

**Service of Process Transmittal Summary**

**TO:** Jesse Manning  
Council On Nutrition of the American Chiropractic Associatio  
1665 EAST 31ST STREET  
BROOKLYN, NY 11234

**RE:** Process Served in Virginia

**FOR:** Council On Nutrition of the American Chiropractic Association (Domestic State: VA)

**ENCLOSED ARE COPIES OF LEGAL PROCESS RECEIVED BY THE STATUTORY AGENT OF THE ABOVE COMPANY AS FOLLOWS:**

**TITLE OF ACTION:** AMERICAN CHIROPRACTIC ASSOCIATION, INC. vs. COUNCIL ON NUTRITION

**CASE #:** 013CL2300412900

**PROCESS SERVED ON:** C T Corporation System, Glen Allen, VA

**DATE/METHOD OF SERVICE:** By Process Server on 11/01/2023 at 12:18

**JURISDICTION SERVED:** Virginia

**ACTION ITEMS:** SOP Papers with Transmittal, via UPS Next Day Air , 1ZX212780116445145

**REGISTERED AGENT CONTACT:** C T Corporation System  
4701 Cox Road, Suite 285  
Glen Allen, VA 23060  
877-467-3525  
SmallBusinessTeam@wolterskluwer.com

The information contained in this Transmittal is provided by CT for quick reference only. It does not constitute a legal opinion, and should not otherwise be relied on, as to the nature of action, the amount of damages, the answer date, or any other information contained in the included documents. The recipient(s) of this form is responsible for reviewing and interpreting the included documents and taking appropriate action, including consulting with its legal and other advisors as necessary. CT disclaims all liability for the information contained in this form, including for any omissions or inaccuracies that may be contained therein.

# PROCESS SERVER DELIVERY DETAILS

**Date:** Wed, Nov 1, 2023  
**Server Name:** Sid Jones

Entity Served	COUNCIL ON NUTRITION
Case Number	013CL23004129-00
Jurisdiction	VA

Inserts	





COMMONWEALTH OF VIRGINIA



ARLINGTON CIRCUIT COURT  
Civil Division  
1425 NORTH COURTHOUSE RD  
ARLINGTON VA  
(703) 228-7010

Summons

To: COUNCIL ON NUTRITION  
SERVE: CT CORPORATION  
4701 COX ROAD  
STE 285  
GLEN ALLEN VA 23060

Case No. 013CL23004129-00

The party upon whom this summons and the attached complaint are served is hereby notified that unless within 21 days after such service, response is made by filing in the clerk's office of this court a pleading in writing, in proper legal form, the allegations and charges may be taken as admitted and the court may enter an order, judgment, or decree against such party either by default or after hearing evidence.

Appearance in person is not required by this summons.

Done in the name of the Commonwealth of Virginia on, Friday, October 27, 2023

Clerk of Court: PAUL F. FERGUSON

by

A handwritten signature in cursive script, appearing to read "Paul Ferguson", written over a horizontal line.

(CLERK/DEPUTY CLERK)

Instructions:

Hearing Official:

Attorney's name:

VIRGINIA:

IN THE CIRCUIT COURT FOR ARLINGTON COUNTY

AMERICAN CHIROPRACTIC ASSOCIATION, INC.

1701 Clarendon Blvd., Suite 200  
Arlington, Virginia 22209

Plaintiff,

v.

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

Serve: C T Corporation, Registered Agent  
4701 Cox Rd, Ste 285  
Glen Allen, Virginia 23060

and

ROBERT L. GALLOWAY, III, D.C.

Serve: Secretary of the Commonwealth

Defendants.

Case No. \_\_\_\_\_



COMPLAINT

COMES NOW Plaintiff American Chiropractic Association, Inc. ("ACA" or "Plaintiff"), by its undersigned counsel, and files this Complaint against Defendants 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:

4100 Monument Corner Drive, Suite 420, Fairfax, Virginia 22030  
TEL 703.273.8898 FAX 703.273.8897

MICEVOY

## 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 has been the President of CON since May 2022. Galloway has also been a member of the ACA at all relevant times herein.

## 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. 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*

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

8. 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.

9. At all times relevant herein, the ACA has been governed by its Bylaws ("ACA Bylaws").

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

11. 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.

12. 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).

