CCE®

THE COUNCIL ON CHIROPRACTIC EDUCATION

BYLAWS

of

The Council on Chiropractic Education, Inc.®

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ARTICLE I - NAME

This corporation, a not-for-profit corporation under the laws of the State of Arizona, shall be known as The Council on Chiropractic Education, Inc. (hereinafter referred to as the "Corporation" or "CCE").

ARTICLE II – PURPOSE

CCE shall be operated as a qualified exempt organization exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended (the "Code"), or the corresponding section of any future United States internal revenue law.

ARTICLE III – OFFICES

The principal office of the Corporation in the State of Arizona shall be located in the City of Scottsdale, County of Maricopa. The Corporation may have other offices, either within or outside of the State of Arizona, as the Council, as defined, *infra,* may determine or as the affairs of the Corporation may require.

The Corporation shall maintain in the State of Arizona a registered office, and a registered agent whose office is identical with the registered office, as required by the Arizona Nonprofit Corporation Act. The registered office may be, but is not required to be, the principal office in the State of Arizona, and the address of the registered office may be changed from time to time by the Council.

ARTICLE IV – CORPORATE STRUCTURE

The general structure of the Corporation, which is hereinafter defined in detail, is as follows:

4.01 Membership

Membership shall be offered to Doctor of Chiropractic Degree programs ("DCPs") or solitary purpose chiropractic institutions that are accredited by CCE. For historical reasons, Palmer College of Chiropractic West shall be offered membership on the condition that their DCP maintains CCE accreditation and complies with all additional Membership Eligibility Requirements and Responsibilities as set forth in Section 5.03 of these *Bylaws*.

4.02 Council

The Council shall constitute the policy and decision-making body of the Corporation, and shall be responsible for all matters pertaining to the accreditation of DCPs or solitary purpose chiropractic institutions. For all purposes contemplated by Title 10, Chapters 24-40 of the Arizona Revised Statutes, the Council shall perform all the functions of a board of directors. Individuals who serve on the Council shall be known as Councilors and shall perform all the duties of directors.

ARTICLE V – MEMBERSHIP

5.01 Class of Members

CCE shall have only one class of members (hereinafter referred to as "Member" or "Members")

5.02 Selection of Member Representatives

Each Member shall designate an individual to represent that Member for all CCE purposes. If no individual is designated by the Member, CCE shall deem the Chief Administrative Officer of the Member DCP or the equivalent position at an institution housing a DCP, or a solitary purpose chiropractic institution as the representative. A DCP Chief Administrative Officer is defined as the individual having primary authority and responsibility for administration of the DCP, the institution housing the DCP, or the solitary purpose chiropractic institution.

5.03 Membership Eligibility Requirements and Responsibilities

The responsibilities of the Members are as follows:

(a) Maintain current CCE accreditation; and

(b) Uphold fiduciary responsibility to CCE including, but not limited to, the following:

(1) loyalty to act in the best interests of CCE by avoiding conflicts of interest with CCE and affirmatively disclosing all potential conflicts;

(2) refrain from using its status as a Member to obtain any pecuniary benefit;

(3) maintain a diverse representation on the Council when electing Category 1 Councilors;

(4) comply with all current and relevant accrediting agency recognition requirements, e.g., United States Department of Education and Council for Higher Education Accreditation;

(5) comply with the "Code of Good Practice" promulgated by the Association of Specialized and Professional Accreditors;

(6) uphold CCE independence from special interest groups;

(7) disseminate CCE publications and other relevant documents to appropriate constituents for review in order to remain fully advised of all corporate activities;

(8) strive to promote and enhance CCE's reputation and public image;

(9) support superior academic quality as the hallmark of chiropractic education;

(10) provide CCE with thoughtful and reasoned feedback; and

(11) satisfy in a timely fashion, all membership payment obligations, including reasonable accreditation fees, membership meeting expenses, and all other assessments duly established by the Council.

5.04 Voting Rights

Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The Membership shall vote on the following matters:

(a) Amendment of CCE *Articles of Incorporation*

(1) A two-thirds (2/3) vote of all Members and a two-thirds (2/3) vote of all Councilors is necessary in order to amend the *Articles of Incorporation* of CCE.

(b) Election of Category 1 & 2 Councilors

(1) A majority vote of all Members is required to select individuals that will serve as Category 1 & 2 Councilors.

(2) If within 60 days of distribution of the initial election ballots, the Members are unable to reach a majority decision on one or more of the Category 1 or Category 2 Councilor-nominees, those positions shall be filled by a majority vote of all Councilors.

5.05 Membership Status

The Council may, by a two-thirds (2/3) vote of all Councilors, recommend the termination or suspension of any Member. Membership status shall not affect accreditation status.

(a) Termination

The Council may recommend termination for cause, or if a Member has failed to discharge its responsibilities as set forth in Section 5.03 of these *Bylaws*, or if a Member has failed to satisfy its obligations to pay fees, dues, expenses, or other Council established assessments.

(b) Suspension

The Council may recommend suspension if a Member has failed to discharge its responsibilities as set forth in Section 5.03 of these *Bylaws*, or if a Member has failed to satisfy its obligations to pay fees, dues, expenses, or other Council established assessments.

If a Council recommendation to change a Member's status is made, that Member shall be provided notice of such recommendation. Thereafter, upon no fewer than ten (10) and no more than thirty (30) days from the date when the notice of the change in status recommendation is provided to the Member, there shall be an administrative hearing before a special meeting of the Council to determine the merit of the recommendation to change status. In the event that a two-thirds (2/3) vote of the Councilors present at the aforementioned hearing uphold the Council recommendation to change the Member's status, the Member shall be terminated or suspended.

Loss of CCE accreditation shall result in automatic termination of Membership only after final Council action.

5.06 Resignation of a Member

Any Member may resign by submitting a written resignation to the Council Chair. Resignation shall not relieve the Member of its obligation to pay any fees, dues, expenses, or other Council established assessments previously accrued, unpaid, or which relate to accreditation per student charge.

5.07 Reinstatement of Membership

Former Members may be reinstated by:

(a) submitting a reinstatement request to the Council Chair, signed by the former Member's Chief Administrative Officer or the equivalent position at the institution housing the former Member DCP, and setting forth the reasons why reinstatement is appropriate; and

(b) a two-thirds (2/3) vote of all Councilors.

