

Federation of Chiropractic Licensing Boards

BYLAWS



Current as of May 2017

ARTICLE I. NAME

The name of this organization is the Federation of Chiropractic Licensing Boards (also referred to as the "Federation" or "FCLB").

ARTICLE II. PURPOSE

The Federation is organized for charitable and educational purposes to provide programs and services that assist member chiropractic licensing boards to fulfill their statutory obligations to regulate the profession in the interest of public protection and for the purpose of lessening the burdens of government.

These programs and services shall include, but not be limited to, those that promote uniform standards among licensing boards, examination and testing services, and chiropractic educational programs leading to the Doctor of Chiropractic degree, postgraduate chiropractic education, diplomate and certification programs, and continuing education for relicensure purposes.

ARTICLE III. DEFINITIONS

Section 1. Federation or FCLB.

"Federation" or "FCLB" means the Federation of Chiropractic Licensing Boards.

Section 2. Chiropractic Licensing Board

"Chiropractic Licensing Board" means the governmental agency empowered to credential and regulate the practice of chiropractic within established jurisdictions, territories, or insular possessions of a sovereign country.

Section 3. Member Board.

"Member Board" means any Chiropractic Licensing Board that has met the requirements of membership and has been duly accepted into the Federation pursuant to these Bylaws.

Section 4. Fellow.

"Fellow" means any individual currently serving on a Member Board.

Section 5. Administrative Fellow.

"Administrative Fellow" means the individual who administers the Member Board, its chiropractic regulatory act and/or other activities of the Member Board, and is designated as such in writing by the Member Board in accordance with policies set by the Board of Directors.

Section 6. Honorary Fellow.

"Honorary Fellow" means an individual who has been a Fellow for three (3) or more years, is no longer serving on a Member Board, and who has submitted an application to the Federation requesting recognition as an Honorary Fellow.

Section 7. Delegate.

"Delegate" means an individual designated by a Member Board to serve as its representative to the Federation. This individual shall be a Fellow of the Member Board, or an Honorary Fellow who has served on that board in the preceding five (5) years, or the Member Board's Administrative Fellow. Delegates must be properly registered in writing in accordance with policies set by the Board of Directors.

Section 8. Alternate Delegate.

"Alternate Delegate" means an individual designated by a Member Board to serve as its representative to the Federation in the absence of the Delegate. This individual shall be a Fellow of the Member Board, or an Honorary Fellow who has served on that board in the preceding five (5) years, or the Member Board's Administrative Fellow. Alternate Delegates must be properly registered in writing in accordance with policies set by the Board of Directors.

Section 9. Delegate Assembly.

"Delegate Assembly" means the governing body that is comprised of the Member Boards.

Section 10. Professional Member.

"Professional Member" means a Fellow or Honorary Fellow who is a currently licensed doctor of chiropractic authorized by a Member Board to practice chiropractic in that jurisdiction.

Section 11. Public Member.

"Public Member" means a Fellow or Honorary Fellow who serves as the public member of a Member Board as defined under applicable state law.

Section 12. Quorum.

"Quorum" means the minimum number of members who must be present for the FCLB to legally transact business.

A. Annual or Special Meeting

For purposes of the Annual or Special Meeting of the Delegate Assembly, quorum means Delegates representing a majority of the Member Boards.

B. District Caucus

For purposes of the District Caucuses quorum means the number of Delegates in attendance at such District Caucus, irrespective of the number.

C. Board of Directors Meeting

For purposes of the Board of Directors Meetings, quorum means a majority of the Board of Directors.

Section 13. Board of Directors.

The "Board of Directors" means those members duly elected under Article V of these Bylaws.

Section 14. Officers.

"Officers" means those Officers duly elected under Article V of these Bylaws.

Section 15. District Directors.

"District Directors" mean those Board of Directors members duly elected under Article V of these Bylaws.

Section 16. Alternate District Directors.

"Alternate District Directors" mean those individuals duly elected under Article V of these Bylaws to serve in the absence of the District Director.

Section 17. Administrative Fellow Director.

"Administrative Fellow Director" means the Board of Directors member duly elected under Article V of these Bylaws.

Section 18. Board Chair.

"Board Chair" means the District Director duly elected by the Board of Directors under Article VII of these Bylaws.