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

14. The members of the ACA Board of Governors are elected by the ACA House of Delegates, which is the legislative body of the ACA and determines specific ACA policies, aims and purposes.

#### *ACA Councils and Galloway*

15. The ACA Bylaws provide for the establishment of ACA Specialty Councils ("Councils"). See Ex. 1, Art. VII.

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

17. 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 establishing each ACA Council, including CON, as clinical councils of the ACA ("the Amendment").

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

19. 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.

20. 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.

21. 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).*

22. 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).*

23. 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).

24. 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).

25. 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. The ACA currently manages dues for 8 of the 12 Councils.

26. At all relevant times herein, Council Presidents (including Galloway) have been voting members of the ACA House of Delegates.

27. Indeed, for his part, throughout CON's existence, Galloway has continuously held the positions of Vice President, Executive Director or President of CON at various times.

28. 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.

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

### *The Governance of CON*

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

31. A true and accurate copy of the CON Constitution and Bylaws is attached hereto and incorporated herein as **Exhibit 3**.

32. 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*.” Ex. 3, Art. XIV, § B (emphasis added).

33. Amendments to the CON Constitution and Bylaws do not take effect unless and until approved by the ACA House of Delegates. Ex. 3, Art. XVI, § C.

34. 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.” Ex. 3, Art. IV, § F (emphasis added).

35. 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. 3, 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. 3, 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. 3, Art. XVII, § C.
- d. “[CON] shall submit a complete list of Council officers, and members and their status to the ACA annually.” Ex. 3, Art. XVII, § D.
- e. “[CON] shall submit a complete set of Council Bylaws biannually...” Ex. 3, 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. 3, Art. XVII, § F.
- g. “[CON] shall place a disclaimer on all published materials.” Ex. 3, 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. 3, Art. XVII, § H.

36. 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.

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

38. As President of CON and a member of the House of Delegates, Galloway owes fiduciary duties to act in the best interest of the ACA and of loyalty to faithfully pursue the interests

of the ACA. As set forth in greater detail hereinbelow, Galloway's conduct constitutes bad faith, willful misfeasance and/or malfeasance.

***CON's Unauthorized Incorporation***

39. 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.

40. A copy of CON's Articles of Incorporation filed with the SCC is attached hereto and incorporated herein as **Exhibit 4**.

41. 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.

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

43. 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.

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

45. 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.

46. 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.

47. 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 the ACA did not authorize.

48. 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**  
**(Declaratory Judgment – All Defendants)**

49. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 48 of this Complaint as if fully set forth herein.

50. An actual and justiciable controversy exists between the ACA and Defendants with respect to CON’s unauthorized incorporation.

51. The ACA is entitled to a judicial determination of the parties’ respective rights under the ACA Bylaws and CON Constitution and Bylaws.

52. Specifically, the ACA is entitled to a judicial declaration that (a) CON's incorporation violates the ACA Bylaws and CON Constitution and Bylaws, and CON's incorporation, therefore, must be dissolved, and (b) Defendants are bound by and obligated to comply with the ACA Bylaws and CON Constitution and Bylaws.

WHEREFORE, Plaintiff American Chiropractic Association, Inc. respectfully requests that this Court grant judgment in its favor and against Defendants 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, D.C., as follows: (a) declaring that CON's incorporation violates the ACA Bylaws and CON Constitution and Bylaws, and CON's incorporation, therefore, must be dissolved, (b) issuing a mandatory injunction in its favor and against CON requiring CON to immediately 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 and (c) declaring that CON is bound by, and obligated to comply with, the ACA Bylaws and CON Constitution and Bylaws. 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 and Policies – All Defendants)**

53. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 48 of this Complaint as if fully set forth herein.

54. The ACA Bylaws and Policies constitute valid and enforceable agreements between the ACA, on the one hand, and Defendants, on the other hand.

55. CON's unauthorized incorporation, failure and refusal to discharge the obligations imposed on it under the above-described organizational documents, and filing of trademark applications constitute a material breach of the ACA Bylaws.

56. Through his position as President of CON, Galloway's conduct, as aforesaid, including conducting CON's business as an independent incorporated entity, is a material breach of the ACA Bylaws and Policies.