Reinstatement may be conditioned upon any such terms as the Council deems appropriate.

5.08 Transfer of Membership

CCE Membership is non-transferable and non-assignable.

5.09 Member Meetings

Member meetings may be held on an as needed basis and for the purpose of transacting any business appropriate to the Membership as defined in these *Bylaws*. Such meetings may be conducted via telephone or video conference as long as all Members in attendance are able to fully participate. The Council Executive Committee members may attend and participate in such meetings; however, such Council Executive Committee members shall not be entitled to vote unless they also are designated as Member representatives.

5.10 Notice of Member Meetings

Written or printed notice stating the place, day and time of any Member meeting shall be delivered either personally, by United States mail, by electronic mail, or by facsimile to each Member representative entitled to vote at such meeting at his or her last known business address no fewer than ten (10) days and not more than fifty (50) days before the date of such meeting, by or at the direction of the Council Chair or the CCE President. The purposes for which the meeting shall be called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when it is deposited in the United States mail, postage thereon prepaid. Notice of such meetings also shall be sent to all Councilors.

Matters that may be considered at Member meetings shall be limited to those specified in the notice of the meeting. Matters that are not contained in a notice of the meeting may be considered only upon a

vote of two thirds (2/3) of all of the Member representatives present, in person, by proxy, or by telephone.

5.11 Action by Membership

Any action required by statute or by these *Bylaws* to be taken at a Member meeting may be taken without a meeting if a consent in writing, setting out the action so taken is signed by no fewer than two thirds (2/3) of the Member representatives entitled to vote with respect to the subject matter of the action, except votes as set forth in Section 5.14.

5.12 Quorum

A majority of the Member representatives entitled to vote at any meeting, including telephonic meetings, shall constitute a quorum. If a quorum is not present at any Member meeting, a majority of the Member representatives present may adjourn the meeting without further notice.

5.13 Proxies

At any Member meeting, Member representatives entitled to vote may vote by signed proxy executed in writing by the Member representative or by his or her authorized attorney-in-fact. No proxy shall be valid after 11 months following the date of execution, unless otherwise provided in the proxy. Any proxy intended to be used at a meeting, hearing, or other gathering of the Members shall be filed with the CCE President, who shall provide it to the presiding officer prior to the commencement of the meeting. At the meeting, the presiding officer shall announce the content of any proxy. All proxies shall be placed on file at the CCE office and attached to any minutes from the meeting(s) where used.

5.14 Voting By Mail

For any matter on which Members are entitled to vote, such votes may be conducted by mail in a manner that the Council shall determine, provided that all applicable statutory requirements for Member action by written ballot are satisfied.

ARTICLE VI – THE COUNCIL

6.01 General Powers and Duties

The Council shall serve as the policy and decision-making body of the CCE. In addition, the Council shall be responsible for all matters pertaining to the accreditation status of DCPs, institutions housing DCPs, or solitary purpose chiropractic institutions. For all purposes contemplated by Title 10, Chapters 24-40 of the Arizona Revised Statutes, the Council shall perform all the functions of a board of directors. Individuals who serve on the Council shall be known as Councilors and shall perform all the duties of directors.

(a) Authority

The Council is responsible for all accreditation decisions. Any appeals will be in accordance with CCE policies.

(b) Duties

The Council shall follow the process and apply the criteria, policies and procedures set forth in the *Standards* and such other documents as may be adopted by the Council from time to time. The Council, by a two-thirds (2/3) vote of all Councilors, shall decide upon revisions to the *Standards*.

(c) Self-Governance

The Council may adopt such other rules and procedures necessary to its orderly function, but such rules and procedures shall not be inconsistent with these *Bylaws*.

(d) Spokesperson

The Council Chair, or his or her designee, shall serve as the official spokesperson for the Council.

6.02 Composition of the Council

The Council shall be composed of no fewer than thirteen (13) and no more than eighteen (18) Councilors. Not more than two (2) Councilors may be from the same DCP, institution housing a DCP, or solitary purpose chiropractic institution, and not more than three (3) Councilors may be DCP Chief Administrative Officers or the equivalent position at an institution housing a DCP or a solitary purpose chiropractic institution at any given time. Councilors shall not serve in any official capacity as an officer, Board member or employee of any related, associated, or affiliated trade association or membership organization while serving as a Councilor. There shall be five (5) categories of Councilors.

(a) Category 1

Category 1 Councilors shall be seven (7) individuals who are full-time employees of the Member DCPs, institutions housing a DCP, or solitary purpose chiropractic institutions. Not more than two (2) of these individuals shall be DCP Chief Administrative Officers or the equivalent position at an institution housing a DCP or a solitary purpose chiropractic institution.

These individuals shall be full-time employees active in the instruction, research, service, and/or administrative components of chiropractic education at their respective DCPs, institutions housing a DCP, or solitary purpose chiropractic institutions.

(b) Category 2

Category 2 Councilors shall be two (2) doctors of chiropractic currently in practice, and not employed by or otherwise officially affiliated with a DCP, institution housing a DCP, or solitary purpose chiropractic institution in any of the following ways: full or part-time employment with a DCP, institution housing a DCP, or solitary purpose chiropractic institution; membership on the institution's governing Board; as an officer of the institution's or DCP's alumni association (or equivalent); as an officer of a foundation supporting chiropractic education at a single institution, a DCP, institution housing a DCP, or solitary purpose chiropractic institution; as a paid preceptor for a DCP, institution housing a DCP, or solitary purpose chiropractic institution; or serving as a paid consultant to a DCP, institution housing a DCP, or solitary purpose chiropractic institution within the past three years. Providing unpaid services for a DCP, institution housing a DCP, or solitary purpose chiropractic institution, such as occasional (guest) lectures or presentations shall not disqualify a nominee.

1) Category 2 Councilors must have a professional education in the sciences with at least a baccalaureate degree and a combined total of five (5) years of active full-time practice of chiropractic; or a total of ten (10) years of active full-time practice of chiropractic.

2) An individual graduating with a doctor of chiropractic degree after 1975 must be a graduate of a DCP, institution housing a DCP, solitary purpose chiropractic institution, or a chiropractic institution currently holding accredited status with CCE, or that held accredited status with CCE at the time the individual graduated.

3) Category 2 Councilors must have demonstrated a record of professional accomplishment or authorship.