Section 19. Executive Committee.

"Executive Committee" means the Immediate Past President, President, Vice President, Treasurer, and Board Chair.

Section 20. Notices.

All written notices and documents required by these Bylaws mean by postmarked mail or received by electronic means at the principle office of the Federation by the specified deadline.

ARTICLE IV. MEMBERSHIP

Section 1. Admittance to Membership.

A Chiropractic Licensing Board that meets the criteria for membership in these Bylaws may be admitted into the Federation as a Member Board and assigned to a District by majority vote of the Board of Directors.

Section 2. Rights and Privileges.

A Member Board that is current on its payment of membership dues shall be entitled to be represented by one voting Delegate and one Alternate Delegate, who shall be registered in accordance with policies established by the Board of Directors.

Section 3. Federation Districts.

A. Member Boards shall be divided into five (5) Federation Districts based on the following list:

District I	District II	District III	District IV	District V
<i>Canada</i>	<i>Canada</i>	<i>Canada</i>	<i>Australia</i>	<i>United States</i>
Alberta	Manitoba	New Brunswick	<i>Mexico</i>	Alabama
British Columbia	Ontario	Newfoundland/ Labrador	<i>New Zealand</i>	Arkansas
Saskatchewan	<i>United States</i>	Nova Scotia	<i>United States</i>	Florida
<i>United States</i>	Illinois	Prince Edw. Isl.	<i>Arizona</i>	Georgia
Alaska	Indiana	Quebec	California	Louisiana
Idaho	Iowa		Colorado	Mississippi
Montana	Kentucky	<i>United Kingdom</i>	Hawaii	North Carolina
Nebraska	Michigan	<i>United States</i>	Kansas	South Carolina
North Dakota	Minnesota	Connecticut	Nevada	Tennessee
Oregon	Missouri	Delaware	New Mexico	Virginia
South Dakota	Ohio	District of Columbia	Oklahoma	West Virginia
Washington	Wisconsin	Maine	Texas	<i>U.S. Territories</i>
Wyoming		Maryland	Utah	Puerto Rico
		Massachusetts	<i>U.S. Territories</i>	U.S. Virgin Islands
		New Hampshire	<i>Guam</i>	
		New Jersey		
		New York		
		Pennsylvania		
		Rhode Island		
		Vermont		

B. Chiropractic Licensing Boards duly admitted into Federation membership under Article IV shall be placed into a respective District and such admittance and placement into a District shall not constitute an amendment to these bylaws subject to Article XVI.

Section 4. Sanction or Termination of Membership of a Member Board

A. Grounds

The membership status of a Member Board may be sanctioned or terminated if it is determined to be in the best interest of the Federation.

B. Process

The Member Board shall be sanctioned or terminated by a recommendation from the Board of Directors followed by a two-thirds vote of the Delegates duly registered and present at an Annual or Special Meeting of the Delegate Assembly. Written notice of the sanction or termination to be considered and the cause for this action shall be sent to the Member Boards not less than sixty (60) days prior to the meeting. The Member Board in question shall have the opportunity to be heard at the meeting before a vote is taken on the sanction or termination.

C. Rights

After a vote for termination, all rights of the Member Board as provided in these Bylaws shall cease immediately.

Section 5. Reinstatement of Membership.

Upon reapplication and compliance with the conditions set forth in the sanction or termination of membership, reinstatement may be granted by a majority vote of the Board of Directors and by two-thirds vote of the Delegates duly registered and present at an Annual or Special Meeting of the Delegate Assembly. Written notice that reinstatement is to be considered shall be sent to the Member Boards not less than sixty (60) days prior to the Annual or Special Meeting.

Section 6. Sanction or Termination of a Fellow, Honorary Fellow, or Administrative Fellow.

A. Grounds

Failure to demonstrate proper conduct may serve as grounds for sanction or termination of an individual's status as a Fellow, Honorary Fellow, or Administrative Fellow. Grounds for sanction or termination may include, but not be limited to, any of the following:

1. Conviction, or similar judicial finding or plea, resulting from a criminal offense;
2. Disciplinary action taken against any professional license held by the individual;

3. Failure to exercise proper regard for the health, safety, or legal rights of another person; or
4. Fraud, deception, breach of confidentiality, or infraction of moral turpitude.