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

58. The ACA is without an adequate remedy at law.

WHEREFORE, Plaintiff American Chiropractic Association, Inc., demands a judgment for specific performance of the ACA Bylaws requiring Defendants 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 to comply with the terms of the ACA Bylaws and immediately file articles of dissolution of CON's corporate status with the Virginia State Corporation Commission, as well as in any other jurisdiction where CON may have qualified to transact business, 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)**

59. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 48 of this Complaint as if fully set forth herein.

60. The CON Constitution and Bylaws constitute a valid and enforceable agreement to which Defendants are parties.

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TEL 703.273.8898 FAX 703.273.8897

**Cameron / McEvoy**

61. The ACA is an intended beneficiary of the CON Constitution and Bylaws because it sets forth various contractual duties that CON owes to the ACA, as set forth herein.

62. CON's unauthorized incorporation and filing of trademark applications constitute a material breach of the CON Constitution and Bylaws.

63. Through his position as President of CON, Galloway's conduct, as aforesaid, including conducting CON's business as an independent incorporated entity, is a material breach of the CON Constitution and Bylaws.

64. As a direct and proximate result of CON's material breach, the ACA has been damaged.

65. The ACA is without an adequate remedy at law.

WHEREFORE, Plaintiff American Chiropractic Association, Inc., demands a judgment for specific performance of the CON Constitution and Bylaws requiring Defendants 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, D.C. to comply with the terms of the CON Constitution and Bylaws and immediately file articles of dissolution of CON's corporate status with the Virginia State Corporation Commission, as well as in any other jurisdiction where CON may have qualified to transact business, 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)**

66. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 48 of this Complaint as if fully set forth herein.

67. As a member of the ACA House of Delegates, Galloway has 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.

68. As President of CON, Galloway has maintained CON's status as a corporation through CON's business activities, and has otherwise violated the Policies, all of which constitute a breach of Galloway's fiduciary duties of care and loyalty owed to the ACA. Galloway's conduct is continuing in nature.

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

70. 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



Edward W. Cameron, Esquire

VSB No. 29448

Eric S. Waldman, Esquire

VSB No. 90431

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Thomas R. Daly, Esq.

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*Co-Counsel for Plaintiff*



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



**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 without 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;

- 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 1<sup>st</sup> and end on Jun 30<sup>th</sup> 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  
Secretary of State  
Division of Corporations  
Delivered 10:59 AM 04/25/2023  
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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

EXHIBIT

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the whole number of said governing body of the corporation to wit: 71 out of 79 voting members.

Third: That said amendment was duly adopted by unanimous vote of the members in accordance with the provisions of Section 242 of the General Laws of State of Delaware.

**IN WITNESS WHEREOF**, said American Chiropractic Association, Inc. has caused this certificate to be signed this 9<sup>th</sup> day of February A.D. 2023.

By: Designated by:  
Karen Silberman  
SECRETARY  
\_\_\_\_\_  
Karen Silberman CAE, Corporate Secretary

**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)

**EXHIBIT**

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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)



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 23216-1197  
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3830  
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) [www.scc.virginia.gov/cik](http://www.scc.virginia.gov/cik)

EXHIBIT

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Hunter  
Subject:

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Tuesday, June 11, 2019 4:43 PM  
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190611 6551

Document Control No.:

6/12/19  
\$275  
190611 6551

Document Type:  
Company Name:  
Name Distinguishable?:

Articles of Incorporation (New Virginia Nonstock Corporation)  
Council on Nutrition of the American Chiropractic Association  
Yes / No  
Conflict ID \_\_\_\_\_

Requested Processing:  
Evidence Return:

Same Day  
Email

Submitted Date:  
Amount Paid to SCC:

06/11/2019 04:43 PM  
\$275.00

Contact Name:  
Firm Name:  
Address:  
City/State/Zip:  
Country:  
Phone:  
Email:

Bonnie Sealock  
Council on Nutrition of the American Chiropractic A  
6855 Browntown Road  
Front Royal, Virginia 22630  
United States of America  
(540) 635-8844  
admin@councilonnutrition.com

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

50  
25  
2.00  
275  
JBO, 6/13/19  
OK

Special Effective Date/Time  
INDUSTRY CODE: \_\_\_\_\_  
SEND COPY TO: \_\_\_\_\_

F12

0845380-5



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,

Karen Silberman, CAE  
ACA Executive Vice President

EXHIBIT