(c) Category 3

Category 3 Councilors shall be three (3) public members who are none of the following: doctors of chiropractic; employees, Board members, owners, shareholders, or consultants in any educational program or institution housing a program currently accredited by CCE or applying for CCE accreditation; members of any related, associated, or affiliated trade association or membership organization; spouses, parents, children, or siblings of any of the above individuals; or persons who are neither doctors of chiropractic nor are or have been officially associated with any DCP, institution housing a DCP, or solitary purpose chiropractic institution within the past five (5) years.

(d) Category 4

Category 4 Councilors shall be three (3) individuals who are full-time employees of the Member DCPs, institutions housing a DCP, or solitary purpose chiropractic institutions. Not more than one (1) of these individuals shall be a DCP Chief Administrative Officer or the equivalent position at an institution housing a DCP or a solitary purpose chiropractic institution.

These individuals shall be full-time employees active in the instruction, research, service, and/or administrative components of chiropractic education at their respective DCPs, institutions housing a DCP, or solitary purpose chiropractic institutions.

(e) Category 5

Category 5 Councilors shall be three (3) doctors of chiropractic currently in practice, and not employed by or otherwise officially affiliated with a DCP, institution housing a DCP, or solitary purpose chiropractic institution in any of the following ways: full or part-time employment with a DCP, institution housing a DCP, or solitary purpose chiropractic institution; membership on the institution's governing Board; as an officer of the institution's or DCP's alumni association (or equivalent); as an officer of a foundation supporting chiropractic education at a single institution, a DCP, institution housing a DCP, or solitary purpose chiropractic institution; as a paid preceptor for a DCP, institution housing a DCP, or solitary purpose chiropractic institution; or serving as a paid consultant to a DCP, institution housing a DCP, or solitary purpose chiropractic institution within the past three years. Providing unpaid services for a DCP, institution housing a DCP, or solitary purpose chiropractic institution, such as occasional (guest) lectures or presentations shall not disqualify a nominee.

1) Category 5 Councilors must have a professional education in the sciences with at least a baccalaureate degree and a combined total of five (5) years of active full-time practice of chiropractic; or a total of ten (10) years of active full-time practice of chiropractic.

2) An individual graduating with a doctor of chiropractic degree after 1975 must be a graduate of a DCP, institution housing a DCP, solitary purpose chiropractic institution, or a chiropractic institution currently holding accredited status with CCE, or that held accredited status with CCE at the time the individual graduated.

3) Category 5 Councilors must have demonstrated a record of professional accomplishment or authorship.

6.03 Nomination and Election

(a) Councilors for each of the five (5) categories shall be elected from candidates provided by the Council Development Committee. Based on review of the nominees relative to applicable eligibility requirements, the Council Development Committee shall develop ballots of individuals submitted to the CCE Administrative Office by members of the chiropractic, academic and/or professional communities, and/or the public at large. There shall be no fewer than two (2) candidates for each position, except under circumstances of unopposed incumbent Councilors. Candidates may only be nominated in one (1) category.

(b) Councilors shall serve staggered three (3) year terms and may serve for three (3) terms. Councilors who fill an un-expired term of less than 50% of that term (less than 18 months), shall be eligible to serve the succeeding three (3) year term without re-election (provided that they meet all other eligibility requirements).

(c) As to the seven positions set forth in Category 1, Section 6.02(a) and the two positions set forth in Category 2, Section 6.02(b), election to the Council shall be by majority vote of all

Members. As to the remaining positions in Categories 3, 4 and 5, set forth in Section 6.02(c, d & e), election to the Council shall be by majority vote of all Councilors.

6.04 Council Terms

A full Council term shall be three (3) calendar years.

(a) Beginning and Ending of Term

New Councilors may be present and participate in all proceedings of the annual meeting of the Council during which the Councilor will become seated, and will become officially seated upon the adjournment of that annual meeting and the conclusion of the term of his or her predecessor. Participation at this initial meeting will be without voting authority unless the new Councilor is immediately filling an unexpired term of a former Councilor. The term will end with the adjournment at the annual meeting three (3) years hence, or at the conclusion of any unexpired term being filled.

(b) Resignation

A Councilor may resign from the Council by submitting a letter of resignation to the Council Chair. Upon the Council Chair's receipt of such letter of resignation, the position shall be automatically and immediately vacant on the effective date of resignation contained in the letter of resignation.

(c) Re-election

A Councilor, regardless of Category, may be re-elected to the Council for a maximum of three (3) terms of service, including any partial term that is equal to or exceeds 50% of a full term.

(d) Ineligibility

A Councilor no longer meeting the eligibility status for election to the Council in the Category to which he or she was elected shall cease to be a Councilor at the conclusion of the next regular meeting of the Council, or upon replacement by election, should the Council decide to replace that Councilor prior to the next regular meeting.

Councilors who have served three (3) terms, regardless of category, including partial terms equal to or exceeding 50% of a full term, are ineligible for re-election.

(e) Removal

The Council may, by a two-thirds (2/3) vote of all Councilors, recommend the removal of any Councilor. Councilors may be removed for cause or for failing to discharge their responsibilities as set forth in these *Bylaws*.

If a Council recommendation to remove a Councilor is made, that Councilor shall be provided notice of such recommendation. Thereafter, upon no fewer than ten (10) and no more than thirty (30) days from the date when the notice of removal recommendation is provided to the Councilor, there shall be an administrative hearing before a special meeting of the Council. In the event that said

Councilor is found, by a two-thirds (2/3) vote of the Councilors present at the aforementioned hearing, to have failed to discharge its responsibilities as set forth in these *Bylaws*, said Councilor shall be removed.

6.05 Conflicts of Interest

Councilors shall abide by CCE conflict of interest policies and shall not engage in activities that may result in a conflict of interest with their duties on the Council.

6.06 Conditions

All Councilors must:

(a) uphold the CCE *Bylaws*, *Standards*, *Policies of the Council on Chiropractic Education* (the "*Policies*"), and any other policies, standards, procedures, and guidelines as adopted;

(b) devote the time and energy necessary to Council activities; and

(c) agree not to represent oneself as a spokesperson of the CCE without the express authorization of the Council Chair.

6.07 Vacancies

Vacancies on the Council shall be filled according to the specified Council categories set forth in Section 6.02.