B. Process

Sanction or termination shall be by a recommendation by the Board of Directors followed by a two-thirds vote of the Delegates duly registered and present at an Annual or Special Meeting of the Delegate Assembly. Written notice of the sanction or termination to be considered and the cause for this action shall be sent to the Member Boards not less than sixty (60) days prior to the meeting. The individual in question shall have the opportunity to be heard at the meeting before a vote is taken on the sanction or termination.

C. Rights

Upon termination, all rights of the Fellow, Honorary Fellow or Administrative Fellow as provided in these Bylaws shall cease immediately.

Section 7. Reinstatement of a Fellow, Honorary Fellow, or Administrative Fellow.

Upon reapplication and compliance with the conditions set forth in the sanction or termination of membership, reinstatement may be granted by a majority vote of the Board of Directors and by two-thirds vote of the Delegates duly registered and present at an Annual or Special Meeting of the Delegate Assembly. Written notice that reinstatement is to be considered shall be sent to the Member Boards not less than sixty (60) days prior to the Annual or Special Meeting.

ARTICLE V. FEDERATION MEETINGS AND ELECTIONS

Section 1. Annual Meeting of the Delegate Assembly.

The Annual Meeting of the Delegate Assembly shall be held at such place and time as designated by the Board of Directors, provided that written notice is sent to Member Boards not less than sixty (60) days prior to such meeting.

Section 2. Special Meeting.

A Special Meeting of the Delegate Assembly can be called by the President at any time with the approval of a majority of the Board of Directors, provided that written notice and a proposed agenda is sent to Member Boards as soon as practical.

A Special Meeting of the Delegate Assembly can also be called by a majority of the Member Boards at any time, provided that written notice and a proposed agenda is sent to Member Boards

and the President via the Federation's principle office as soon as practical.

Section 3. District Caucus.

A District Caucus shall take place in conjunction with the Federation's Annual Meeting of the Delegate Assembly for the purpose of enabling each District to elect its District Director and Alternate District Director to the Board of Directors.

The newly-elected District Director and Alternate District Directors shall accede to their new positions upon the conclusion for the Annual Meeting of the Delegate Assembly.

Section 4. Minutes.

The Federation shall keep minutes of all Annual and Special Meetings of the Delegate Assembly and shall make these minutes available to the Member Boards.

Section 5. Other Meetings.

The Board of Directors may convene such other meetings as it deems necessary to carry out its purpose provided that these meetings are not used to conduct the legal business of the FCLB.

Section 6. Elections.

A. General Provisions

Available positions on the Board of Directors for Officers, the Administrative Fellow Director, and Nominating Committee shall be filled by election by majority vote of the Delegates duly registered and present at the Annual Meeting of the Delegate Assembly from candidates slated by the Nominating Committee or candidates nominated from the floor. These who are elected shall assume their positions at the close of the Annual Meeting of the Delegate Assembly.

In the event that no candidate for an elected position receives a majority of the votes cast on the first ballot, a run-off election shall be held between the two (2) candidates receiving the most votes cast on the first ballot.

B. Candidates for Officer, Administrative Fellow Director, Nominating Committee

The Nominating Committee shall consider only those candidates for Officers, the Administrative Fellow Director, or the Nominating Committee who shall submit to the Federation's principle office their intent to run for such position and curriculum vitae not less than sixty (60) days prior to the date of elections.

The office of Immediate Past President does not require election.

C. Candidates for District Director

Not less than thirty (30) days prior to the elections, the Federation shall distribute the intent to run and curriculum vitae of only those Candidates for District Director and Alternate District Director who submit to the Federation's principle office such documents not less than sixty (60) days prior to the date of District Caucus where the elections are to occur.

ARTICLE VI. DELEGATE PRIVILEGES AND RESPONSIBILITIES

Section 1. Duties and Responsibilities.

At the Annual Meeting of the Delegate Assembly, the Delegates shall provide direction to the Federation by consideration of such bylaw amendments and properly submitted resolutions that are expedient or desirable to fulfill and implement the stated purposes of the Federation.

Section 2. Privilege of the Floor.

