, Art. XVII, § H.

46. CON’s authority to act is limited to the powers expressly conferred upon it (and its officers and directors) in the Constitution and Bylaws and the requirement of biannual submission of a complete set of Bylaws to the ACA was included so as to ensure CON’s ongoing compliance from a corporate organizational and operational standpoint.

47. Furthermore, the ACA has provided substantial benefits to CON as a Council of the ACA, including, but not limited to, negotiating and entering into agreements on CON’s behalf relating to conferences hosted by CON throughout the United States. Simply by way of illustration, the ACA entered into agreements on CON’s behalf with hotels to host CON’s 2023 conference in Tacoma, Washington and CON’s 2024 conference in Branson, Missouri (collectively, “Hotel/Conference Contracts”).

48. Since 2022 (and perhaps earlier), CON has failed to discharge its various duties to the ACA, including those delineated in paragraph 45 hereinabove. Moreover, for his part, as an officer of CON and, for much of 2022 and 2023, a member of the ACA House of Delegates, Galloway participated in and facilitated the violation of these duties which conduct likewise violated the specific duties Galloway owed to the ACA.

49. Like other Councils, CON’s Executive Committee is comprised of its President, Vice-President, Secretary/Treasurer, Immediate Past President and Executive Director.

50. As President of CON and a member of the House of Delegates, Galloway owed fiduciary duties to act in the best interest of the ACA and of loyalty to faithfully pursue the interests of the ACA during the time that he held those positions.

51. More specifically, in or about July 2022, Galloway executed a Confidentiality Policy, which states, *inter alia*:

- a. “Generally recognized legal standards of corporate responsibility require the obligation to act in the best interests of the ACA and the profession it serves. The officers, board members, members of the House of Delegates and Committee/Advisory Board/Task Force members of the ACA function with this primary legal fiduciary obligation.”
- b. “Council Officers are ACA corporate officers per their bylaws.”
- c. “Through [service as an officer and member of the House of Delegates], [Galloway] acknowledges that the best interest of the [ACA] must prevail over any individual or outside interest while the doctor is serving in an official ACA capacity. All actions and decisions of [Galloway] must promote the ACA’s purposes and well-being.”

52. Galloway further executed a Questionnaire and Disclosure Form, which stated that he did not have any type of interest which may conflict with his position as officer of the ACA and CON.

53. A true and accurate copy of the Confidentiality Policy, Questionnaire and Disclosure, and Code of Conduct executed by Galloway is attached hereto and incorporated herein as **Exhibit 5**, collectively.

54. As set forth in greater detail hereinbelow, Galloway’s conduct constitutes bad faith, willful misfeasance and/or malfeasance.

CON’s Unauthorized Incorporation, Filing Trademark Applications and Other Unauthorized Acts

55. Unbeknownst to the ACA and without its authorization, on or about June 13, 2019, CON filed Articles of Incorporation with the State Corporation Commission (“SCC”), which purported to incorporate “Council on Nutrition of the American Chiropractic Association” as a separate and distinct entity from the ACA, contrary to both the ACA Bylaws and the CON Constitution and Bylaws.

56. A copy of CON’s Articles of Incorporation filed with the SCC is attached hereto and incorporated herein as **Exhibit 6**.

57. The act of incorporating CON as a separate and distinct entity from the ACA constitutes a “major issue” under the CON Constitution and Bylaws.

58. In a letter dated January 5, 2023 to Galloway, Karen Silberman, the ACA’s Executive Vice President, stated that it had been recently brought to the ACA Board of Governors’ attention that CON filed its own Articles of Incorporation, which purported to establish itself as an independent corporation.

59. A copy of Ms. Silberman’s January 5, 2023 letter is attached hereto and incorporated herein as **Exhibit 7**.

60. In the January 5, 2023 letter, Ms. Silberman further stated that CON’s actions were not authorized by the ACA, such authorization being required by the ACA and CON governing documents.

61. Defendants have refused, without justification, to dissolve CON’s incorporation despite the ACA’s demands for Defendants to do so.

62. Indeed, on or about January 12, 2023, and just days after receiving Ms. Silberman’s January 5, 2023 letter, CON filed with the SCC several fictitious name certificates, including “The Council of Nutrition”, “Council on Nutrition”, and “ACA Council on Nutrition”. In doing so, CON continues to trade on the ACA name while also contending that it is completely independent from the ACA and not subject to the ACA’s authority.

63. CON’s filing of the fictitious name certificates plainly establishes that CON is attempting to receive (and has received) all the benefits of an incorporated entity, while at the same time receiving the benefits of an ACA Council, and improperly using the ACA’s name as an incorporated entity. The various fictitious names identified in the preceding paragraph continue to be reflected in the Virginia State Corporation Commission records to this day.

64. On or about April 10, 2023, CON filed Articles of Amendment with the SCC to change its name to “Council on Nutrition” but nonetheless continues to operate as a Council of the ACA, while at the same time improperly conducting business as an incorporated entity as of the filing of this Complaint. Indeed, on or about February 27, 2023, CON filed trademark/service mark applications with the U.S. Patent and Trademark Office to trademark “Council on Nutrition”, “Nutritional Perspectives”, and “Nutritional Foundations”, which likewise constitute “major issue[s]” that the ACA did not authorize.

65. On or about December 20, 2023, CON filed Articles of Amendment with the SCC purporting to change its formal name from “Council on Nutrition” to “National Nutrition Standard.” This filing represents that the Articles of Amendment were adopted by unanimous consent of CON’s members on December 4, 2023.

66. A copy of the Articles of Amendment dated December 20, 2023 is attached hereto and incorporated herein as **Exhibit 8**.

67. Among other things, CON’s Constitution and Bylaws specifically identify CON’s formal name such that the name change in or about December 2023 to “National Nutrition Standard” constitutes an amendment of the Constitution and Bylaws without the required approval of the ACA.

68. The ACA never approved the change of CON’s name to “National Nutrition Standard” in CON’s Constitution and Bylaws as required by that governing document.

69. Furthermore, CON continues to maintain fictitious name certificates, including “The Council of Nutrition”, “Council on Nutrition”, and “ACA Council on Nutrition”.

70. By changing its name – first to “Council on Nutrition” and then to “National Nutrition Standard”, CON has acknowledged that it cannot operate as a separate and distinct entity while continuing to use names that constitute the property of the ACA. The name changes also serve to confirm CON’s intention to completely sever all ties with the ACA.

71. Notwithstanding its efforts to sever all ties with the ACA, CON continues to retain and use various ACA-owned assets (collectively, “ACA Assets”) without authority and in violation of the ACA’s rights, including:

- All of the cash assets held by CON and generated throughout (and because of) its affiliation with the ACA totaling, upon information and belief, in excess of \$200,000;
- The various fictitious names identified hereinabove;
- The trademark application(s) for any of the fictitious names identified hereinabove;
- The Hotel/Conference Contracts; and,
- The ACA membership list.

72. The ACA has satisfied all necessary conditions precedent to the filing of this suit, except to the extent such conditions have been waived, excused and/or otherwise prevented by Defendants' conduct.

**COUNT I
(Injunctive Relief – CON)**

73. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 72 of this Complaint as if fully set forth herein.

74. The ACA has a likelihood of success on the merits of its claims against CON and Galloway, and complete relief is not possible without entry of permanent injunctive relief.

75. Without intervention in its favor by this Court, the ACA has been and will be irreparably injured, including but not limited to, continuing irreparable harm to its reputation among its membership and public at large and control over its operations.

76. The ACA lacks an adequate remedy at law.

77. The public interest is in favor of the enforcement of agreements such as the ACA Bylaws and Policies, and CON Constitution and Bylaws.

78. The balance of the equities weighs in favor of injunctive relief for the ACA.

WHEREFORE, in consideration of the foregoing, Plaintiff American Chiropractic Association, Inc. respectfully requests that this Court grant judgment in its favor and against Defendant National Nutrition Standard *also known as* Council on Nutrition *also known as* Council on Nutrition of the American Chiropractic Association, Inc. and *formerly known as* Council on Nutrition of the American Chiropractic Association (“CON”) for a mandatory injunction in its favor and against CON requiring CON to immediately (a) file articles of dissolution of its corporate status with the Virginia State Corporation Commission, as well as in any other jurisdiction where CON may have qualified to transact business, (b) make the necessary filings to withdraw/cancel

the trademark application for the name “Council on Nutrition” and (c) return all other ACA Assets to it. In all cases, Plaintiff requests that the Court grant it such other and further relief as the Court may deem just and proper, including, but not limited to, an award of the Plaintiff’s costs incurred in connection with this matter.

COUNT II
(Breach of ACA Bylaws, Standing Rules and Policies – All Defendants)

79. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 72 of this Complaint as if fully set forth herein.

80. The ACA Bylaws, Standing Rules and Policies constitute valid and enforceable contracts which are binding upon and enforceable against Defendants.

81. CON’s conduct, as aforesaid, constitutes a material breach of the ACA Bylaws, Standing Rules and Policies.

82. Through his position as President of CON and member of the House of Delegates, Galloway’s conduct, as aforesaid, likewise constitutes a material breach of the ACA Bylaws, Standing Rules and Policies.

83. As a direct and proximate result of Defendants’ material breaches, the ACA has been damaged.

WHEREFORE, Plaintiff American Chiropractic Association, Inc., respectfully requests that this Court grant judgment in its favor and against Defendant National Nutrition Standard *also known as* Council on Nutrition *also known as* Council on Nutrition of the American Chiropractic Association, Inc. and *formerly known as* Council on Nutrition of the American Chiropractic Association, and Robert L. Galloway, III, jointly and severally, for compensatory damages in the amount of not less than TWO HUNDRED FIFTY THOUSAND and 00/100 DOLLARS (\$250,000.00), plus pre-judgment and post-judgment interest and for such other and further relief

as the Court may deem just and proper, including, but not limited to, an award of the Plaintiff's costs incurred in connection with this matter.

COUNT III
(Breach of CON Constitution and Bylaws – All Defendants)

84. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 72 of this Complaint as if fully set forth herein.

85. The CON Constitution and Bylaws constitute a valid and enforceable contract which is binding upon and enforceable against Defendants.

86. The ACA is a clear and definite intended beneficiary of the CON Constitution and Bylaws because it sets forth various contractual duties that CON owes to the ACA.

87. CON's conduct, as aforesaid, constitutes a material breach of the CON Constitution and Bylaws.

88. Under the CON Constitution and Bylaws, CON shall not act on any major issue on which ACA policy has not been adopted, until an applicable ACA policy has been adopted. Ex. 4, Art. XVII, § B.

89. The ACA has not adopted a policy that authorizes an ACA Council's incorporation or filing of trademark applications.

90. An ACA Council's incorporation and filing of trademark applications are major issues on which an ACA policy must be adopted for an ACA Council to act.

91. CON's unauthorized incorporation is a breach of the CON Constitution and Bylaws because CON acted on major issues on which ACA has not adopted a policy.

92. Furthermore, CON's unauthorized name change is a breach of the CON Constitution and Bylaws because it was not approved by the ACA House of Delegates.

93. CON has further failed to submit a complete list of its members and their status to the ACA annually. And, since as early as 2022, CON likewise has failed (and refused) to comply with any of the periodic reporting requirements to the ACA.

94. Through his position as President of CON, Galloway's conduct, as aforesaid, constitutes a material breach of the CON Constitution and Bylaws.

95. As a direct and proximate result of Defendants' material breaches, the ACA has been damaged.

WHEREFORE, in consideration of the foregoing, Plaintiff American Chiropractic Association, Inc., respectfully requests that this Court grant judgment in its favor and against Defendant National Nutrition Standard *also known as* Council on Nutrition *also known as* Council on Nutrition of the American Chiropractic Association, Inc. and *formerly known as* Council on Nutrition of the American Chiropractic Association, and Robert L. Galloway, III, jointly and severally, for compensatory damages in the amount of not less than TWO HUNDRED FIFTY THOUSAND and 00/100 DOLLARS (\$250,000.00), plus pre-judgment and post-judgment interest and for such other and further relief as the Court may deem just and proper, including, but not limited to, an award of the Plaintiff's costs incurred in connection with this matter.