ARTICLE VII – GOVERNANCE

7.01 General Powers

(a) The business and affairs of the CCE shall be governed by the Council.

(b) All decisions regarding the accreditation status of DCPs, institutions housing DCPs, or solitary purpose chiropractic institutions shall be made by the Council.

(c) The Council, by a two-thirds (2/3) vote of all Councilors, shall decide revisions to the *Articles of Incorporation* (in conjunction with a two-thirds (2/3) vote of the Membership as set forth in Section 5.04(a) of these *Bylaws*), and the *Bylaws,* and may take such action at regularly scheduled or special meetings called for that purpose. Likewise, the Council by a two-thirds (2/3) vote of all Councilors shall decide revisions to the *Standards* and may take such action at regularly scheduled or special meetings called for that purpose. All other matters shall be decided by majority vote of all Councilors, including amendments to the *Policies*. All non-accreditation matters pertaining to education and to DCPs, institutions housing DCPs, or solitary purpose chiropractic institutions are the prerogative of the Council and shall be referred to the Council for appropriate deliberation.

7.02 Council Meetings

Annual meetings of the Council shall be held at such times and at such places as determined by the Council. Special meetings of the Council may be called by or at the request of the Council Chair, and also shall be called by the Council Chair upon the written request of a majority of the Council. Meetings may be held telephonically or by video conference, provided that all Councilors in attendance are able to fully participate. The time and place for any special meeting of the Council shall be fixed by the Council Chair. Other individuals may be asked to participate in Council meetings from time to time at the request of the majority of the Council or the Council Chair.

7.03 Notice of Meetings

Notice of all regular and special meetings of the Council shall be given by mail or by electronic mail, to each Councilor at his or her last known business/email address no fewer than ten (10) days prior to such meeting. The business to be transacted at any regular meeting shall be in accordance with the published agenda for semi-annual and/or annual meetings and any other business shall be specified in the notice. The nature of the business to be transacted or the purpose of any special meeting shall be specified in the notice. Matters that are not on a regular meeting agenda or contained in a notice of a regular meeting or in the notice of a special meeting may be considered only upon a two thirds (2/3) vote of all Councilors.

7.04 Quorum

Except as otherwise provided by statute, the *Articles of Incorporation*, or these *Bylaws*, a majority of the Councilors entitled to vote at any meeting, shall constitute a quorum. If a quorum is not present at any meeting, a majority of the Councilors present may adjourn the meeting without further notice.

7.05 Manner of Action

The action of the majority of the Councilors present at a meeting at which a quorum is present shall be the action of the Council, unless action by a greater number is required by statute, the *Articles of Incorporation*, or these *Bylaws*.

7.06 Conduct of Meetings

(a) The Council Chair, and in his or her absence, the Council Development Committee Chair, and in their absence, any Councilor chosen by the Councilors present, shall call meetings of the Council to order and shall act as Chair of the meeting.

(b) Meeting Conduct

The current edition of *Robert's Rules of Order* shall govern the conduct of meetings of the Council regarding all questions of procedure and parliamentary law not specified in these *Bylaws* and/or the *Articles of Incorporation*.

(c) Meeting Minutes

Following all Annual and Semi-Annual Council Meetings, the Council Chair and CCE Administrative Office compile draft minutes of the meeting and forward to the Council Executive Committee (CEC) for review. Following review by the CEC, the Council Chair approves the draft minutes and forwards to the CCE Administrative Office for preparation and final review/approval by the Council at the next regularly scheduled Council Meeting. The compilation and review of the draft minutes, absent exigent circumstances, will normally occur within thirty (30) days following said meeting. Following final approval of the minutes by the Council, the CCE Administrative Office will maintain the minutes on file in accordance with the CCE Administrative Office File and Records Management Plan.

7.07 Voting

Councilors shall each have one vote.

7.08 Proxies

At any Council meeting, Councilors are entitled to vote by signed proxy executed in writing by the Councilor or by his or her authorized attorney-in-fact. No proxy shall be valid after 11 months following the date of execution, unless otherwise provided in the proxy. Any proxy intended to be used at a meeting, hearing, or other gathering of the Council shall be filed with the CCE President, who shall provide it to the presiding officer prior to the commencement of the meeting. At the meeting, the presiding officer shall announce the content of any proxy. All proxies shall be placed on file at the CCE office and attached to any minutes from the meeting(s) where used.

7.09 Compensation

The Council, by affirmative vote of a majority of all Councilors, and irrespective of any personal interest of any of its members, may establish reasonable compensation for services as Councilors, officers or otherwise.

7.10 Consent to Action Without a Meeting

Any actions required or not prohibited by statute, the *Articles of Incorporation,* or these *Bylaws*, to be taken by the Council at a meeting or by resolution, may be taken without a meeting if a written consent for such action, setting forth the action to be taken, is signed by all Councilors.

7.11 Fiscal Year

The fiscal year of the Council shall be from September 1 to August 31 each year.

ARTICLE VIII – OFFICERS AND ADMINISTRATIVE STAFF

8.01 Officers

The Officers of the Corporation shall be the Council Chair, Council Development Committee Chair, Council Finance Committee Chair, and the CCE President.

8.02 Election and Term of Office

The Council Chair and voting members of the Council Executive Committee shall be elected annually for available offices by and from among the duly elected Councilors. The Council Chair and voting members of the Council Executive Committee shall be elected by a majority vote of Councilors present at any regular or special meeting. Each individual shall hold the position until his or her successor shall have been duly elected or until his or her death, resignation, or removal.

(a) Consecutive Terms

The Council Chair and the members of the Council Executive Committee may be elected to serve no more than three (3) consecutive one-year terms in the same position.

(b) Cessation of Term

When a member of the Council Executive Committee ceases to be a Councilor, his or her position on the Council Executive Committee automatically ceases as well. The Council shall fill the resultant vacancy in accordance with the provisions of these *Bylaws*.

8.03 Removal

Any person empowered by the Council to act on its behalf may be removed by a majority vote of all Councilors whenever, in the Council's judgment, CCE's best interests will be served thereby. However, such removal shall be without prejudice to the contract rights, if any, of the person so removed. Employment or appointment shall not, in and of itself, create contract rights. Any Officer may be removed for cause by a majority vote of all Councilors.