Fellows, Honorary Fellows, Administrative Fellows, committee members, Board of Director members, and Delegates have the privilege of the floor during any meeting of the Delegate Assembly. At the discretion of the presiding officer, other attendees may be granted the privilege of the floor.

Section 3. Voting

Absentee voting and voting by proxy are not allowed.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Responsibilities of the Board of Directors.

The Board of Directors shall manage the affairs of the Federation including the establishment of an annual budget and the transaction of all business for and on behalf of the Federation. The Board of Directors shall carry out the legal resolutions, actions, or policies as authorized by the Delegates. The Board of Directors shall act for the Federation between Annual Meetings of the Delegate Assembly, and is authorized to interpret the bylaws and to develop appropriate policies to carry out the Bylaws and purposes of the Federation, and can authorize the Executive Committee of the Board of Directors to act on its behalf.

Following each Annual Meeting of the Delegate Assembly, the Board of Directors shall elect a Board Chair to serve a one-year term which includes presiding at the meetings of the Board of Directors and serving on the Executive Committee. The Board Chair must be one of the District Directors.

Section 2. Composition of the Board of Directors.

There shall be ten (10) members of the Board of Directors which include the Immediate Past President, President, Vice President, Treasurer (collectively referred to as Officers), one director from each of the five (5) Districts of the Federation, and the Administrative Fellow Director.

No member of the Board of Directors may simultaneously hold more than one position on the Board of Directors.

Section 3. Qualifications for Nomination and Election or Appointment.

A. Officers

1. President

At the time of nomination and election or appointment, the President shall be either a Fellow, an Honorary Fellow who has served as a member of a Member Board within the last five (5) years, or is currently serving on the Federation Board of Directors.

2. Vice President

At the time of nomination and election or appointment, the Vice President shall be either a Fellow, an Honorary Fellow who has served as a member of a Member Board within the last five (5) years, or is currently serving on the Federation Board of Directors.

3. Treasurer

At the time of nomination and election or appointment, the Treasurer shall be either a Fellow, or an Honorary Fellow who has served as a member of a Member Board within the last five (5) years, or is currently serving on the Federation Board of Directors.

B. District Directors

At the time of initial nomination and election or at the time of appointment, a District Director and Alternate District Director shall be either a Fellow, or an Honorary Fellow who has served as a member of a Member Board within the last five (5) years. A District Director and Alternate District Director shall each be a legal resident of a Member Board jurisdiction located within the Federation District the District Director and Alternate District Director represents.

C. Administrative Fellow Director

At the time of nomination and election or appointment, and throughout the term, the Administrative Fellow Director shall be an Administrative Fellow, it being the intention that upon loss of Administrative Fellow designation, a vacancy in the Federation Board of Directors shall immediately occur.

Section 4. Duties of Officers.

A. President

The President shall be the chief executive officer of the Federation. The President shall preside at all Annual and Special Meetings of the Delegate Assembly. The President shall appoint committees and representatives to other organizations subject to the requirements of these Bylaws and policies adopted by the Board of Directors. The President shall serve as an ex-officio, non-voting member of all committees except for the Nominating Committee.

B. Vice President

The Vice President shall fulfill the duties of the President in the absence of the President.

C. Treasurer

The Treasurer shall be custodian of all Federation funds and keep an accurate record of said funds and property. The Treasurer shall oversee the payment of all bills approved according to policies adopted by the Board of Directors. The Treasurer shall submit a written report of all Federation accounts during the Annual Meeting of the Delegate Assembly or when requested by the Board of Directors, and shall serve as chair of the Finance Committee.

D. Immediate Past President

The Immediate Past President shall provide information and continuity regarding Federation matters. The Immediate Past President shall Chair the Nominating Committee.

Section 5. Terms and Limitations.

The terms of the Board of Directors shall be as follows:

A. Officers

Officers shall serve one (1) two-year terms to be elected in odd numbered years. The Immediate Past President shall not be an elected position, but will automatically follow service as the President. No Officer may serve more than one (1) term in the same office.

B. District Directors

The term of the District Directors and Alternate District Directors shall be three (3) years. District Directors and Alternate District Directors shall be ineligible to serve more than two (2) consecutive terms.

C. Administrative Fellow Director

The term of the Administrative Fellow Directors shall be three (3) years. Administrative Fellow Directors shall be ineligible to serve more than two (2) consecutive terms.