COUNT IV
(Breach of Fiduciary Duty - Galloway)

96. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 72 of this Complaint as if fully set forth herein.

97. As a member of the ACA House of Delegates, Galloway owed the ACA fiduciary duties of care to act in the best interest of the ACA and of loyalty to faithfully pursue the interest of the ACA. These duties are independent of the duties provided for in the governing and policy documents of the ACA and CON.

98. As President of CON and member of the ACA House of Delegates, Galloway engaged in conduct which constitutes a breach of his fiduciary duties of care and loyalty owed to the ACA.

99. As a direct and proximate result of the conduct of Galloway, the ACA has been damaged.

100. In addition, because Galloway's conduct was willful, malicious and intentional, the ACA is entitled to an award of punitive damages.

WHEREFORE, Plaintiff American Chiropractic Association, Inc., respectfully requests that this Court grant judgment in its favor and against Robert L. Galloway, III, D.C. for compensatory damages in the amount of not less than TWO HUNDRED FIFTY THOUSAND and 00/100 DOLLARS (\$250,000.00), punitive damages of not less than \$350,000, plus pre-judgment and post-judgment interest and for such other and further relief as the Court may deem just and proper, including, but not limited to, an award of the Plaintiff's costs incurred in connection with this matter.

JURY DEMAND

Plaintiff hereby demands a trial by jury on all issues and claims so triable herein.

Respectfully submitted,

AMERICAN CHIROPRACTIC ASSOCIATION,
INC.
By Counsel

/s/ Eric S. Waldman

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Co-Counsel for Plaintiff

Verification

I, Karen Silberman, hereby declare under penalty of perjury that the contents of this First Amended Complaint are true and accurate to the best of my knowledge, information and belief.



Karen Silberman,
Executive Vice President and Authorized Agent
American Chiropractic Association

CERTIFICATE OF SERVICE

I hereby certify that on April 5, 2024, I served a true copy of the foregoing was served via email and first-class postage prepaid mail upon:

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Maureen E. Carr, Esquire
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Counsel for Defendants

/s/ Eric S. Waldman

Eric S. Waldman

BYLAWS OF THE AMERICAN CHIROPRACTIC ASSOCIATION

ARTICLE I NAME

Section A. The name of this organization is American Chiropractic Association, Inc., hereinafter referred to as ACA.

ARTICLE II OBJECTIVES

Section A. The objectives of this organization are:

1. To serve as the representative membership organization of doctors of chiropractic who adhere to high standards of practice and professional accountability, are evidence-informed and patient-centered, and act as progressive and collaborative partners in the health care environment.
2. To educate the public about the benefits of chiropractic care and its role within the broader healthcare system, and to champion the science of chiropractic to promote the health and wellbeing of all Americans.
3. To promote ACA members in every way consistent with best practices, ethics, and legal parameters governing the chiropractic profession.
4. To serve as an official spokesperson for, and representative of, the chiropractic profession in the United States, and to assist healthcare organizations throughout the world in carrying out compatible purposes.
5. To support and elevate standards of education, ethics, accountability, and professional competency that meet the requirements of the health care industry and the expectations of society.
6. To support and promote research programs that improve individual patient care and benefit the public health.
7. To establish and maintain respectful and beneficial relationships within the chiropractic profession and with other health care professions, organizations, governmental agencies, and stakeholder groups.
8. To do all things necessary and proper in the interests of the chiropractic profession and its members in carrying out the foregoing purposes.

ARTICLE III MEMBERSHIP

Section A. Qualifications

EXHIBIT

1

1. Except as otherwise provided by these Bylaws, applicants for membership in ACA must be licensed to practice chiropractic in the United States.
2. Applicants and members must adhere to the principles and objectives of the ACA as stated in these Bylaws, the ACA Articles of Incorporation, the ACA Code of Ethics and ACA policies.
3. In the event a delegate or officer of the association questions an applicant's adherence or compliance with the above requirements, the Board of Governors shall review the applicant's qualifications to ensure that they are in accord with the above requirements.

Section B. Application

1. The Board of Governors approves all applications before membership is granted.

Section C. Cancellation

1. ACA reserves the right to cancel all rights of membership.
2. See Standing Rules for procedures related to cancellation of membership.

Section D. Classifications

The ACA shall have the following membership classifications:

1. Voting
2. Non-voting
3. See Standing Rules for breakdown of membership classifications.

Section E. Finances Related to Membership

1. Annual dues shall be established by the House of Delegates.
2. The evaluation requests for waivers of dues or discounts to individual members, shall be determined by the Board of Governors, upon request of the applicant's delegate.
3. See Standing Rules for procedures regarding funds related to membership.

Section F. Member Incentives

1. The Board of Governors may authorize the Executive Vice President to provide for a discount of a limited portion of dues for the purpose of attracting and retaining members.

ARTICLE IV HOUSE OF DELEGATES

Section A. Composition

1. The House of Delegates is the deliberative body of the association. Its membership includes the Board of Governors, state delegates, the SACA National Chair, a FACA President, each Council President and one State Organization Representative from each affiliated state organization.

Section B. Powers

1. Deliberates on issues of importance to our members and provides input to the Board of Governors on ACA policies, aims, and purposes.
2. Elects members of the Board of Governors and members to the Nominating Committee.
3. Approves the annual budget.
4. Ratifies any new policy or bylaw adopted by the Board of Governors at an official House of Delegates meeting.
5. Any member of the House of Delegates may add items to the official agenda of the next meeting by submitting them in writing.
6. Emergency business originating in the House of Delegates must be endorsed by at least ten delegates before being added to the agenda.
7. Any addition which the House of Delegates wishes to add to the agenda in a regular meeting requires a recorded majority vote in favor of the consideration.
8. Annually the House of Delegates shall review and shall make recommendation to the Board of Governors on applications from state organizations interested in affiliation with the ACA.
9. See Standing Rules for procedures regarding state affiliation.

Section C. Delegates and Alternates

1. Delegates:
 - a. Eligibility for Election as Delegate. To become a delegate, a candidate must:
 - (1) Be a voting member of ACA in continuous good standing for at least two years immediately preceding the election and hold a D.C. degree for three years immediately preceding the election, except as provided in these Bylaws.
 - (2) Hold an active chiropractic license in the chiropractic profession except as provided in these Bylaws in the delegate representative area (by zip code) within the state, or U.S. territory from which he/she seeks election.

- (3) Not be an officer, governor, or employee of ACA.
- (4) Be current in all financial obligations to ACA.
- (5) Inform ACA headquarters in writing via verified mail or verified electronic means of intention to seek election as delegate or alternate by September 15 preceding the October voting date.
- (6) Disclose on a form furnished by the Secretary, any ownership or investment interest or employment relationship with: i) any managed care organization that contracts for services rendered by Doctors of Chiropractic, or ii) any private organization that reviews the professional services rendered by Doctors of Chiropractic.
- (7) A former SACA National Chair will be granted one year of the three years required for eligibility as delegate provided they meet all other requirements.

b. Election and Terms

- (1) State Delegates and Alternates serve for two-year terms or until their successors are qualified and elected.
- (2) See Standing Rules for Election Procedures.

2. Alternate Delegates:

a. Eligibility for Election as Alternate Delegate. To become an alternate delegate, a candidate must:

- (1) Be a member of ACA (including SACA) in continuous good standing for at least two years immediately preceding the election.
- (2) Hold an active chiropractic license in the chiropractic profession in the delegate representative area (by zip code) within the state or U.S. territory from which he/she seeks election.
- (3) Not be an officer, governor, or employee of ACA.
- (4) Be current in all financial obligations to ACA.
- (5) Inform ACA headquarters in writing via verified mail, verified electronic means of intention to seek election as delegate or alternate by September 15 preceding the October voting date.
- (6) Disclose on a form furnished by the Secretary, any ownership or investment interest or employment relationship with: i) any managed care organization that contracts for services rendered by Doctors of

Chiropractic, or ii) any private organization that reviews the professional services rendered by Doctors of Chiropractic.

3. Duties of a Delegate.

a. The delegate:

- (1) Acts as official representative of the ACA members who elected them.
- (2) Represents ACA in their state, representative area or chiropractic academic community.
- (3) Uses every effort to further the aims, purposes, and projects of ACA.
- (4) Cooperates to the best of their ability with the executive officers, the Board of Governors, committee and commission chairs, and all others serving in official capacity.
- (5) Gives aid and assistance in furthering the ACA programs in their area.
- (6) Submits an annual report of activities to include membership, recruitment, retention and any other activities on behalf of ACA to the House of Delegates.
- (7) Is ultimately responsible for all membership retention and recruitment activities within their jurisdiction.

4. Duties of an Alternate Delegate.

a. The alternate:

- (1) Assists the delegate in the performance of their duties.
- (2) Is entitled to attend all sessions of the House of Delegates
- (3) Represents their state or area in the absence of the delegate, with full right of participation and vote.
- (4) The alternate fills the office of delegate for the remainder of the term if a vacancy occurs.
- (5) Assists the Delegate in all membership retention and recruitment efforts.

5. Vacancy in the Ranks of Delegates.

- a. In the event that a delegate resigns or is unable to finish the term, the elected alternate shall fill the office of delegate for the remainder of the term.

- b. An elected alternate is one that has been duly elected by the membership of their state and not appointed by either the delegate or the president.
- c. In the event that a delegate resigns or is unable to finish the term and the alternate serving as alternate delegate was appointed and not elected by the membership of their state, that alternate delegate shall not automatically fill the office of delegate. The president in consultation with the Nominating Committee shall make the appointment of delegate for the remainder of the term. The president shall give strong consideration to the sitting alternate but may appoint any eligible member to serve the remainder of the delegate's term.
- d. In the event that a delegate resigns or is unable to finish the term and there is not an elected or appointed alternate serving as alternate delegate, the president in consultation with the Nominating Committee shall appoint the delegate for the remainder of the term.
- e. The delegate may appoint a qualified member to fill the vacancy in the office of alternate delegate within sixty days' time. If such appointment is not made by the delegate within sixty days, then the President of the ACA shall appoint a qualified member to fill the vacancy in the office of alternate delegate with seven-day advance notice to the delegate.
- f. In the event the delegate resigns or is unable to finish the term, and the alternate serving as the alternate delegate does not meet the requirement of delegate, the president shall appoint a qualified delegate for the remainder of the term.
- g. The SACA National Chair or their alternate will represent SACA in the House of Delegates.
- h. The FACA President or their alternate shall represent the FACA in the House of Delegates.

Section D. Voting

- 1. Number of Votes.
 - a. Each delegate has one vote for each fifty ACA members, or fraction thereof, in the state or area represented. Voting power in states having more than one delegate shall be divided according to the number of members within each section of the state. Voting shall proceed with each delegate casting one vote unless two members of the House of Delegates calls at the time a vote is taken or immediately thereafter a weighted vote be taken reflecting the voting power provided by this provision.
 - b. Seated state delegates vote on all matters coming before the House of Delegates, including elections.

- c. The President of each council shall have one vote; however, a delegate who is also a council President may not vote in both capacities and therefore must appoint a representative to vote for their respective clinical council.
- d. The SACA representative in the House of Delegates shall have one vote.
- e. The FACA president in the House of Delegates shall have one vote.
- f. The State Organization Representative in the House of Delegates shall have one vote.

Section E. Meetings

- 1. Annual Meeting
 - a. The regular business meeting of the ACA is an annual meeting at a location selected by the Board of Governors.
- 2. The annual meeting is held to allow the delegates and members:
 - a. To conduct business.
 - b. To hear reports of the progress and achievements of the past year.
 - c. To review and approve the annual financial statements and budget.
 - d. To make and receive recommendations on, and initiate policies and procedures for,-the functioning of the ACA.
 - e. Elect members of the Board of Governors and the Nominating Committee and ratify policy initiatives of the Board of Governors.
 - f. To present appropriate awards to deserving members and others for service to the profession and public.
 - g. To attend educational sessions of interest.
 - h. To attend annual lectures
- 3. The officers of ACA are the officers of the annual meeting.
- 4. Emergency Business.
 - a. Business not included in the call to the annual meeting may be considered if submitted by the Board of Governors, any committee of the House of Delegates, or recognized councils of ACA and approved for consideration by a majority vote of the House of Delegates.
- 5. Quorum

- a. A majority of the delegates present at the business sessions of the annual meeting and at special meetings constitute a quorum.
6. Special meetings
- a. Special business meetings may be called by the President and two members of the Board of Governors or by petition of twenty-one members of the House of Delegates.
 - b. Notice of special HOD meetings, including time, place and agenda, must be sent to all members of the House of Delegates and alternates at least ten days before the date of the meeting.