8.04 Vacancies

A vacancy in any Officer's position because of death, resignation, disqualification, or otherwise, shall be filled by the Council for the unexpired portion of the term. Temporary vacancies may be filled by appointment by the Council Chair until the next scheduled meeting of the Council.

8.05 Council Chair

The Council Chair shall be elected by a majority vote of Councilors present at any regular or special meeting. The Council Chair shall have authority, subject to the *Bylaws* and *Policies*, to appoint such persons to act on behalf of the Council as he or she shall deem necessary, to prescribe their powers, duties, and delegate authority to them, including members of committees (except those committee chair positions that comprise the Council Executive Committee), panels, task forces, or study groups. Such agents shall hold office at the discretion of the Council Chair.

In general, the Council Chair shall perform all duties incident to the office of Council Chair, including serving as an ex-officio member of all committees, panels, and task forces, with the exception of the Council Audit Committee, and except those of which he or she is a voting member, and such other duties as may be prescribed by the Council from time to time.

In the absence of the Council Chair, or in the event of his or her inability or refusal to act, or in the event for any reason it shall be impractical for the Council Chair to act personally, the Council Development Committee Chair shall perform the duties of the Council Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Council Chair.

The Council Chair, or his or her designee, shall be the official spokesperson for the Corporation.

8.06 CCE Administrative Office

The CCE Administrative Office shall consist of the CCE President and any administrative staff he or she deems necessary.

The President is the chief executive officer of the Council on Chiropractic Education (CCE) and reports directly to the Council Executive Committee (CEC). He/she is also an officer of the Corporation. The President provides strategic leadership and operational oversight in support of CCE's mission and goals. Policies approved by the Council are implemented by the President. In carrying out responsibilities, the President works closely and communicates regularly with the Council Chair, Council Executive Committee members and CCE Administrative Office personnel. The President serves as a non-voting member of the Council and may serve on all committees, panels, and task forces of the Council, with the exception of the Council Audit Committee.

The CCE President shall appoint, supervise, and/or terminate professional and support personnel as needed, reporting same to the Council; determine the qualifications, responsibilities, titles, salaries, reporting lines, and continuance and/or termination of all staff; and, evaluate all staff unless delegated to others. The CCE administrative staff shall provide necessary administrative, clerical and technical support to the Council and its Committees, under the direction of the CCE President, including providing notices of Committee meetings.

The CCE President shall lead the Council in developing, implementing and evaluating progress with the CCE strategic plan; monitor and, in collaboration with the Council, incorporate emerging issues into planning cycles; perform regular evaluations of the CCE office effectiveness, including analysis of the structure, culture, procedures, and effectiveness of both.

In addition, the CCE President shall be the liaison for the Council with governmental and regulatory agencies and the Council for Higher Education Accreditation, and shall also perform other duties as may be assigned by the Council Executive Committee in accordance with the mission of CCE. The CCE President shall represent the CCE at external meetings relevant to the CCE mission; communicate/coordinate with accredited programs and institutions, other accrediting agencies, government entities, licensing boards, CCE membership, councilors, and other key stakeholders as appropriate; serving as the official spokesperson for the CCE.

8.07 Council Standing Committees

(a) Council Executive Committee

(1) Composition

The Council Executive Committee shall consist of both voting and non-voting members. Voting members shall be the Council Chair; Council Development Committee Chair; Council Finance Committee Chair; Council Bylaws, Standards, and Policies Committee Chair; Council Site Team Academy Committee Chair; and the Councilor At Large. The non-voting member shall be the CCE President.

The current Council Chair also shall serve as Chair of the Council Executive Committee and carry out the policies and business affairs of the CCE.

(2) General Powers

The Council Executive Committee shall have and may exercise all the powers of the Council during the interim period between meetings of the Council, except that the Council Executive Committee shall not have the power to amend the CCE *Articles of Incorporation*, *Bylaws*, *Standards*, and/or *Policies*, or to make any membership or accreditation decisions. In matters other than employment, the Council Executive Committee shall not incur debt or enter into contracts in excess of $25,000 without the approval of the Council, except for contracts involving investment of CCE funds, in keeping with an approved investment policy. During the interim period between Council meetings, the Council Executive Committee may delegate certain powers to other Committees, Councilors or Officers.

(3) Duties

The Council Executive Committee shall prepare and approve the regular meeting agenda as well as the agenda for special meetings of the Council. The Council Executive Committee shall make recommendations to the Council on the annual budget, financing, dues, assessments, and outside funding. The Council Executive Committee shall also oversee the CCE investments, review the audit, and monitor and review staff organization and compensation. With the consent of the Council, the Council Executive Committee shall appoint the CCE President to serve as the Chief Executive Officer of the Corporation. Within parameters established by the Council, the Council Executive Committee shall evaluate the performance of and fix the compensation and other benefits of the CCE President, reporting same timely to the Council.

(4) Meetings

The Council Executive Committee shall meet at least semi-annually and at such other times as may become necessary. Meetings may be conducted via telephone or other means of communication, provided that all Council Executive Committee members in attendance are able to fully participate. Meetings of the Council Executive Committee may be called by the Council Chair or his or her designee, or at the request of fifty percent (50%) of the Council Executive Committee members who file a written request with the CCE President. Written notice shall be given no fewer than five (5) days prior to a meeting to each member of the Council Executive

Committee at the last known addresses shown on CCE records, except that written notice may be waived provided an emergency exists and each Council Executive Committee member is otherwise notified. A majority of the voting membership of the Council Executive Committee shall constitute a quorum.

(5) Reporting

The Council Executive Committee (CEC) shall report to the Council at each of the Council's regular meetings. Following all CEC Meetings, the Council Chair and CCE Administrative Office compile draft minutes of the meeting and forwards to the CEC members for review. Following review by the CEC, the Council Chair approves the minutes and forwards to the CCE Administrative Office for distribution to the Council at the next regularly scheduled Council Meeting. The compilation and review of the minutes, absent exigent circumstances, will normally occur within thirty (30) days following said meeting. Following final approval of the minutes by the Council Chair, the CCE Administrative Office maintains the minutes on file in accordance with the CCE Administrative Office File and Records Management Plans.

(b) Council Development Committee

(1) Composition and Term

The Council Development Committee shall consist of a Chair elected by a majority vote of Councilors present at any regular or special meeting as set forth in section 8.02, and no fewer than two (2) additional Councilors appointed by the Council Chair and confirmed by a majority of all Councilors present at any regular or special meeting.