D. Partial Terms

Serving a partial term in any position on the Board of Directors shall not be considered in calculating a term of service.

E. Conclusion of Service

All Members of the Board of Directors shall serve as specified in these Bylaws or until a successor is duly elected or appointed.

Section 6. Compensation.

Directors shall not receive compensation for their service, but shall be reimbursed for reasonable expenses incurred while carrying out their Federation responsibilities. Directors may be entitled to an honorarium in accordance with policies adopted by the Board of Directors.

Section 7. Vacancies.

A. Officers

In the event of a vacancy in the office of President, the Vice President shall immediately assume the position.

In the event of a vacancy in the office of Vice President, the President with the input and approval of the Board of Directors shall appoint one of the eligible Directors to fulfill the duties, but not the office, of the Vice President until the next Annual Meeting of the Delegate Assembly, where a successor shall be elected to fill the office until the next regularly scheduled election.

In the event of a vacancy in the office of Immediate Past President, the President with the input and approval of the Board of Directors shall appoint a preceding past president to serve, with the most recent past president given first preference.

In the event of a vacancy in the office of Treasurer, the President with the input and approval of the Board of Directors shall appoint a qualified individual to serve until the next Annual Meeting of the Delegate Assembly, where

a successor shall be elected to fill the office until the next regularly scheduled election

B. District Directors and Alternate District Directors

District Director vacancies shall be filled by the duly elected Alternate Director from that district, who shall serve until the next Annual Meeting of the Delegate Assembly, at which time a District Director shall be nominated and elected to complete the unexpired term.

A vacancy in the position of Alternate District Director shall not be filled until election by the District Delegates in conjunction with the next Annual Meeting of the Delegate Assembly, at which time an Alternate District Director shall be nominated and elected to complete the unexpired term.

If both the District Director and Alternate District Director positions are vacant, the President with the input and approval of the Board of Directors shall appoint a qualified individual from the District in which the vacancy occurs to serve as District Director until the next Annual Meeting of the Delegate Assembly at which time a District Director and Alternate District Director shall be nominated and elected to complete the unexpired term.

D. Administrative Fellow Director

A vacancy shall occur immediately if the Administrative Fellow Director fails to maintain employment with a Member Board during the term of service. The President with the input and approval of the Board of Directors shall appoint a qualified Administrative Fellow to serve until the next Annual Meeting of the Delegate Assembly at which time an Administrative Fellow Director shall be nominated and elected to fill the unexpired term.

Section 8. Removal.

A member of the Board of Directors may be removed prior to the end of his/her term when, in the judgment of the Board of Directors, the best interest of the Federation would be served, and in accordance with policies adopted by the Board of Directors. Removal shall require a two-thirds vote of the remaining members of the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS MEETINGS

Section 1. Regular Meetings of the Board of Directors.

The Board of Directors shall hold meetings from time to time as deemed necessary to carry out its responsibilities to the Member Boards, and in such format (in person or electronic) as may be determined by the Board of Directors.

Section 2. Special Meetings of the Board of Directors.

Special Meetings of the Board of Directors may be convened at the discretion of the President. A Special Meeting of the Board of Directors shall be convened by the President within thirty (30) days after having received a written request for such meeting from two-thirds of the members of the Board of Directors.

Section 3. Notice and Agenda.

Notice and proposed agenda for any regular meeting of the Board of Directors shall be given to the directors at least fifteen (15) days prior to the meeting. Notice and proposed agenda for special meetings shall be given as soon as practical before the special meeting.

Section 4. Executive Session.

The Board of Directors may meet in executive session in accordance with policies adopted by the Board of Directors.

Section 5. Minutes.

The Board of Directors shall keep minutes of its meetings, and shall make these minutes available to any Member Board.

ARTICLE IX. COMMITTEES

Section 1. Nominating Committee.

A. Composition and Appointment

There shall be six members of the Nominating Committee which shall include one representative from each of the five Federation Districts and also the Immediate Past President who shall serve as Chair. The five District members shall be elected by majority vote by the Delegates duly registered and present at the Annual Meeting of the Delegate Assembly. The term of the Nominating Committee members shall be for one (1) year.