ARTICLE V BOARD OF GOVERNORS

Section A. Composition

1. The Board of Governors is composed of the ACA President, ACA Vice President, three other governors, and one public member. The EVP shall serve on the Board as corporate secretary and be a non-voting member.

Section B. Powers

1. The legislative, policy, corporate, business, and property powers of ACA are exercised, conducted, and controlled by the Board of Governors.
 - a. Any new ACA policy or bylaw amendment shall be first submitted to members of the House of Delegates for review and comment ten days prior to adoption by the Board of Governors.

Section C. Elections, Terms and Vacancies

1. Every candidate for governor, except the public member, shall be a member of ACA (including SACA) in continuous good standing for at least two years immediately preceding the election hold an active chiropractic license in the chiropractic profession and be current in all financial obligations to ACA. Every candidate for governor shall disclose, on a form furnished by the Secretary, any ownership or investment interest or employment relationship with: a) any managed care organization that contracts for services rendered by chiropractors, or b) any private organization that reviews the professional services rendered by chiropractors. Completed disclosure forms shall be provided to the members of the House of Delegates prior to the election of officers. See Article IX, Section A.1.d. of these bylaw provisions for additional election procedures.
2. The President and Vice President are elected by majority vote of the Board of Governors to serve a one-year term; governors and the public member are elected by the House of Delegates at the annual meeting by a majority vote to serve a three-year term. Members of the House of Delegates shall have one vote in each election of the

governors and public member.

3. Terms and Reelection

- a. The President and Vice President are not eligible to serve more than two consecutive one-year terms.
- b. Governors and the public member are not eligible to serve more than two consecutive three-year terms.

4. Terms of office

- a. All elected officers serve until their successors are qualified and elected.

5. Vacancies

- a. Vacancy in the office of President is filled by the Vice President who serves through the vacated term and the term originally elected to fulfill.
- b. In the event a vacancy in the office of a governor or public member, the President shall appoint a replacement to serve until the annual meeting.

6. Removal

- a. The House of Delegates may, by a majority vote of its members, remove with cause any member of the Board of Governors. The House of Delegates may, by a three-quarters vote of its members, remove without cause any member of the Board of Governors.

Section D. Meetings

- 1. The Board of Governors must hold at least four meetings during a fiscal year to include the annual meeting. The remaining three meetings may include virtual meetings at times and places deemed appropriate by the Board of Governors. Additional meetings may be held at other times as requested by the President.
- 2. Special meetings of the Board of Governors may be called by the President or at least four members of the Board of Governors.
- 3. The ACA Secretary sends notice of date, time, and place to all board of governor members.
 - a. Thirty-day notice is required for regular meetings.

- b. Ten-day notice is required for special meetings.
4. Emergency special meetings may be called on shorter notice if the Board of Governors agrees

ARTICLE VI OFFICERS

Section A. Qualifications and Duties

1. **Qualifications**
The qualifications for an elected officer are:
 - a. General membership of ACA in good standing for at least three years.
 - b. Hold an active chiropractic license in the chiropractic profession.
 - c. Is not employed by ACA.
 - d. Is current in all financial obligations to ACA.
 - e. Holds no other elected office in ACA except treasurer.
 - f. Has complied with the disclosure requirements contained in these Bylaws.
 - g. Meets the competencies and qualifications established by the Nominating Committee for nomination to office.

Section B. Duties:

1. **The President:**
 - a. presides at all meetings of ACA and the House of Delegates and serves as the chair of the Board of Governors;
 - b. upholds the honor and dignity of the organization at all times;
 - c. decides all points of order, making an effort to settle amicably points of dispute among members;
 - d. represents ACA at meetings of state, and regional chiropractic associations and other organizations, or designates a representative;
 - e. makes all official public announcements on behalf of the ACA with the consent of the Board of Governors;
 - f. is a voting member of the Board of Governors;
 - g. submits a written list of their appointments for approval of the Board of Governors one day before ratification;

- h. interim appointments and appointments to fill vacancies are subject to approval of the Board of Governors;
 - i. is an ex-officio member of all committees and commissions;
 - j. appoints the chair and members of all ACA committees and commissions with the exception of the Nominating Committee and makes other ACA appointments such as CCE, WFC, and the Awards Committee for Chiropractor of the Year Award and Humanitarian of the Year Award. No appointments shall conflict with the Bylaws. All appointments shall be subject to approval of the Board of Governors. Interim appointments are subject to approval of the Board of Governors;
 - k. shall be responsible for determining the number of days per diem paid and shall determine their own travel schedule, meetings and events attended while on ACA business;
 - l. shall have access to and assistance from the Executive Vice President in the performance of the President's duties;
 - m. shall have authority to issue complimentary registration at seminars utilizing the same criteria as stated in the Standing Rules of the Board of Governors;
 - n. shall perform other duties as prescribed in these Bylaws and supporting documents.
2. The Vice President:
- a. attends all official meetings of ACA, the House of Delegates, and the Board of Governors;
 - b. assists the President in their duties;
 - c. presides in the absence of or at the request of the President;
 - d. assumes other duties as the President directs;
 - e. represents ACA at or in other organizations when requested;
 - f. shall serve as a member of the Membership Committee;
 - g. is a voting member of the Board of Governors.
3. Governors
- a. represent the best interests of the organization;
 - b. assist in accomplishing the objectives, strategic plan and purposes of ACA;

- c. accept duties assigned to them by the ACA President and the Board of Governors. and the House of Delegates;
- d. are voting members of the Board of Governors;
- e. shall submit a self-evaluation to the Nominating Committee on an annual basis.

ARTICLE VII COUNCILS

Section A. Purpose and Formation

- 1. Purpose
 - a. Councils are dedicated to a specialty or service in the field of chiropractic or ACA and compliant with the requirements criteria outlined in the Standing Rules.
- 2. Formation
 - a. An application to form a new council is made to ACA's corporate secretary sixty days prior to the annual meeting. The application shall include a list of at least fifty ACA members who are interested in forming a council and be accompanied by governing rules derived from master council Bylaws.
 - b. An application to form a new council must be approved by the Board of Governors and ratified by the House of Delegates.

Section B. Composition

- 1. A council is initially composed of at least fifty ACA members who are active in a specialty field of chiropractic and are interested in working with others in the same specialized field through the exchange of ideas, knowledge, and general information related to the specialty area.
- 2. Only one council may be formed in any area or specialty.
- 3. ACA members in good standing may enroll after meeting the requirements as outlined in the respective council's bylaws.

Section C. Compliance and Reporting

- 1. Compliance.
 - a. Councils must be compliant with financial, membership, branding, governance, elections and contract requirements criteria as outlined in ACA's Standing Rules.
- 2. Reporting

- a. Councils must report to ACA's Office of Clinical Councils and Certification Boards (OCCB) on all financial, membership, contracts, elections and other pertinent information. A report will be provided to the House of Delegates at their annual meeting.

Section D. Consolidation

1. If two or more councils desire to consolidate, application must be made to the corporate secretary, approved by the Board of Governors and ratified by the House of Delegates.

Section E. Suspension

1. When a council or its subgroup(s) does not comply with its or ACA's rules, Bylaws, objectives and policies or when conflicts within a council or its subgroup(s) cannot be resolved by the council or its subgroup(s) and the conflict is brought to the attention of the ACA Office of Clinical Councils and Certification Boards or the Board of Governors by members of said council or its subgroup(s); council or its subgroup(s) activities may be suspended by a majority vote of the Board of Governors. ACA's President may arbitrate the issue or appoint a committee to arbitrate. Upon rectification of the issue, the council or its subgroup(s) may be reinstated by request to the Board of Governors to rescind the suspension.

Section F. Chiropractic Practice Interest Groups

1. Chiropractic Practice Interest Groups (CPIG) may be authorized by action of the House of Delegates, the President or Board of Governors and serve as an open group of self-selected ACA members sharing a common occupational discipline or program area of interest. The President shall appoint the chair of each chiropractic practice interest group and the Board of Governors establishes the rules and regulations for the operation of the chiropractic practice interest groups, which may be revised as needed.

Section G. ACA Office of Clinical Councils and Certification Boards

1. The ACA Office of Clinical Councils and Certification Boards shall have the objectives, duties and authority described in the Standing Rules.

ARTICLE VIII AFFILIATED STATE ORGANIZATIONS

1. Each state organization that applies for and receives affiliation status with the ACA shall have a single State Organization Representative seated in the House of Delegates. Every representative must be a member in good standing of the ACA throughout their term and shall be a volunteer leader of their state organization, ideally the president or vice president of the organization.
2. The State Organization Representative shall be elected or appointed and approved according to the terms of the ACA/State Organization Affiliation Covenant, which shall govern the relationship between ACA and the state organizations.

3. ACA and the affiliated state organization shall extend to each other one voting position in their leadership structure. The ACA Representative to the state organization's governing body will be addressed in the Affiliation Covenant referred to in section (2.) above.
4. State Organization Representatives shall each be entitled to one vote in the House of Delegates.
5. Alternate State Organization Representatives may be elected/appointed and approved to serve in the absence of the State Organization Representative, according to the ACA – State Organization Affiliation Covenant noted in section (2.) above. Alternate ACA Representatives may also be appointed and approved, according to the Affiliation Covenant noted in section (2.) above.

ARTICLE IX COMMITTEES, COMMISSIONS AND TASK FORCES

1. Committees, Commissions and Task Forces may be authorized to perform specific duties by action of the President or the Board of Governors. The Board of Governors establishes rules and regulations for the operation of committees and commissions, which may be revised as needed.

Section A. Nominating Committee

1. Appointment, Terms, Vacancies and Removal
 - a. Composition. The Nominating Committee (NC) shall be chaired by the President and consist of one Board of Governors member and three members of the House of Delegates. The Executive Vice President shall also be a non-voting member of the Nominating Committee. The HoD members of the Nominating Committee shall be voted on by the House of Delegates after vetting by the Nominating Committee.
 - b. In the event a member of the Nominating Committee leaves the House of Delegates prior to fulfilling their term, if in good standing, they should be allowed to fulfill their term upon consultation with the President and Executive Vice President.
 - c. Terms. Members of the Nominating Committee, other than the President and Executive Vice President, are elected by the House of Delegates to serve a three-year term. Members of the Nominating Committee, other than the President and Executive Vice President, are not eligible to serve more than one (1) term.
 - d. As staggered terms are desired, it will be determined at the initial vote of this amendment to stagger the terms of voting House of Delegate members of the Nominating Committee to accomplish this. This subparagraph shall expire upon the election of the staggered terms as provided by this subparagraph.