Appointment and confirmation of those members of the Council Development Committee not serving as Council Development Committee Chair, shall take place annually. Individuals selected shall hold that position until his or her successor shall have been appointed or until his or her death, resignation, or removal, and may be appointed to serve no more than three (3) consecutive one-year terms in that position.

(2) Duties

The Council Development Committee shall be responsible for ongoing review and recommendations to enhance the quality of the CCE. The Council Development Committee shall, among other things:

a. determine eligibility of potential Councilor candidates based on nominees submitted to the CCE Administrative office by members of the chiropractic, academic, and/or professional communities, and/or the public at large, in accordance with the criteria set forth in Section 6.02;

b. encourage Council diversity and development;

c. assess Council effectiveness; and

d. nominate individuals for election to the Council, and for elected Chair positions of Council committees.

(3) Meetings

The Council Development Committee shall meet at least semi-annually and at such other times as may become necessary. Meetings may be conducted via telephone or other means of communication, provided that all Council Development Committee members in attendance are able to fully participate. Meetings of the Council Development Committee may be called by the Council Development Committee Chair or his or her designee, or at the request of fifty percent (50%) of the Council Development Committee members who file a written request with the CCE President. Written notice shall be given no fewer than five (5) days prior to a meeting to each member of the Council Development Committee at the last known addresses shown on CCE records, except that written notice may be waived provided an emergency exists and each Council Development Committee member is otherwise notified. A majority of the voting membership of the Council Development Committee shall constitute a quorum.

(4) Reporting

The Council Development Committee (CDC) shall report to the Council at each of the Council's regular meetings. Following all CDC Meetings, the Committee Chair and CCE Administrative Office compile draft minutes of the meeting and forward to the CDC for review. Following review by the CDC, the Committee Chair will approve the minutes and forward to the CCE Administrative Office for distribution to the Council at the next regularly scheduled Council Meeting. The compilation and review of the minutes, absent exigent circumstances, will normally occur within thirty (30) days following said meeting. Following final approval of the minutes by the Committee Chair, the CCE Administrative Office maintains the minutes on file in accordance with the CCE Administrative Office File and Records Management Plans.

(c) Council Finance Committee

(1) Composition and Term

The Council Finance Committee shall consist of a Chair elected by a majority vote of Councilors present at any regular or special meeting as set forth in section 8.02, and no fewer than two (2) additional Councilors appointed by the Council Chair and confirmed by a majority of all Councilors present at any regular or special meeting.

Appointment and confirmation of those members of the Council Finance Committee not serving as Council Finance Committee Chair, shall take place annually. Individuals selected shall hold that position until his or her successor shall have been appointed or until his or her death, resignation, or removal, and may be appointed to serve no more than three (3) consecutive one-year terms in that position.

(2) Duties

The Council Finance Committee shall be responsible for reviewing the annual operating and capital budgets, considering requests for funds from Council committees and task forces and

reporting the proposed requests with recommendations to the Council Executive Committee, and presenting financial reports to the Council.

a. Council Finance Committee Chair shall:

1. have charge and custody of, and be responsible for, all funds of the CCE;

2. review financial reports from the CCE President, who shall receive and give receipts for monies due and payable to the CCE from any source whatsoever and deposit all such monies in the name of the CCE in such bank, trust company, or the depositories as shall be selected by the Council;

3. in general, perform all duties incident to the office and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Council Chair or the Council; and

4. if required by the Council, give a bond for the faithful discharge of his or her duties and with surety or sureties as the Council shall determine, at the Corporation's expense.

(3) Meetings

The Council Finance Committee shall meet at least semi-annually and at such other times as may become necessary. Meetings may be conducted via telephone or other means of communication, provided that all Council Finance Committee members in attendance are able to fully participate. Meetings of the Council Finance Committee may be called by the Council Finance Committee Chair or his or her designee, or at the request of fifty percent (50%) of the Council Finance Committee members who file a written request with the CCE President. Written notice shall be given no fewer than five (5) days prior to a meeting to each member of the Council Finance Committee at the last known addresses shown on CCE records, except that written notice may be waived provided an emergency exists and each Council Finance Committee member is otherwise notified. A majority of the voting membership of the Council Finance Committee shall constitute a quorum.

(4) Reporting

The Council Finance Committee (CFC) shall report to the Council at each of the Council's regular meetings. Following all CFC Meetings, the Committee Chair and CCE Administrative Office compile draft minutes of the meeting and forward to the CFC members for review. Following review by the CFC, the Committee Chair approves the minutes and forwards to the CCE Administrative Office for distribution to the Council at the next regularly scheduled Council Meeting. The compilation and review of the minutes, absent exigent circumstances, will normally occur within thirty (30) days following said meeting. Following final approval of the minutes by the Committee Chair, the CCE Administrative Office maintains the minutes on file in accordance with the CCE Administrative Office File and Records Management Plans.

(d) Council Audit Committee

(1) Composition and Term

The Council Audit Committee shall consist of a Chair and no fewer than two (2) additional Councilors. All positions on the Council Audit Committee shall be appointed by the Council Chair and confirmed by a majority of all Councilors present at any regular or special meeting. At least one (1) Councilor serving on the Council Audit Committee must possess significant accounting or financial management expertise. Neither the Council Chair nor the CCE President shall serve as a member of the Council Audit Committee.

Appointment and confirmation of Council Audit Committee members shall take place annually. Individuals selected shall hold that position until his or her successor shall have been appointed or until his or her death, resignation, or removal, and may be appointed to serve no more than three (3) consecutive one-year terms in that position.

(2) Duties

The Council Audit Committee shall be responsible for reviewing and approving the audited financial materials, including comments from the independent auditor relating to the internal control system, addressing all compliance issues, evaluating and recommending to the Council the selection or re-appointment of the independent auditor, addressing conflict of interest issues with respect to a contract or financial transaction, and providing periodic reports to the Council.