B. Eligibility

At the time of nomination and election or appointment, Nominating Committee members shall be a Fellow or Administrative Fellow and shall have attended at least two (2) Annual Meetings. To be considered by the Nominating Committee, interested candidates must submit a letter of intent and curriculum vitae sixty (60) days prior to the Annual Meeting of the Delegate Assembly to be eligible to be slated. Candidates may also be nominated from the floor during the Annual Meeting. No one may serve more than three (3) consecutive terms on the Nominating Committee.

C. Duties

The Nominating Committee shall submit to the Member Boards at least thirty (30) days before the Annual Meeting

of the Delegate Assembly, a slate of those candidates it considers to be best suited for leadership in the open positions of the Officers and Administrative Fellow Director on the Board of Directors, as well as the Nominating Committee, in accordance with procedures approved by the Board of Directors.

D. Limitations and Vacancies

Individuals serving on the Nominating Committee or those who resign from this committee shall be ineligible to be slated or elected, but not appointed, to an Officer or Administrative Fellow Director position within their elected term. In the event of a vacancy on the Nominating Committee, the President with the input and approval of the Board of Directors shall appoint a qualified individual to serve until the next Annual Meeting of the Delegate Assembly.

Section 2. Finance Committee.

A. Composition and Appointment

There shall be three (3) members on the Finance Committee, one of whom shall be the Treasurer who shall serve as Chair. Finance Committee members shall be appointed by the President with the input and approval of the Board of Directors. The term of the Finance Committee members shall be one (1) year.

B. Duties

The Finance Committee shall advise the Board of Directors on issues related to the use of the Federation's assets to assure prudence and integrity of fiscal management and responsiveness to the needs of the Member Boards. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and review the annual audit.

C. Vacancies

In the event of a vacancy on the Finance Committee, the President with the input and approval of the Board of Directors shall appoint a qualified individual to serve.

Section 3. Bylaws and Resolutions Committee.

A. Composition and Appointment

There shall be at least five members on the Bylaws and Resolutions Committee, appointed by the President with the input and approval of the Board of Directors. The term of the Bylaws and Resolutions Committee members shall be one (1) year.

B. Duties

The Bylaws and Resolutions Committee may submit proposed amendments to the Bylaws and shall consider proposed amendments to the Bylaws submitted in accordance with these Bylaws, and shall consider all resolutions submitted in accordance with Federation policy. The Bylaws and Resolutions Committee shall make recommendations to the Annual Meeting of the Delegate Assembly regarding their adoption.

C. Vacancies

In the event of a vacancy on the Bylaws and Resolutions Committee, the President with the input and approval of the Board of Directors shall appoint a qualified individual to serve.

Section 4. Ad-Hoc Committees.

Ad-hoc committees may be established and appointed by the President as needed. The composition and tenure of committee members shall be determined by the President in accordance with policies adopted by the Board of Directors.

Section 5. Removal of Committee Members

With the exception of the Nominating Committee, appointed committee members may be removed prior to the end of his/her term when, in the judgment of the Board of Directors, the best interest of the Federation would be served. Removal shall require a majority vote of the Board of Directors.

ARTICLE X. REPRESENTATIVES AND APPOINTEES

Section 1. Representatives or Appointees to Other Organizations.

All representatives or appointees of the Federation to other organizations shall be appointed by the President with the input and approval of the Board of Directors.

Section 2. Appointees to the National Board of Chiropractic Examiners.

Appointees to the National Board of Chiropractic Examiners (NBCE) Board of Directors shall be appointed by the President with the input and approval of the Board of Directors and shall serve for a one (1) year term unless otherwise prohibited by the NBCE Bylaws. Such appointees shall be the Federation president and vice president unless either or both are unable to serve.

Section 3. Removal of Representatives or Appointees to other Organizations.

Any Federation representative or appointee to other organizations may be removed prior to the end of his/her term when in the judgment of the Board of Directors the best interest

of the Federation would be served. Removal shall require a majority vote of the Board of Directors.

ARTICLE XI. FINANCES

Section 1. Fiscal Year.

The fiscal year of the Federation shall be the calendar year.

Section 2. Financial Records.

The Federation shall keep financial records available for inspection by Member Boards at the principle office of the Federation. A report shall be given on the financial condition of the Federation at the Annual Meeting of the Delegate Assembly, and the annual budget shall be presented to the Delegates.