- e. Duties. The NC shall:
- (1) Manage the process for identifying and selecting new members of the Board of Governors and Nominating Committee;
 - (2) Define needs, identify gaps, and identify potential candidates;
 - (3) Establish and conduct pre-screening of candidates;
 - (4) Establish plan that identifies and cultivates future prospects;
 - (5) Identify individuals (using professional advisors where appropriate) who are qualified to become Board and Nominating Committee members, taking into account a variety of factors, including, but not limited to: a. the range of skills currently represented on the Board and Nominating Committee; b. the skills, expertise, experience (including commercial and/or academic experience), diversity of backgrounds and particular qualities that make individuals suitable to be a member of the Board or Nominating Committee; c. the individual's understanding of accounting, finance and governance matters; d. the time commitment required by the individual to effectively discharge their duties as a member of the Board or Nominating Committee; e. the number of Directorships and other commitments that may demand time of the individual; f. the nature of existing positions, directorships or other relationships and the impact that each may have on the individual's ability to exercise judgement without conflicts of interest; g. the extent to which the individual is likely to work constructively with the existing members of the Board and Nominating Committee and contribute to the overall effectiveness of the Board and Nominating Committee; h. the desire to substantially advance chiropractic with a verified commitment and proven track record of organizational service; i. demonstrated forward thinking, strategic leadership and effective communication ability with emotional intelligence; and j. sound decision making skills.
 - (6) Ensure that ACA has in place a process for the induction of new members of the Board and Nominating Committee including information on ACA's financial, strategic, operational position, the culture and values of ACA, and the corporate structure and governance of the Association;
 - (7) Ensure that ACA provides appropriate ongoing training and upskilling of existing member of the Board and Nominating Committee including education on key developments in the health care industry.
- f. Nominations, Elections and Appointments. A call for nominees from interested members for the Board of Governors and Nominating Committee positions will be sent by the Nominating Committee to the ACA membership annually through ACA publications and electronic notification. A slate of eligible candidates for each Board of Governors and Nominating Committee position shall be presented to the House of Delegates by the Nominating Committee for election at the annual meeting. The Board of Governors is

responsible for electing the President and Vice President. The name, biographical history and resume of approved candidates shall be made available in advance to the House of Delegates, Board of Governors and President. A minimum of two nominees per vacancy will be presented.

- g. Removal. The Board of Governors or the House of Delegates may, by majority vote of its members, remove any Nominating Committee member.

Section B. Finance Committee

1. The function of the Finance Committee is to act as an agent on behalf of the House of Delegates to develop and present budgets for approval by the Board of Governors, provide oversight of the organization's financial resources by reporting accurate and reliable information to the Board of Governors and the House of Delegates and to protect the assets of the organization from fraud, mismanagement, or negligence by providing an adequate system of financial controls.
2. The committee shall be composed of one member of the Board of Governors, who is elected by the Board and shall serve as Chair of the Committee; at least two members from the House of Delegates and one at-large member, the President as an ex-officio member and the Executive Vice President.
3. The Finance Committee is responsible for reviewing and recommending to the Board of Governors for approval: a. The annual budget; and b. External auditor selection and the annual audit.
4. The major activities of the committee shall include: a. The annual budget process, which incorporates the budget development guidelines, budget-development rationale, themes or priorities, and the capital budget. b. The committee shall also research and review the current budgets to facilitate any changes proposed during the fiscal year for the existing budget. c. Review and recommend to the Board of Governors the selection of an independent external audit firm to audit the financial statements of the association and its affiliates and subsidiaries; d. Review with the independent auditors and the association's controller the adequacy and effectiveness of the accounting and financial controls of the association, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose payments, transactions, or procedures that might be deemed illegal or otherwise improper. e. Review the financial statements with management and the independent auditors to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the Board of Governors and the House of Delegates. Any changes in accounting principles should be reviewed f. Receive and review quarterly financial statements with the association's controller and financial personnel g. Review any other items or matters brought to their attention, which have a significant impact on the financial operations of ACA, as appropriate.

ARTICLE X ACADEMIC AFFILIATES

Section A. Faculty American Chiropractic Association

1. The Faculty American Chiropractic Association (FACA) shall be made up of the members of the ACA who are faculty at Doctors of Chiropractic programs (DCP).
2. FACA Executive Council shall be formed consisting of one faculty member from each DCP that has a SACA chapter.
3. The function of the FACA Executive Council shall be as a liaison between ACA and the FACA members regarding ACA policies and issues, and to act as advisor to the SACA Chapter.
4. Each DCP's faculty shall select a representative who will serve as the faculty advisor for the SACA Chapter and representative to the FACA Executive Council.
5. The individual FACA Executive Council representatives shall elect by mail ballot a delegate (FACA Chair) and alternate delegate (FACA Vice-Chair), who will serve in the absence of the representative, to the ACA House of Delegates. The FACA delegate or alternate shall have one vote in the House of Delegates but shall not be eligible to hold elected office. The FACA Delegate shall submit quarterly reports to the ACA Board liaison and an annual report to the ACA House of Delegates regarding ACA status on the various college campuses.

Section B. Student American Chiropractic Association

1. The Student American Chiropractic Association (SACA) consists of all student members of the ACA and authorized college chapters.
2. The Board of Governors authorizes the establishment of Student ACA Chapters to be formed in all chiropractic colleges.
3. Each SACA Chapter may be established on the request of fifty or more students of a chiropractic college. Special exemption may be granted by a majority vote of the Board of Governors.
4. Once established the chapter will continue in existence as long as the membership is maintained at fifty or more members.
5. The Student American Chiropractic Association (SACA) together with its authorized chapters shall serve as a representative organization of student members subject to such regulations as the Board of Governors may determine and prescribe.
6. A student representative of SACA shall be a member of the House of Delegates. The student representative shall have one vote.

ARTICLE XI FINANCE

Section A. Fiscal Year

1. The fiscal year of ACA shall begin on July 1st and end on Jun 30th of the following year.

Section B. Bonding

1. All officers and employees having care, custody, or control of property belonging to ACA must be adequately bonded at ACA expense.

Section C. The Annual Budget

1. The Board of Governors with the assistance of the Finance Committee and the Executive Vice President shall submit to the House of Delegates a balanced budget for the fiscal year.
2. The proposed budget is distributed to the Board of Governors and the House of Delegates forty-five days prior to the beginning of the fiscal year by the Finance Committee.
3. The Board of Governors is authorized to review the budget and make transfers as the best interests of ACA dictate. This action requires a two-thirds vote of the Board of Governors. All budget transfers shall be submitted to the House of Delegates at the next annual meeting for approval. When income exceeds the projected budget income, the Board of Governors is authorized to use such excess income in the current fiscal year.
4. A reserve fund shall be maintained to protect the association in a fiscal emergency, under special circumstances, and to support the current fiscal year operating budget. Said funds shall be invested under guidelines determined by the Board of Governors.
5. In a fiscal emergency, the House of Delegates may, by a two-thirds electronic ballot vote, use the reserve fund, all or in part, for designated expenses and may transfer funds within the budget. A fiscal emergency relating to the reserve fund account is defined as a situation, act or circumstance which threatens the solvency, perpetuation or existence of the ACA and which is beyond budgetary accommodation. Any emergency use of any funds within the reserve fund requires a two-thirds vote by both the Board of Governors and the House of Delegates. Any motion to withdraw funds from the reserve fund shall have a provision for the timely replacement of those funds to the five-million-dollar level.
6. Under special circumstances, not rising to a fiscal emergency, and by consultation with the finance committee the Board of Governors may, by a three-quarters vote access the lesser amount of one-hundred thousand dollars or five percent of the restricted reserve fund. Withdrawal of funds must be ratified at the next HOD meeting before any further withdrawals can be made. Access to these funds by the

BOG is limited to the fiscal year and the percentage is determined by the total amount in the fund on October 1 of said fiscal year. At no time can the amount outstanding under this provision exceed two-hundred and fifty thousand dollars. Special circumstances are to be determined by the BOG. Any motion to withdraw funds from the reserve fund shall have a provision for the timely replacement of those funds through the normal budgetary process.

7. The amount that the reserve fund shall contribute to the current fiscal year operating budget is established as 2.5% of the twelve previous quarters' average portfolio balance in order to smooth the volatility of portfolio values.

Section D. Balloting Procedure for Declaration of a Fiscal Emergency

1. In the event of a fiscal emergency, the Board of Governors should prepare a report outlining its cause and its proposed solution. This report should be submitted to the House of Delegates via verified mail, facsimile, or email, and the communication shall include a ballot approving or denying the proposed solution.
 - a. The ballot must be returned to association headquarters by the same method of delivery no more than 10 calendar days after its distribution, by close of business. Power voting may be requested. The counting of the ballots will be certified by ACA General Counsel. Two-thirds of the ballots cast will determine whether the emergency is declared.
 - b. If the proposed solution is not approved by the House of Delegates, the Board of Governors must develop alternatives and repeat the balloting procedure.

Section E. Treasurer.

The treasurer is the Executive Vice President.

ARTICLE XII INDEMNIFICATION

Each person who is or shall hereafter become a governor, officer, committee or commission member or employee of ACA, to the extent not prohibited by applicable law, shall be indemnified against all judgments, decrees, orders and findings rendered or entered against him/her and all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceedings or threat thereof, to which he/she is or may be made a party by reason of their being or having been a governor, officer, committee or commission member or employee of the ACA (whether or not he/she shall be a governor, officer, committee, or commission officer or employee or officer at the time), except judgment, decrees, orders, findings, costs and expenses incurred in or imposed in relation to matters as to which a recovery shall be had against him/her by reason of their having been finally adjudged in such action, suit or proceeding to have been guilty of bad faith, willful misfeasance or malfeasance. The foregoing right to indemnity

1. Shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding, or threat thereof, if settling the same is for the best interest

of ACA,

2. Shall not be exclusive of other rights to which such governor, officer, committee or commission member or employee may be entitled as a matter of law, and
3. Shall ensure to the benefit of the heirs, executors and administrators of such governor, officer, committee or commission member or employee.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, Current Edition, is to apply to all questions of procedure and parliamentary law not specified in these Bylaws, the Articles of Incorporation, or other rules of the American Chiropractic Association.

ARTICLE XIV AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Governors. Amendments will be sent to the House of Delegates for a ten-day comment period prior to adoption. Bylaw amendments adopted by the Board of Governors will be ratified by the House of Delegates at the next official House of Delegates meeting.

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT

AMERICAN CHIROPRACTIC ASSOCIATION, INC., a corporation without capital stock organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

First: That at a November 4, 2022, meeting of the Board of Governors of the American Chiropractic Association, Inc., a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for its consideration at the annual meeting of the governing body of said corporation thereof. The resolution set forth the proposed amendment as follows:

Resolved, That the following new provision be inserted as Article XI into the Certificate of Incorporation of the American Chiropractic Association, Inc.:

“XI

The corporation shall establish the following clinical councils:

- (1) Council of Chiropractic Acupuncture
- (2) Council on Diagnosis and Internal Disorders
- (3) Council on Diagnostic Imaging
- (4) Council on Forensic Science
- (5) Council on Neurology
- (6) Council on Nutrition
- (7) Council on Occupational Health
- (8) Council on Chiropractic Orthopedics
- (9) Council on Chiropractic Pediatrics
- (10) Council on Chiropractic Rehabilitation
- (11) Council on Sports Injuries and Physical Fitness
- (12) Council on Women’s Health”

Second: The annual meeting of the corporation was duly called and held on January 4, 2023, in accordance with the General Corporation Law of the State of Delaware at which meeting there was present at least a majority of the members of

STANDING RULES OF THE AMERICAN CHIROPRACTIC ASSOCIATION

Standing Rules are interpretations of the bylaws. ACA Standing Rules require a majority of the Board of Governors to amend.

1. Reports.
 - a. Each governor will report to the House of Delegates. These reports are due annually and must be submitted to the Secretary not later than 45 days before the annual meeting.
 - b. Annual summary reports of staff, related agencies or retained long-term consultants shall be 45 days prior to the annual meeting.
2. Expenses.
 - a. Individuals who are required to attend meetings or act on other official business of ACA authorized by the Board of Governors will be reimbursed based on the following guidelines:
 - i. The actual cost of a coach class plane fare not to exceed the price of a fourteen (14) day advanced purchase ticket unless approved in advance by the President except as provided in the ACA Bylaws.
 - ii. The actual cost of transportation to and from airports.
 - iii. Mileage for use of personal vehicle at the Internal Revenue Service (IRS) rate per mile and associated parking and toll fees, not to exceed plane fare per (b).
 - b. While on official ACA business, hotel expenses plus \$100 per day meal allowance, plus an additional \$100 travel stipend per trip will be reimbursed. If travel expenses are shared with another organization, ACA will reimburse the portion of allowable travel expenses, not reimbursed by the other organization. At ACA meetings, when meals are provided, the meal allowance will not be provided. The meal allowance is not intended to cover alcohol.
 - c. The President is authorized to adjust the reimbursement amount on a case by case basis.
 - d. To encourage utilization of discounted airfares allowed by early ticket purchases, reimbursement of monies advanced for airfare expenses shall be made prior to the meeting, upon submission of the airfare receipt to ACA.
 - e. The past five individuals who are active ACA member and who serves or served as either President or Chairmen of the Board shall be entitled to complimentary ACA registration fees for all meetings, seminars and continuing education programs for all House of Delegates meetings (HOD), HOD associated legislative and educational programs and ACA sponsored and managed national or regional educational programs.
 - f. The President has sole authority for issuing complimentary registration at seminars utilizing the following criteria:

- i. Any individual who in the opinion of the President deserves special recognition.
- ii. Committee or board member who is attending a seminar in an official capacity or attending concurrently at an official committee meeting.
- iii. Any committee or Board member who is granted a complimentary registration is considered to be on official business and will be expected to assist the President and other ACA officials in promoting ACA.