(3) Meetings

The Council Audit Committee shall meet at least semi-annually and at such other times as may become necessary. Meetings may be conducted via telephone or other means of communication, provided that all Council Audit Committee members in attendance are able to fully participate. Meetings of the Council Audit Committee may be called by the Council Audit Committee Chair or his or her designee, or at the request of fifty percent (50%) of the Council Audit Committee members who file a written request with the CCE President. Written notice shall be given no fewer than five (5) days prior to a meeting to each member of the Council Audit Committee at the last known addresses shown on CCE records, except that written notice may be waived provided an emergency exists and each Council Audit Committee member is otherwise notified. A majority of the voting membership of the Council Audit Committee shall constitute a quorum.

(4) Reporting

The Council Audit Committee (CAC) shall report to the Council at each of the Council's regular meetings. Following all CAC Meetings, the Committee Chair and CCE Administrative Office compile draft minutes of the meeting and forwards to the CAC members for review. Following review by the CAC, the Committee Chair approves the minutes and forwards to the CCE Administrative Office for distribution to the Council at the next regularly scheduled Council Meeting. The compilation and review of the minutes, absent exigent circumstances, will normally occur within thirty (30) days following said meeting. Following final approval of the

minutes by the Committee Chair, the CCE Administrative Office maintains the minutes on file in accordance with the CCE Administrative Office File and Records Management Plans.

(e) Council Bylaws, Standards, and Policies Committee

(1) Composition and Term

The Council Bylaws, Standards, and Policies Committee shall consist of a Chair elected by a majority vote of Councilors present at any regular or special meeting as set forth in section 8.02, and no fewer than two (2) additional Councilors appointed by the Council Chair and confirmed by a majority of all Councilors present at any regular or special meeting.

Appointment and confirmation of those members of the Council Bylaws, Standards, and Policies Committee not serving as Council Bylaws, Standards, and Policies Committee Chair, shall take place annually. Individuals selected shall hold that position until his or her successor shall have been appointed or until his or her death, resignation, or removal, and may be appointed to serve no more than three (3) consecutive one-year terms in that position.

(2) Duties

The Council Bylaws, Standards, and Policies Committee shall be responsible for conducting ongoing evaluation of the Council's activities and such other duties as the Council Chair may direct.

The Council Bylaws, Standards, and Policies Committee, in addition to its other duties, shall:

a. review external accrediting requirements of the United States Department of Education criteria and the criteria or provisions of all other appropriate nationally recognized organizations to which CCE subscribes;

b. review and make recommendations regarding revisions to the accreditation process; and

c. review and make recommendations to the Council regarding *Bylaws*, *Standards,* and *Policies* revisions.

(3) Meetings

The Council Bylaws, Standards, and Policies Committee shall meet at least semi-annually and at such other times as may become necessary. Meetings may be conducted via telephone or other means of communication, provided that all Council Bylaws, Standards, and Policies Committee members in attendance are able to fully participate. Meetings of the Council Bylaws, Standards, and Policies Committee may be called by the Council Bylaws, Standards, and Policies Committee Chair or his or her designee, or at the request of fifty percent (50%) of the Council Bylaws, Standards, and Policies Committee members who file a written request with the CCE President. Written notice shall be given no fewer than five (5) days prior to a meeting to each member of the Council Bylaws, Standards, and Policies Committee at the last known addresses shown on CCE records, except that written notice may be waived provided an emergency exists and each

Council Bylaws, Standards, and Policies Committee member is otherwise notified. A majority of the voting membership of the Council Bylaws, Standards, and Policies Committee shall constitute a quorum.

(4) Reporting

The Council Bylaws, Standards, and Policies Committee (BSPC) shall report to the Council at each of the Council's regular meetings. Following all BSPC Meetings, the Committee Chair and CCE Administrative Office compile draft minutes of the meeting and forwards to the BSPC members for review. Following review by the BSPC, the Committee Chair approves the minutes and forwards to the CCE Administrative Office for distribution to the Council at the next regularly scheduled Council Meeting. The compilation and review of the minutes, absent exigent circumstances, will normally occur within thirty (30) days following said meeting. Following final approval of the minutes by the Committee Chair, the CCE Administrative Office maintains the minutes on file in accordance with the CCE Administrative Office File and Records Management Plans.

(f) Council Site Team Academy Committee

(1) Composition and Term

The Council Site Team Academy Committee shall consist of a Chair elected by a majority vote of Councilors present at any regular or special meeting as set forth in section 8.02, and no fewer than two (2) additional Councilors appointed by the Council Chair and confirmed by a majority of all Councilors present at any regular or special meeting.

Appointment and confirmation of those members of the Council Site Team Academy Committee not serving as Council Site Team Academy Committee Chair, shall take place annually. Individuals selected shall hold that position until his or her successor shall have been appointed or until his or her death, resignation, or removal, and may be appointed to serve no more than three (3) consecutive one-year terms in that position.

(2) Duties

The Council Site Team Academy Committee shall be responsible for the recruitment and training of members to serve on the Academy of Site Team Visitors (the “Academy”).

In addition to those duties incident to the position, the Council Site Team Academy Committee Chair shall recommend to the Council Chair team members from the current Academy roster to staff site teams.

(3) Meetings

The Council Site Team Academy Committee shall meet at least semi-annually and at such other times as may become necessary. Meetings may be conducted via telephone or other means of communication, provided that all Council Site Team Academy Committee members in attendance are able to fully participate. Meetings of the Council Site Team Academy Committee may be called by the Council Site Team Academy Committee Chair or his or her designee, or at

the request of fifty percent (50%) of the Council Site Team Academy Committee members who file a written request with the CCE President. Written notice shall be given no fewer than five (5) days prior to a meeting to each member of the Council Site Team Academy Committee at the last known addresses shown on CCE records, except that written notice may be waived provided an emergency exists and each Council Site Team Academy Committee member is otherwise notified. A majority of the voting membership of the Council Site Team Academy Committee shall constitute a quorum.

(4) Reporting

The Council Site Team Academy Committee (STAC) shall report to the Council at each of the Council's regular meetings. Following all STAC Meetings, the Committee Chair and CCE Administrative Office compile draft minutes of the meeting and forwards to the STAC members for review. Following review by the STAC, the Committee Chair approves the minutes and forwards to the CCE Administrative Office for distribution to the Council at the next regularly scheduled Council Meeting. The compilation and review of the minutes, absent exigent circumstances, will normally occur within thirty (30) days following said meeting. Following final approval of the minutes by the Committee Chair, the CCE Administrative Office maintains the minutes on file in accordance with the CCE Administrative Office File and Records Management Plans.