Section 3. Audit.

The Board of Directors shall ensure that an annual audit shall be undertaken by a qualified individual or firm approved by the Board of Directors. The annual financial statement of the Federation for the previous fiscal year shall be presented to the Delegates at the Annual Meeting of the Delegate Assembly.

Section 4. Contracts.

The Board of Directors may authorize any Officer or Officers, or the Executive Director, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Federation.

Section 5. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Federation shall be signed by such officer or officers, agent or agents of the Federation and in such manner as authorized by the Board of Directors.

Section 6. Deposits.

All funds of the Federation shall be deposited to the credit of the Federation in such bank, trust company, or other depository as the Board of Directors may direct, in accordance with policies adopted by the Board of Directors.

Section 7. Limitations of Expenditures.

The Federation is limited to expending its funds for only those purposes described in the Certificate of Incorporation and these Bylaws.

Section 8. Insurance.

At the discretion of the Board of Directors and in accordance with policies adopted by the Board of Directors, the Federation shall secure appropriate insurance.

Section 9. Dues.

A. Annual Dues

Each Member Board will be assessed annual dues for membership in the Federation.

B. Modification of Dues

All proposals for modification of annual dues for membership shall be submitted to the Annual Meeting of the Delegate Assembly for approval by a majority vote.

ARTICLE XII. ETHICAL CONDUCT AND CONFLICT OF INTEREST

Members of the Board of Directors, FCLB committee members, appointees, and employees shall abide by the Bylaws, rules, guidelines, policies and procedures duly adopted by the Federation and avoid engaging in activities which constitute or may be perceived as a conflict of interest with regard to Federation matters.

ARTICLE XIII. EXECUTIVE DIRECTOR AND PRINCIPLE OFFICE

Section 1. Executive Director.

The Board of Directors shall hire an Executive Director to serve as the administrative officer of the Federation, who shall be accountable to the Board of Directors.

Section 2. Principle Office.

The Board of Directors shall establish the location of its principle office.

ARTICLE XIV. INDEMNIFICATION AND QUALIFICATION

Section 1. Indemnification.

Subject to the limitations of this Article, the Federation shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Federation) by reason of the fact that such person is or was a committee member, and including the Board of Directors, or staff of the Federation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding only if such person acted in good faith and in a

manner reasonably believed to be in or not opposed to the best interest of the Federation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, condition or upon a plea of Nolo Contendere or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Federation and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. Qualification.

Any indemnification under this Article shall be made by the Federation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors consisting of members who are not parties to such action, suit or proceeding or, if such quorum is not attainable, a quorum of disinterested members.

ARTICLE XV. PARLIAMENTARY AUTHORITY

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

ARTICLE XVI. AMENDMENTS

Section 1. Amendment Proposals.

These Bylaws may be amended at any Annual Meeting of the Delegate Assembly. Any Member Board either directly or through its Delegate, or the Bylaws and Resolutions Committee, or the Board of Directors may propose Bylaws amendments. Proposed amendments to the Bylaws shall be in writing and received at the Federation office not less than ninety (90) days prior to the Annual Meeting of the Delegate Assembly. Such amendments shall be immediately forwarded to the Bylaws and Resolutions Committee for their recommendation, and then to the Delegates, Alternate Delegates, and all Member Boards not less than sixty (60) days prior to the Annual Meeting of the Delegate Assembly.

Section 2. Adoption.

Proposed amendments received in accordance with these Bylaws shall be presented at the Annual Meeting of the Delegate Assembly and must receive a two-thirds vote of the Delegates duly registered and present for adoption.

Section 3. Effective Date.

These Bylaws, and any other subsequent amendments thereto, shall become effective upon their adoption.

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The foregoing are the Bylaws of the Federation, as adopted in Hollywood, CA, May 8, 2009.

Amended - May 1, 2010 - Baltimore, Maryland

Amended - May 7, 2011 - Marco Island, Florida

Amended - May 5, 2012 - San Antonio, Texas

Amended - May 3, 2014 - Myrtle Beach, South Carolina

Amended - April 30, 2016 - Phoenix, Arizona

Amended - May 6, 2017 - Orlando, FL