3. Revision Submission.

- a. All proposed revisions to policy statements and amendments to the bylaws of the ACA, its Councils, Boards and subdivisions must be submitted with the current pertinent section and the new proposed amendment, underlining the proposed added verbiage and striking out words to be omitted. The sunset term shall be no longer than 7 years. If relevant information pertaining to the existing policy becomes available, it may be reviewed prior to the recommended timeframe. Resolutions that are allowed to sunset under this provision shall be maintained in a resolutions archive. All newly submitted policies must include a recommended time frame for review. The bylaw change must be accompanied by an explanation of the change, with the need and purpose, as well as the date, time and location of the Council or College general membership's approval of the proposal.

4. The ACA will maintain an archives section at the ACA home office. Documents of historical value should be a part of the files of the ACA.

5. Dues

- a. Membership dues shall be determined by the Board of Governors by a two-thirds (2/3) vote.
- b. Annual dues shall be:

General Members

General As appointed by the HOD

Governor’s Advisory Cabinet As appointed by the HOD

| | | |
|------------------|--|--|
| New Practitioner | Discounted for 4 years after first year free (see New Graduate). | Year 1 – 20% of General Year 2 – 40% of General Year 3 – 60% of General Year 4 – 80% of General |
|------------------|--|--|

| | | |
|--------|--|----------------|
| Family | | 50% of General |
|--------|--|----------------|

| | | |
|------------|--|----------------|
| Sustaining | | 50% of General |
|------------|--|----------------|

| | | |
|-----------|--|----------------|
| Associate | | 25% of General |
|-----------|--|----------------|

| | | |
|------------------|--|----------------|
| Retired/Disabled | | 20% of General |
|------------------|--|----------------|

| | | |
|--------------|--------------------------------------|--------|
| New Graduate | Free for first year after graduation | \$0.00 |
|--------------|--------------------------------------|--------|

| | | |
|------|--|----------------|
| Life | | 50% of General |
|------|--|----------------|

| | | |
|---------------|--|----------------|
| International | | 25% of General |
|---------------|--|----------------|

| | |
|------------------------|--|
| Corporate | As appointed by the HOD |
| Chiropractic Assistant | complimentary when affiliated with an ACA general member |
| Honorary | \$0.00 |
| Student | As appointed by the HOD |

- c. The Board of Governors may adjust the then current dues by an amount, not to exceed the annual US government CPI, as determined on December 31 of each year.
- d. ACA membership lapses if membership dues are not received on time. Lapsed members are coded accordingly in ACA membership records but retain all rights and privileges of membership for sixty (60) days after the due date. A payment of dues restores the member to active status without any change in the members' continuous good standing status.
- e. Thirty (30) days after the due date, if no payment of dues is received, a notice of intent to cancel membership is sent to the last known address of the lapsed member.
- f. Sixty (60) days after the due date, a cancellation notice is sent to the last known address of the cancelled member. Cancellation is effective on the notice date and the member's good standing status is terminated.

6. Classifications : The ACA shall have the following membership classifications:

- a. General
 - i. General members are Doctors of Chiropractic meeting the qualifications for membership and desiring to be associated with its activities and objectives.
 - ii. Governor's Advisory Cabinet (GAC) are general members who elect to pay double the general member dues and receive enhanced privileges.
 - iii. New Practitioners are general members that are within their second to fourth year post graduation and are eligible for a dues discount.
 - iv. General members have all privileges and benefits available in ACA except as otherwise provided in these bylaws.
- b. Family: A Doctor of Chiropractic who is an immediate family member of a general member, and who practices in the same office shall qualify for a family membership. Family members have all the privileges and benefits of ACA except holding elected office.
- c. Sustaining: Sustaining member status may be granted to:
 - i. Semi-retired doctor who attend to the duties of a Doctor of Chiropractic less than twenty (20) hours per week.

- ii. Chiropractic college faculty members or administrators who are employed at least eight (8) or more hours per week at a chiropractic college campus and who may or may not practice chiropractic, excluding doctors practicing more than twenty (20) hours per week and practicing doctors who have faculty status under preceptor programs.
 - iii. Doctors of Chiropractic who have chosen to work part time or have deferred practice.
 - iv. Doctors of Chiropractic practicing in military facilities.
 - v. Sustaining members have all privileges and benefits of ACA except voting and holding elected office.
- d. Associate: Associate member status may be granted to:
- i. Non-practicing Doctors of Chiropractic serving in the United States Armed Forces for the duration of service plus one (1) year after discharge.
 - ii. Full-time faculty and administrators at chiropractic colleges who do not hold a degree of chiropractic are eligible for membership subject to Membership Committee approval.
 - iii. Doctors of Chiropractic who have temporarily left active practice to attend college full-time to obtain additional education and were members in good standing of ACA.
 - iv. Attorneys and Executive Directors (Executive Secretaries, Business Managers or whatever designation might apply) of chiropractic associations/organizations who do not hold a degree of Doctor of Chiropractic or hold a degree of Doctor of Chiropractic but do not practice.
 - v. Associate members have all privileges and benefits of ACA except voting and holding elected office.
- e. Retired: Doctors of Chiropractic who have retired from active practice. Retired members have all privileges and benefits of ACA except holding elected office.
- f. Disabled: Doctors of Chiropractic who have left active practice due to total and permanent disability with written verification of their attending physician (e.g., DC, DO, MD). Disabled members have all privileges and benefits of ACA including holding elected office, provided they pay full general membership dues. When a disabled member chooses to pay the reduced fee, he retains all rights and privileges except holding elected office.
- g. New Graduate Member: A new graduate membership is available to graduates of approved chiropractic colleges for up to one year following graduation. New graduate members have all the privileges and benefits of ACA, except holding elected office.
- h. Life: Life membership is renewable every year and may be granted to Doctors of Chiropractic who have been members in good standing for at least the previous ten years and are at least 70 years of age and actively practicing. Life members have all privileges and benefits of ACA.

- i. International: International members are qualified Doctors of Chiropractic practicing outside the United States and its possessions. International members have all the privileges and benefits of ACA except voting and holding elected office. International members who choose to be general members have all the privileges attached thereto.
- j. Corporate: Corporate members may be individuals or corporations who are:
 - i. Suppliers of professional products and services
 - ii. Given special consideration regarding convention space and advertising
 - iii. Not eligible to vote or hold elected office.
- k. Chiropractic Assistant:
 - i. Full- and/or part-time employees of Doctors of Chiropractic who are ACA voting members.
 - ii. Chiropractic Assistant members have all privileges and benefits as determined by ACA except voting, holding elected office and receiving ACA print publications.
- l. Honorary:
 - i. A Doctor of Chiropractic or a layperson who has contributed some measure of note may be granted this membership.
 - ii. An honorary member who is a Doctor of Chiropractic has all the privileges of ACA except voting and holding elected office. A layperson, who is granted honorary membership, has no ACA membership privileges.
- m. Student:
 - i. Students of chiropractic in chiropractic colleges having status with an accrediting agency recognized by the U.S. Department of Education or an agency having reciprocal agreement with the recognized agency or a chiropractic program pending accreditation or pre-chiropractic program/chiropractic preparatory course of study.
 - ii. Student members have all privileges and benefits as determined by ACA except voting, holding elected office and receiving ACA publications, except as otherwise specified in the bylaws.
 - iii. Upon graduation, student member status automatically converts to “New Graduate Member” Status, which will be at no charge for one year.
- n. Finances Related to Membership
 - i. Physically or Financially Impaired Practitioners. Waiver of dues and/or assessments based on physical or financial impairment may be determined by the Executive Vice President. Waiver of dues shall be allowed for a maximum of three months and may be

renewed at the discretion of the Executive Vice President-strictly on a three-month basis. If the waiver is renewed, this action must also be reported. After four consecutive three month waivers, further waivers must be approved by the Board of Governors.

ii. Assessments

1) Assessments may be levied against general members by a majority vote of the Board of Governors.

iii. Special Funds. The Board of Governors may initiate special funds for specific projects and request donations from members. Donations are voluntary and do not affect membership status.

iv. Member Incentives. The Executive Vice President may provide for a discount of a limited portion of dues for the purpose of attracting and retaining members.

7. Committees and Commissions:

Changing the descriptions of these committees requires a majority vote of the Board of Governors

a. Committees.

- i. Standing, special committees / commissions and task forces shall be appointed by the ACA President. Each committee will have a specific charter granted by the BOG which will be reviewed annually.
- ii. Committees, Commissions and Task Forces whenever applicable will be chaired by an ACA member in good standing appointed by the President. The President may appoint an ACA staff member to serve as vice or co-chair.
- iii. Committees will follow their BOG granted charter consistent with the ACA Mission and Strategic Plan.
- iv. In partnership with the Committee Chair, staff liaisons will draft meeting agendas, minutes and action items.
- v. Committee development of projects or initiatives requires the approval or direction of staff or the BOG, the President or the Executive Vice President.

b. House of Delegates Committees

- i. Shall be appointed by the President
- ii. Meeting Committees:
 - a) Credentials Committee
 - b) Sergeant-at-Arms Committee
 - c) Tellers Committee

iii. Descriptions of Committees

a) Credentials Committee

- 1) The Credentials Committee reviews and reports the qualifications of delegates and alternates and the eligibility of all candidates prior to the mailing of ballots and before roll call. The committee recommends to the House of Delegates whether a member should be seated.
- 2) The House of Delegates by majority vote, decides if the delegate or alternate is to be seated and that decision is final.

b) Awards Committees

The ACA has established seven major awards which are given out annually to individuals who have made a major contribution to the chiropractic profession. The guidelines and member make-up used in the committee process are listed in the committee charters.

- 1) The ACA Awards Committee selects the following:
 - a. ACA Chiropractor of the Year
 - b. ACA Humanitarian of the Year
- 2) The Delegate of the Year Committee selects the following:
 - a. ACA Delegate of the Year
 - b. ACA Alternate Delegate of the Year
 - c. Flynn/Lynch Memorial Award
- 3) Research and Academic Awards Committee selects:
 - a. ACA George B. McClelland, D.C. Researcher of the Year
 - b. ACA Academician of the Year

c) Strategic Planning Committee

- 1) The Board of Governors will serve as the Strategic Planning Committee. The primary function of this committee is to study and plan the strategic policies, aims, and purposes of the ACA.
- 2) Strategic Plan updates and changes will be presented at the Annual Meeting for Ratification by the HOD.

d) Finance Committee – See ACA bylaw provision

e) Nominating Committee – See ACA bylaw provision

8. Student ACA Chapter

- a. Each chapter will be required to conform to a standard set of bylaws prescribed by and provided by the ACA.
- b. Each chapter will carry the same name as the college in which it is established along with the designation “Student American Chiropractic Association” i.e., National University of Health Sciences Student American Chiropractic Association.
- c. Membership in each chapter will be accorded to any student properly enrolled in a chiropractic college.
- d. Provisions for the financing and the administration of each SACA Chapter will be provided by the Board of Governors of the ACA.
- e. Each SACA Chapter will be supervised by the Student ACA Committee of the ACA.
- f. Each SACA Chapter will be required to provide an annual report to the Student ACA Committee prior to the annual ACA meeting or as prescribed by the SACA bylaws
- g. Nominations Elections and responsibilities SACA leadership are outlined in the SACA bylaws.
- h. By virtue of office, the SACA National Chair, Vice Chair National Legislative Chair, National Vice Legislative Chair, Immediate Past National Chair, or designated representatives shall receive travel and per diem reimbursements in accordance with ACA policies for attending the ACA's annual meeting, and the ACA's NCLC.
- i. SACA Chapters shall be allowed to have Student Specialty Councils formed in each of the specialty areas recognized by the ACA and shall work in conjunction with the ACA's Specialty Councils provided the members are also SACA members.