(g) The Council Chair may establish and appoint members to any other non-standing Committee, task force, panel, or study group on an *ad hoc* basis as he or she may deem appropriate.

8.08 Councilor At Large

A Councilor At Large shall be elected by a majority vote of Councilors present at any regular or special meeting and shall serve as a voting member of the Council Executive Committee as set forth in section 8.02. Only individuals serving on the Council are eligible for the Councilor At Large position. In addition to serving as a voting member of the Council Executive Committee, the Councilor At Large shall perform those duties assigned by the Council Chair as he or she may deem appropriate.

8.09 Failure to Achieve Majority Vote

If a vote to elect the Council Chair or a Council Committee Chair fails to achieve a majority of votes, another vote shall be conducted. Should there be a tie between or among the candidates, another vote among such candidates shall be conducted. If after four votes, a tie remains among the narrowed field of candidates, the acting Council Chair shall consider the qualifications of each of the candidates and fill that vacancy.

ARTICLE IX – FINANCES

9.01 Dues

Annual dues and assessments may be set by the Council for Members or other entities as necessary. The Council may determine such penalties as it deems appropriate for non-payment.

9.02 Contracts

The Council may authorize any Councilor or Councilors, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the CCE, and any such authorization may be general or confined to specific instances. In the absence of other designation, all such authorized contracts and instruments shall be executed in the name of the CCE by the Council Chair or one of the other Councilors, and when so executed, no other party to such instrument or contract, or any third-party, shall be required to make any inquiry into the authority of the signing Councilor or Councilors. All such instruments must be in conformity with the provisions of these *Bylaws* and the *Policies*.

9.03 Loans

No indebtedness shall be incurred on behalf of the CCE and no evidences of such indebtedness shall be issued in its name unless authorized by, or under the authority of, a resolution of the Council. Such authorization may be general or confined to specific instances.

9.04 Checks, Drafts and Other Financial Instruments

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the CCE, shall be signed by such Councilor or Councilors, agent or agents, of the Council and in such manner as shall, from time to time be determined by or under the authority of a resolution of the Council.

9.05 Deposits

All funds of the CCE not otherwise employed shall be deposited to the credit of the CCE in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Council.

9.06 Related Parties

No loans are to be made to related parties.

9.07 Acquisition or Sale of Property

The Council Chair, together with the Council Finance Committee Chair, are authorized and empowered to purchase or otherwise acquire in any manner, and to sell, exchange, assign, pledge, hypothecate, or otherwise dispose of any and all shares of stock, bonds, or securities, or any other property, real or personal, or interest therein, owned or held by the Corporation at any time, including, without limitation, certificates for stock and warrants or rights which entitle the holder thereof to subscribe for

shares of stock; and to make and execute to the transferee or pledgee, on behalf of and in the name of the Corporation, any assignment of bonds or stock certificates representing any rights to subscribe for shares of stock; and to make and execute, on behalf of and in the name of the Corporation, any and all instruments for the purpose of acquiring, or exercising or disposing of any rights of the Corporation as the holder of any security or property or interest therein; and no person acting in reliance on any instrument made or other action taken by such officers shall be bound to inquire into the authority of such officers to execute any such instrument or to effectuate any such transaction.

The Council by a two-thirds (2/3) vote shall approve all transactions exceeding a value of $5,000.

9.08 Voting Securities

Shares of stock or other voting securities standing in the name of the Corporation may be voted by the Council Chair or any other Councilor or proxy appointed by the Council Chair.

9.09 Prohibited Actions

The Corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the United States Internal Revenue Code of 1986 as amended (the "Code"). Furthermore, the Corporation will not:

(a) engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(b) retain any excess business holdings as defined in Section 4943(c) of the Code;

(c) make any investments in a manner that would subject it to tax under Section 4944 of the Code, or

(d) make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE X – AMENDMENTS

These *Bylaws* may be altered, amended, or repealed, and new *Bylaws* may be adopted by a two-thirds (2/3) vote of all Councilors provided, however, that the notice requirements of Section 7.03 have been met.

ARTICLE XI – INDEMNIFICATION

CCE shall indemnify the following individuals against any judgment, costs or expenses that may be imposed on or reasonably incurred by such person in connection with any claim, action, suit or proceeding made or instituted in which such person may be involved by reason of such person having served in that capacity:

(a) any past or present Officer, agent, representative, Councilor, Committee Member, Member representative, Site Team Member, or CCE employee; and

(b) any past Director, Commissioner, Officer, Committee Member, Member representative, Site Team Member, or CCE employee.

This agreement of indemnification by the CCE shall be binding upon the CCE, its successors and assigns, and shall inure to the benefit of the heirs, executors and administrators of any such Council Chair, Councilor, Member or employee of the Council that may be entitled as a matter of law.

The indemnification herein above provided for, shall in no event be applicable in any case in which such individual shall be finally adjudged in any such action, suit or proceeding to be liable because he or she had acted fraudulently or in bad faith.

ARTICLE XII – DISSOLUTION

12.01 Events Causing Dissolution

Either of the following events shall cause the dissolution of the Corporation:

(a) If all of the Councilors die or are otherwise unable to act as Councilor without the appointment of successor Councilors; or

(b) Any other event deemed sufficient by the Councilors.

12.02 Distribution Upon Dissolution

Upon dissolution of the Corporation, the Corporation's net assets, after paying or making provisions for the payment of the Corporation's liabilities, if any, shall be distributed to such corporation(s), association(s), fund(s), and /or foundation(s) as are designated by the Council or the Corporation and in such proportions as are determined by said Council, subject to any order of court as provided by law, for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code. If the Council fails to make such a designation, either irrevocably or otherwise, with respect to assets that become distributable hereunder, such assets shall be distributed to such other organization(s) as shall

best serve the purposes of the Corporation and qualify under Sections 501(a)(1) and 501(c)(3) of the Code.

ARTICLE XIII – MISCELLANEOUS

13.01 Corporate Seal

The Corporation shall have no seal.

13.02 Headings

The headings in these *Bylaws* are intended for convenience only and should not affect the meaning or interpretation thereof.

13.03 Interpretation

In interpreting these *Bylaws*, whenever the context so requires, the singular shall include the plural and the plural shall include the singular, and any gender shall include all genders.