9. Faculty American Chiropractic Association

- a. The Board of Governors authorizes the establishment of Faculty ACA Chapters to be formed in all chiropractic colleges that have faculty who are members of ACA.
- b. Each chapter will be required to conform to a standard set of bylaws prescribed by and provided by the ACA.
- c. Each chapter will carry the same name as the college in which it is established along with the designation “Faculty American Chiropractic Association” i.e., National University of Health Sciences Faculty American Chiropractic Association.
- d. Membership in each chapter will be accorded to any faculty member employed by a chiropractic college who is also a member of the ACA, without regard to part-time or full time status, or whether the ACA member is a full general member or faculty member (associate member).

- e. Dues shall be established by the Board of Governors of the ACA.
- f. Provisions for FACA representation in the House of Delegates of the ACA and will be provided by the Board of Governors.
- g. Provisions for financing the administration of each FACA Chapter will be provided by the Board of Governors.
- h. Each FACA Chapter will be required to make annual reports to the FACA Chairperson in writing prior to the annual ACA meeting and the ACA's National Chiropractic Legislative Conference (NCLC). The FACA Chair will report to the Board of Governors of the ACA.
 - i. No national officer shall be eligible to serve more than two consecutive terms in the same office.
 - ii. By virtue of office, the FACA National Chair, Vice Chair or designated representative shall receive travel and per diem reimbursements in accordance with ACA policies for attending the ACA's annual meeting, and the ACA's NCLC.

10. Related Agencies

- a. American Chiropractic Foundation, Inc.
The Foundation is established to carry out educational and scientific projects pertaining to the art and science of chiropractic, with particular emphasis on training and education, development of the history of chiropractic, scholarships and studies in the advancement of chiropractic.
- b. The Governors Gavel Club.
The Club is an autonomous organization composed of Past ACA Presidents and Past Governors whose purpose is to act as an advisory board to the incumbent Board of Governors when requested by that Board.
- c. The International College of Chiropractors, Incorporated.
The College is an autonomous organization dedicated to the principles of "Merit, Service and Fellowship" within the chiropractic profession and the promotion of the philosophy, science and art of chiropractic.
- d. ACA may support and/or sponsor the aims, purposes and programs of these related agencies.

11. Election of Delegates and Alternates

- a. The eligible voting members of ACA residing in a representative area elect from their members a delegate and alternate delegate to serve for two-year terms or until their successors are qualified and elected. A representative area must have at least five (5) ACA general members to be entitled, following petitioning to the ACA, to have a delegate and alternate.

- b. Delegates in States of 500 or more voting Members. A state attaining a membership of 500 or more voting members may elect one (1) delegate and one (1) alternate for each 500 voting members or fraction thereof at the time of each election.
 - i. Each delegate and alternate is to be elected from predetermined geographical areas of approximately equal membership.
 - ii. The Secretary shall determine the number of delegate representative areas in each respective state on or before August 15 in accordance with the provisions of this Section.
 - iii. In the event of a reduction in the number of delegate representative areas in a particular state, the least tenured delegate's representative area shall be terminated and be absorbed into the representative of the longest tenured delegate or areas of approximately equal membership, if any. The term of the delegate and alternate shall terminate with the termination of the area they represent.
- c. Each year in states or areas where elections are to be held for delegates and alternates:
 - i. ACA will notify members of the coming election and of the eligibility requirements by August 15 preceding.
 - ii. The slate shall be composed of those eligible members who inform ACA via verified mail or, email or facsimile on or before September 15 of their desire to serve.
 - a) In the event no more than one (1) qualified member signifies intent to seek election, the Secretary shall declare the nominee elected.
 - b) In the event no one seeks election to the office of alternate delegate, the delegate shall appoint an alternate delegate.
 - c) In the event no one seeks election to the office of delegate and alternate delegate, the ACA President shall appoint the delegate to serve a full term subject to the approval of the House of Delegates.
 - d) An individual may declare for either office of delegate or alternate delegate but may not be a candidate for both.
 - iii. All candidates for the office of delegate and alternate delegate shall complete the Volunteer Eligibility Form (VEF) (disclosure, confidentiality, and code of conduct) furnished by the Secretary.
 - iv. All candidates for the office of delegate and alternate delegate will be furnished the names of all the candidates seeking election from their respective states. The VEF and the names will be sent, by ACA headquarters, not later than September 16 preceding the election. The VEF must be signed by the candidate and returned to the Secretary for forwarding to the Credentials Committee by October 1 preceding the election.

- v. Ballots shall be sent on October 15 to the eligible voting members of record, who have maintained uninterrupted membership as of and since October 1, preceding the election year. If October 15 shall fall on a weekend or holiday, the day prior will be acceptable.
 - vi. The persons receiving majority of votes cast for delegate and alternate, provided they have complied with the code of conduct for delegate and alternate delegate elections, are elected for the two-year terms. The Board of Governors shall have the authority to delay balloting in an election, following investigation by the Credentials Committee of any challenges to the qualifications of a candidate for election as delegate or alternate prior to the mailing of ballots on October 15. The Board of Governors shall have the authority to invalidate an election or to disqualify a candidate or both and order a new election if it determines, based on a report from the Credentials Committee, that a candidate has violated the code of conduct for delegate and alternate delegate elections.
 - vii. In the event no candidate receives a majority of the votes cast in any state or in the event there is a tie vote, a second ballot shall be sent to the same members who received the first ballot listing the names of the two (2) candidates receiving the highest number of votes on the first ballot. In case of tie votes, the names of the tying candidates shall be listed. All ballots must be returned to the Secretary no later than twenty-one (21) days after the second ballot was sent.
 - viii. In the event of subsequent balloting, the stipulations stated in (f) and (g) of this section shall apply.
 - d. A delegate and alternate shall be elected from and by SACA delegates to represent SACA in the House of Delegates.
 - e. A representative shall be elected from and by the FACA representatives to represent the FACA in the House of Delegates.
12. The ACA Office of Clinical Councils and Certification Boards (Office) shall serve as an oversight agency reporting to the Executive Vice President. All ACA Councils and Certification Boards officers will cooperate with and act in coordination with the Office to integrate Council and Certification Board financial and administrative operations into those of the ACA. The Office will schedule regular meetings and ensure the effective operation of the American Board of Chiropractic Specialties (ABCS) in full consultation with ABCS officers. Clinical Councils will retain their respective Council officers and structure pursuant to their approved Council bylaws. Certification Boards shall retain full autonomy in terms of their certification examinations consistent with ICE/NCCA and other similar agency requirements. The Office shall work with ABCS to ensure Certification Board compliance with other ICE/NCCA and/or other similar agency requirements. The operations of the Office shall be funded in part by Clinical Council and Board dues and administration fees as determined by the Board of Governors.
13. Representation by Affiliated State Organizations.
- a. Each state organization that applies for and receives affiliation status with the ACA shall have a single State Organization Representative seated in the ACA House of Delegates.

Every representative must be a member in good standing of the ACA throughout their term, and shall be a volunteer leader of their state organization, ideally the president or vice president of the organization.

- b. The State Organization Representative shall be elected or appointed and approved according to the terms of the ACA/State Organization Affiliation Covenant, which shall govern the relationship between ACA and the state organizations.
- c. ACA and the affiliated state organization shall extend to each other one voting position in their leadership structure. The ACA Representative to the state organization's governing body will be addressed in the Affiliation Covenant referred to in section (b) above.
- d. State Organization Representatives shall each be entitled to one vote in the House of Delegates.
- e. Alternate State Organization Representatives may be elected/appointed and approved to serve in the absence of the State Organization Representative, according to the ACA – State Organization Affiliation Covenant noted in section (b) above. Alternate ACA Representatives may also be appointed and approved, according to the Affiliation Covenant noted in section (b) above.

14. Use of past titles by Previous ACA Board Members

To avoid confusion of who represents the ACA at any time or speaks for the ACA the use of past titles by previous members of the board of governors are limited to the following:

- a. Past ACA leadership positions may be listed on a doctor's Curriculum Vitae or other listing of past achievements and volunteer positions.
- b. Listing of past ACA leadership positions shall not be used on a Doctor's letterhead nor any type of advertising.
- c. Any reference to a past ACA leadership position in a public appearance or presentation must be accompanied by an appropriate disclaimer that the doctor's views and opinions do not necessarily reflect those of the ACA.

*Approved by the Board of Governors
August 2022*

**COUNCIL ON NUTRITION
OF THE ACA
CONSTITUTION AND BYLAWS**

ARTICLE I NAME

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

ARTICLE II OBJECTIVES

The objectives of this Council are:

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

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

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

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

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

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

Sec. G. To be and remain a charitable organization availed of only for charitable purposes as provided in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, as an organization formed or availed of for gathering, correlating and disseminating of knowledge and information concerning nutrition for the benefit of its members, the profession, and the general public. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Constitution and Bylaws.

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements)

any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the Constitution and Bylaws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section (c) (3) of the Internal Revenue Code of 1954, as amended, (with the correspondent provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, (or the correspondent provisions of any future United States Internal Revenue Law).

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

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

Sec. J. To promote research in Nutrition.

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

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

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

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

ARTICLE III MEMBERSHIP

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

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

Sec. C. Honorary Membership. Honorary membership may be granted at the discretion of the officers of the Council to key individuals, to the Presidents of Chiropractic Colleges having status with an accredited agency recognized by the U.S. Department of Education, or an agency having a reciprocal agreement with the recognized agency, and to any key personnel teaching in or affiliated with such colleges. Honorary membership may also be granted to a doctor of chiropractic who has contributed some measure of note upon unanimous vote of the Council Executive Committee. An honorary member

who is a doctor of chiropractic has all the privileges of the Council except voting and holding elected office. A lay person who is granted membership has no Council membership privileges. There are no dues payments or assessments levied against honorary members.

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

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

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

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

1. Suppliers of professional products and service.
2. Attorneys representing nutritional companies.
3. Supporting members will be given special consideration in regards to advertising in Nutritional Perspectives publication and booth space at conventions and educational seminars.
4. Supporting members have all the privileges of Council membership except voting and holding elected office.
5. Dues for supporting members shall be \$120.00 per year, due and payable on or before October 1st of each year. This fee may be changed by a majority vote of the Elected Board.

Sec. G. Life Membership

1. May be granted to Doctors of Chiropractic who have been members in good standing for at least the last ten consecutive years and are at least 70 years of age and actively practicing, by unanimous vote of the Executive Committee.
2. Life members have all the privileges of the Council, except holding elected office.
3. Dues for life members who are at least 70 years of age are fifty percent (50%) of the general membership dues. This fee may be changed by a majority vote of the Elected Board.
4. Any General Member, who in the opinion of the Executive Committee has provided outstanding and/or meritorious services to the Council.

ARTICLE IV ELECTED OFFICERS

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

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

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

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

Sec. D. Nominations and Elections. Nominations for officers of the Council shall be made by the Nomination Committee that shall consist of the three proximate past presidents of the Council with the immediate past president chair of the committee. The Nomination Committee shall file a report of its nominations with the Secretary and Treasurer of the Council not less than sixty (60) days before the annual meeting. Thirty (30) days before the annual general membership meeting, ballots shall be mailed delivered to all Council members listing the selections of the Nomination Committee and

providing for write-in candidates. All ballots must be returned to the Council Secretary post marked/dated seven (7) days before the annual general membership meeting. All ballots received late or with erasures or changes on the ballot form will be voided. The ballots are to be opened and counted in the presence of a representative of the ACA Board of Governors or Teller Committee or other non-interested oversight committee. (MANDATED ITEM)

Sec. E. Responsibility. The Council shall provide for bonding of all officers and employees having responsibility for Council funds. (MANDATED ITEM)

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

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

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

1. The Executive Committee of the Council shall investigate the charges, and, if sufficient reason is found for recall, shall order a ballot of the Members of the Council. A majority of the votes cast shall be necessary for a recall ballot to be initiated.
2. If the recall is to be accomplished, the vote to recall the officer shall consist of a majority of the ballots cast.
3. The office thus vacated shall remain vacant until either the next annual election or a temporary appointment is made by the Executive Committee of the Council on Nutrition.

ARTICLE V DUTIES OF THE ELECTED OFFICERS

Sec. A. President

1. The duties of the President shall be as outlined in Robert's Rules of Order, Newly Revised, Current Edition.
2. Formulate plans of action and operation of the Council.

Sec. B. Vice-President

1. The duties of the Vice-President shall be as outlined in Robert's Rules of Order, Newly Revised, Current Edition.
2. To assist the President in implementing plans of action and operation.
3. To assist the President in conducting the general business of the Council.

Sec. C. Executive Secretary-Treasurer

1. The duties of the Executive Secretary-Treasurer shall be as outlined in Robert's Rules of Order, Newly Revised, Current Edition.
2. To assist the President and Vice-President in implementing plans of action and operation.

Sec. D. Executive Director

1. The duties of the Executive Director shall be to oversee the activities of the appointed directors and assist them when necessary.
2. To assist the President and Vice-President in implementing plans of action and operation of the Council.

Sec. E. Immediate Past President

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

ARTICLE VI DIRECTORS

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

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

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

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

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

ARTICLE VII MEMBERSHIP APPLICATION

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

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

ARTICLE VIII DUES AND FEES

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

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

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

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

ARTICLE IX EXPENSES

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

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

ARTICLE X MEETINGS

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

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

ARTICLE XI QUORUM

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

ARTICLE XII ORDER OF BUSINESS

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

ARTICLE XIII TERMS OF OFFICE

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

ARTICLE XIV PARLIAMENTARY AUTHORITY

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

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

ARTICLE XV DISCONTINUANCE

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

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

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

ARTICLE XVI AMENDMENTS

Sec. A. This Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the mail ballots received from the members provided the proposed amendment has been filed with the secretary (secretary-treasurer) at least sixty (60) days prior to the meeting.

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

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

ARTICLE XVII DUTIES OF THE COUNCIL TO THE ACA

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

Sec. B. The Council shall not act on a major issue on which ACA policy has not been

adopted, until an applicable ACA policy has been adopted. The ACA President with the approval of the ACA Executive Board of Governors, may authorize the Council to act in the interim, in the absence of ACA policy and set forth the conditions under which such action may occur. This may occur when the Council President presents a written application to the ACA President stating why it is necessary and desirable to act in the absence of ACA Policy, and setting forth in detail the proposed policy.

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

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

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

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

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

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

(MANDATED ITEM)



Confidentiality Policy

Generally recognized legal standards of corporate responsibility require the obligation to act in the best interest of the ACA and the profession it serves. The officers, board members, members of the House of Delegates and Committee/Advisory Board/Task Force members of the ACA function with this primary legal fiduciary obligation.

The corporate bylaws and standing rules provide for the corporate officers of the Association. The President, Vice President, Board members, Secretary, Treasurer and EVP are the corporate officers for the ACA. Staff members hired by the EVP can also be considered corporate officers. Council Officers are ACA corporate officers per their bylaws. Delegates are not corporate officers.

By serving as an officer, board member, member of the House of Delegates or Committee/Advisory Board/Task Force member of the American Chiropractic Association, the doctor of chiropractic commits to allegiance to the Association and the Association's goals and objectives. Through such service, the doctor acknowledges that the best interest of the Association must prevail over any individual or outside interest while the doctor is serving in an official ACA capacity. All actions and decisions of the doctor while serving on behalf of the Association must promote the ACA's purpose and well-being.

Individual doctors representing their colleagues as ACA corporate officers carry with them a duty of loyalty to faithfully pursue the interest of the ACA. As such, the intentional release of confidential information in order to further a personal or other outside interest is deemed to be a breach of an officer's duty of loyalty to the Association and a violation of the fiduciary trust placed in him or her by his or her colleagues.

It is also recognized that legal counsel for the Association also functions under a similar legal and fiduciary duty. That is, under the client/lawyer relationship, ACA counsel must act in the best interest of the ACA including an obligation to protect the confidentiality of information. The law requires that ACA counsel do all they can to ensure that the confidences of the Association be protected from disclosure.

In addition, the attorney/client privilege, which protects discussions by Association officers and directors with corporate counsel, may and will be waived upon the intentional disclosure of confidential information to an outside party. Such disclosure and waiver of the attorney/client privilege can subject all individual board members to direct deposition by opposing counsel and subject the Association to increased liability and damages.

Therefore, it is the policy of this Association that the intentional release of confidential information by an officer, board member, member of the House of Delegates or Committee/Advisory Board/Task Force member of this Association to a party outside of the management group of the Association while acting in an official capacity to further personal or other outside interests shall result in the following:

1. That individual shall be deemed to have violated his or her duty of loyalty to the ACA and the fiduciary trust placed in him or her by his or her colleagues;
2. That individual shall not be indemnified against personal liability resulting from the intentional release of confidential information as constituting bad faith and willful misfeasance under Article XII of the ACA bylaws;
3. That individual will be subject to removal upon referral to and action by the House of Delegates.

All members of the Board of Governors, seated members of the House of Delegates and Committee/Advisory Board/Task Force members shall acknowledge in writing their review and acceptance of this confidentiality policy. All matters involving alleged breaches of confidentiality will be considered by the House of Delegates under the disciplinary procedures established under Robert Rules of Order.

CONFIDENTIALY POLICY AGREEMENT

I, **Dr. Robert L Galloway III**, officer, board member, member of the House of Delegates or Committee/Advisory Board/Task Force member, hereby acknowledge that I have reviewed the Confidentiality Policy and hereby accept the responsibilities of confidentiality outlined in the policy.

Questionnaire and Disclosure Form

The questions set forth below have been prepared pursuant to a Statement of policy Concerning Conflicts of Interest ("Statement") adopted by the House of Delegates of the American Chiropractic Association ("ACA"). Please read the definitions and each question below carefully and, after having done so, answer briefly and concisely in the space following each question. In the event that you have any doubts as to what the question means as applied to you, you should answer the question to the best of your ability and also set forth the reasons as to why you are in doubt. If the space below each question is not large enough for your response, please continue your answer on a separate sheet of paper.

The information obtained in this disclosure form is confidential and will be utilized by the Board of Governors and the Legal Department in their review of potential conflicts of interest. We appreciate your continued volunteerism in performing the work of the ACA.

DEFINITIONS

For purposes of this questionnaire, the following terms shall have the following meanings:

Officer:

The corporate bylaws and standing rules provide for the corporate officers of the Association. The President, Vice President, Board members, Secretary, Treasurer and EVP are the corporate officers for the ACA. Staff members hired by the EVP can also be considered corporate officers. Council Officers are ACA corporate officers per their bylaws. Delegates are not corporate officers.

Supplier:

Any person, firm, corporation or other entity which sells, rents or otherwise supplies any real estate, goods, machinery, equipment, credit, insurance or services to ACA or the profession.

Purchaser:

Any person, firm, corporation or other entity which buys, rents or otherwise is furnished by ACA with real estate, goods, machinery, equipment, credit, insurance or services.

Competitor:

Any person, firm, corporation or other entity which sells or offers to sell, provide or supply items or services which are also offered by ACA or any of its subsidiaries or affiliates.

Related Person:

Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law.

QUESTIONS

1. Ownership Interests

Do you, or does any related person, own, directly or indirectly, any interest or plan to receive or have contracted to receive in the future any financial or ownership interest in any Supplier, Purchaser or Competitor of ACA? In answering this question, you may disregard investments

which are listed on a stock exchange or publicly traded in a recognized over-the-counter market and which have a market value equal to or less than \$5,000.

YES NO

If YES, please supply us with the name of each interested person, the nature and the amount of his or her interest, and the names and addresses of each Supplier, Purchaser, or Competitor in which such person has an interest.

2. Compensation or Gifts

Have you, or has a related person, received any compensation, entertainment, loans or anything else of value from any Supplier, Purchaser, or Competitor within the past year? In answering this question, you may omit gifts and entertainment (but not cash) involving a total of less than \$100 over the past year.

YES NO

If YES, please supply us with a brief description of the items received, the persons involved, and their value.

3. Employment and Other Relationships

Have you, or has any related person, friend or business associate served as an officer, director, employee, agent, or consultant of any Supplier, Purchaser, or Competitor within the past year?

YES NO

If YES, please provide us with a statement of the offices held by each such person and the organizations involved.

4. Family Relationships

Are any of the present governors, officers, employees, agents or consultants of ACA related to you or any member of your family by blood or by marriage or by adoption?

YES NO

If YES, please provide us with the name of each related person or current or recent resident of the same household and the degree of relationship.

5. Financial Interests

Have you had any direct or indirect financial interest in any transaction or series of transactions during the past year involving ACA?

YES NO

If YES, describe the transaction, your interest or participation in the transaction, and the amount of money that is involved.

Was the transaction approved or ratified by the majority of ACA's full Board excluding your vote? Explain if necessary.

6. Insurance Industry/Managed Care Involvement

- a. Are you involved as an officer, director, employee, independent contractor, agent, or consultant with the insurance industry or with any HMO, PPO or Managed Care Organization, or have you from any of these, received in the past or currently receiving, or planning to receive or contracted to receive in the future, any expense reimbursement, expense account, stock options, deferred or future compensation or consideration, or promise or agreement of future employment, or any gifts or loans?

YES NO

If YES, describe the position you hold and the manner in which you are involved.

- b. Do you have any investment or ownership interest or serve in a policy making position in the insurance industry or in a HMO, PPO, or other Managed Care Organization?

YES NO

If YES, describe the investment you hold and the manner in which you are involved.

7. Other Conflicts

Do you otherwise have any type of interest, which may conflict with the specific activities undertaken or areas of interest addressed by the Committee(s)/Advisory Board(s)/Task Force(s) on which you serve? Possible examples include: association with any chiropractic college, including alumni board membership, participation in a state regulatory board, status as a chiropractic consultant to entities other than managed care organizations or chiropractic lecturer.

YES NO

If YES, describe the details.

In the event of any change in the relationship between yourself or any related person and any Supplier, Purchaser, or Competitor of ACA please promptly notify the ACA Corporate Secretary.

I certify that to the best of my knowledge, my responses to the above questions are true, correct and complete.

CONFLICT OF INTEREST

I. Overall Policy

No person may serve as an officer, Governor, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee who has a conflict of interest, or an apparent conflict of interest in connection with his specific related area of ACA activity.

II. Reasons Disclosure is Required

The American Chiropractic Association ("ACA") is a nonprofit professional trade association incorporated under the laws of the state of Delaware and registered to do business in the Commonwealth of Virginia. As an officer, Governor, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee of ACA, you are subject to a legal obligation to perform the duties of your position honestly, in good faith, and in a manner you believe to be in the best interests of ACA and to exercise that degree of skill and care as would an ordinarily prudent person in similar circumstances.

All Governors and officers should be generally and currently informed of the activities, business affairs, principal corporate policies, financial transactions, and contracts of ACA. Others subject to this statement should maintain such awareness with respect to those matters relevant to their office or position. This includes the duty to make reasonable inquiry if circumstances appear to warrant investigation. In performing the duties of your office or position, you are entitled to rely on the information, opinions, reports, and statements (including financial statements and other financial data) of officers and employees of ACA or lawyers, accountants, and other experts; provided you believe that they are reliable and competent, and the matters which they are presenting are within their professional or expert competence. Finally, you may rely on the

information or opinions of any Committee/Advisory Board/Task Force member of the House of Delegates or Board of Governors with respect to matters within that Committee/Advisory Board/Task Force designated authority if you believe the Committee/Advisory Board/Task Force merits confidence. However, you are not entitled to rely on the information, report, or opinion of any person, firm, or Committee/Advisory Board/Task Force where you have knowledge that would cause such reliance to be unwarranted.

By law, you are required to exercise the utmost good faith in all transactions involved in your duties, and you are subject to a legal obligation not to use your position or knowledge gained through your position for your personal benefit or the benefit of an outside entity with which you may have an economic interest. Rather, you must act in a manner which will accomplish the purposes of ACA and not in your own interests or in the interest of any other individual or outside entity. The interests of ACA must have the first priority, and in your dealings with ACA as a Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee, you should be mindful of potential conflicts of interest.

III. Types of Conflicts of Interest

Although it is recognized that a degree of duality of interest may exist from time to time for ACA Governors, officers, Committee/Advisory Board/Task Force member or commission members, PAC or Council officers and management employees, such duality shall not be permitted to influence adversely the decision-making process of ACA. To this end, each of these individuals shall promptly report the possible existence of a conflict of interest for themselves or any other person subject to this policy. A conflict of interest is a direct or indirect interest which might affect, or might reasonably be

thought by others to affect, a person's judgment or conduct as a Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee of ACA.

Areas of potential conflict of interest are described in the Conflict of Interest Questionnaire adopted by the Board of Governors and examples of types of conflict of interest are listed in Attachment A to this policy. The areas of potential conflict listed, and the relationships described, are not intended to be exhaustive. It is the responsibility of the Governors, officers, Committee/Advisory Board/Task Force member or commission members, PAC or Council officers and management employees to scrutinize their transactions, recognize any potential conflict, and disclose its existence as required by this policy.

IV. Disclosure. Approval or Other Action

It is the duty of Governors, officers, Committee/Advisory Board/Task Force member or commission members PAC and Council officers and management employees to make a full advance disclosure of all facts pertaining to any transaction or outside affiliation that is subject to any doubt concerning the possible existence of a conflict of interest before ACA enters into or consummates any part of a transaction or before such individual serves in an official ACA capacity. Any potential conflicts of interest shall be reported to the Executive Vice President. The Board of Governors shall have final authority to address and take action in all matters involving real or apparent conflicts of interest.

It shall be the policy of the Board of Governors that all possible conflict of interest situations be handled in the following manner:

(a) Any Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee having any possible conflict of interest shall make certain that the existence of such possible conflict of interest is fully disclosed, on a timely basis, to the Executive Vice President, who shall disclose the information to the Board of Governors and make it a matter of record, as appropriate;

(b) A Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee having any possible conflict of interest with respect to any matter shall not vote or use his personal influence to affect the outcome of ACA action with respect to such matter;

(c) Nothing contained herein shall be construed to prevent a Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee with a possible conflict of interest from answering pertinent questions with respect to the matter being considered;

(d) The Board of Governors shall review the proposed transaction, obtain full knowledge of all material facts, and decide, based upon this review, whether to authorize the transaction as being fair and reasonable for ACA; and

(e) The Board of Governors shall review the outside affiliation of any Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer, or management employee to determine whether such outside affiliation constitutes a real or apparent conflict of interest. The Board may conduct a private adjudicative hearing if one is requested by the individual Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee who is subject to this conflict of interest policy. The ACA President shall preside as hearing officer, with the assistance of ACA General Counsel, and may issue any appropriate procedural or evidentiary ruling. The Board shall have a written hearing report prepared by ACA staff or General Counsel outlining the real or apparent conflict of interests. ACA General Counsel will present the relevant evidence and his evaluation of the evidence to the Board. The individual, Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee, who may be assisted by General Counsel, may refute the results of the hearing report and may offer any additional information. The Board and the individual may call witnesses, who are subject to cross examination and questioning by the Board, ACA General Counsel, the individual and individual's counsel.

The Board of Governors may suspend or remove an individual from his ACA position as a Governor, officer, Committee/Advisory Board/Task Force member or commission member, PAC or Council officer or management employee upon a finding of a real or apparent conflict of interest. Exemptions may be granted by the Board of Governors for specific limited times and conditions when such exemptions are in the public interest or necessary and appropriate for the advancement of the chiropractic profession's service - the public.

NOTE: This provision does not prevent people from engaging in private activities for compensation. It seeks only to prevent people from "wearing two hats" at the same time which would raise questions as to their basic loyalties.

I certify that I have read the Statement of Policy Concerning Conflicts of Interest adopted by the House of Delegates of the American Chiropractic Association ("ACA"), and I agree to abide by it.

Code of Conduct

Delegate / ACA State or Area Chapter President and Alternate Delegate / ACA State or Area Chapter Vice President

Please be advised, the following statement of policy concerning the Code of Conduct for delegate and alternate delegate candidates was adopted by the House of Delegates of the American Chiropractic Association ("ACA") in 1995.

CODE OF CONDUCT – DELEGATE, ALTERNATE DELEGATE and COUNCIL OFFICER ELECTIONS

- A. An incumbent candidate may use ACA stationery for their own election campaign.
- B. No candidate may use letters from other delegates, governors and council officers written on ACA letterhead.
- C. Candidates are forbidden to use any letters from ACA staff, employees and/or consultants in their election campaign, (includes endorsements or implied endorsements for the candidate).
- D. All campaign material utilized or approved for use by the candidate shall not be false, misleading, or deceptive. Also, the material shall not contain ad hominem attacks and shall, in all respects, reflect the highest standards of propriety and professionalism.

Any written complaint received challenging the qualifications of a delegate or alternate based upon alleged violations of this Code of Conduct, will be referred to the Credentials Committee process as outlined in the standing rules.

I certify that I have read the statement of policy concerning the Code of Conduct – Delegate, Alternate Delegate and Council Officer Elections adopted by the House of Delegates of the American Chiropractic Association ("ACA"), and I agree to abide by it.

Position(s):

President ACA Council on N

Dr. Robert L Galloway III
Dr. Robert L Galloway III (Jul 14, 2022 16:53 CDT)

Jul 14, 2022



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

June 13, 2019

1906050153

BONNIE SEALOCK
COUNCIL ON NUTRITION OF THE AMERICAN CHIROPRACTIC A
6855 BROWNTOWN ROAD
FRONT ROYAL, VA 22630

RECEIPT

RE: Council on Nutrition of the American Chiropractic
Association
ID: 0845380 - 5
DCN: 19-06-11-6551

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of incorporation is June 13, 2019.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CISRXW

P.O. Box 1197, Richmond, VA 23218-1197
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/clk

EXHIBIT

6

Maxine Hunter

From: SCCeFile
Sent: Tuesday, June 11, 2019 4:43 PM
To: eFile_Legal
Subject: 1906116551 - Council on Nutrition of the American Chiropractic Association

190611 6551

Document Control No.:

MSD 6/12/19
190611 6551
\$275
EXPEDITE

Document Type: Articles of Incorporation (New Virginia Nonstock Corporation)
Company Name: Council on Nutrition of the American Chiropractic Association
Name Distinguishable?: Yes / No
Conflict ID _____

Requested Processing:

Same Day

Evidence Return:

Email

Submitted Date: 06/11/2019 04:43 PM
Amount Paid to SCC: \$275.00

Contact Name: Bonnie Sealock
Firm Name: Council on Nutrition of the American Chiropractic A
Address: 6855 Browntown Road
City/State/Zip: Front Royal, Virginia 22630
Country: United States of America
Phone: (540) 635-8844
Email: admin@councilonnutrition.com

CHARTER FEE
FILING FEE
EXPEDITE FEE(S)
TOTAL FEES
INITIALS/DATE

50
25
200
275
JSH / 6/13/19
OK

Special Effective Date/Time

INDUSTRY CODE: _____
SEND COPY TO: _____

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 13, 2019

The State Corporation Commission has found the accompanying articles submitted on behalf of

Council on Nutrition of the American Chiropractic
Association

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective June 13, 2019.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner



SCC819
(06/14)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF INCORPORATION
OF A VIRGINIA NONSTOCK CORPORATION

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

1 The name of the corporation is

Council on Nutrition of the American Chiropractic Association

2. (Mark appropriate box or insert applicable provisions; see instructions.)

- The corporation shall have no members. OR
- The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws. OR
- The designation of the class(es) of members and the members' qualifications and rights are as follows:

3. (Mark appropriate box or insert applicable provisions; see instructions.)

- The directors shall elect their successors. OR
- The directors shall be elected by the members. OR
- The directors shall be elected or appointed as follows:

4. A. The name of the corporation's initial registered agent is

Bonnie Sealock

B. The initial registered agent is (mark appropriate box):

- (1) an individual who is a resident of Virginia and
 - an initial director of the corporation. OR
 - a member of the Virginia State Bar
- (2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

5. A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

6855 Browntown Road Front Royal, VA 22630
(number/street) (city or town) (zip)

B. The registered office is located in the county OR city of Warren

6. The initial directors are (see instructions):

| NAME(S) | ADDRESS(ES) |
|-----------------------|--|
| <u>Bonnie Sealock</u> | <u>6855 Browntown Road</u> <u>Front Royal, VA 22630</u> |
| _____ | _____ |
| _____ | _____ |

INCORPORATOR(S):

Bonnie Sealock

Bonnie Sealock

SIGNATURE(S)

PRINTED NAME(S)

6/13/19

540-252-4733

DATE

TELEPHONE NUMBER (OPTIONAL)

Personal information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk.

REVIEW THE INSTRUCTIONS THAT FOLLOW BEFORE SUBMITTING THIS FORM.

1906050153



1701 Clarendon Blvd T E L 703 276 8800
Suite 200 F A X 703 243 2593
Arlington, VA 22209 W E B acatoday.org

ACA CHIROPRACTORS



Hands down better™

Dr. Robert Galloway, III
President
Council on Nutrition
9410 FM 1960 Road Way
Houston, TX 77064

January 5, 2023

Dear Dr. Galloway,

Recently, it was brought to the attention of the ACA Board of Governors that the Council on Nutrition filed their own Articles of Incorporation, establishing themselves as an independent corporation.

ACA's General Counsel was able to locate the Articles of Incorporation filed in the state of Virginia. The paperwork indicates that on June 13, 2019, Bonnie Sealock, former Executive Director of the Council on Nutrition, incorporated the "Council on Nutrition of the American Chiropractic Association" as a separate corporation in Virginia. We are not certain as to the reasons for this action, but it was done without the request or authorization of the ACA.

The separate incorporation of the Council presents a number of serious legal and policy concerns including, but not limited to ownership of Council funds, insurance liability coverage, ACA policy control, responsibility for Council actions, ACA indemnification of Council officers, status of the Council President in the HOD and conflicting provisions in the Council Bylaws.

The Board of Governors has therefore directed me to take steps to dissolve the unauthorized corporate entity. I suggest we schedule a call to discuss this matter and determine next steps.

Sincerely,

A handwritten signature in black ink, appearing to read 'Karen Silberman'.

Karen Silberman, CAE
ACA Executive Vice President

EXHIBIT

7

Nonstock Corporation - Articles of Amendment - Name Change

Entity Information

Entity Name: Council on Nutrition Entity Type: Nonstock Corporation
Entity ID: 08453805 Formation Date: 06/13/2019
Status: Active

Name Change

Entity Name: National Nutrition Standard

Adoption and Vote

Date of Adoption

Date Articles were adopted: 12/04/2023

By the unanimous consent of the members.

Signature Information

Date Signed: 12/14/2023

| Printed Name | Signature | Title |
|----------------|----------------|---------------------------------------|
| Bonnie Sealock | Bonnie Sealock | Administrative Secretary, Emeritus |

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 20, 2023

The State Corporation Commission has found the accompanying articles of amendment submitted on behalf of

National Nutrition Standard

(formerly known as Council on Nutrition)

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

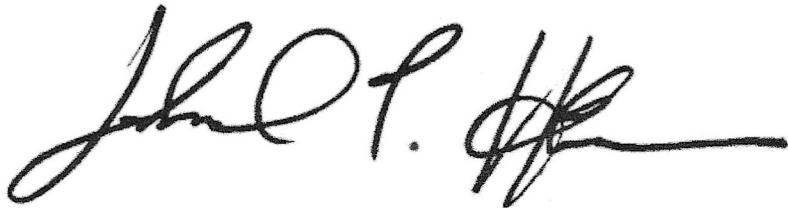
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 20, 2023.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Jehmal T. Hudson", with a long horizontal flourish extending to the right.

Jehmal T. Hudson
Commissioner