

**BY-LAWS**  
**OF**  
**GONSTEAD CLINICAL STUDIES SOCIETY, INC.**

The Purpose of the GCSS is

1. To propagate and advance the Gonstead Technique
2. To improve the technical and diagnostic skills of chiropractors.
3. To aid the Chiropractic Colleges and students in the use and teaching of the Gonstead Technique.
4. To aid in the promotion of chiropractic and fellowship among Doctors of Chiropractic.
5. To aid in the funding for research and/or the execution of same to establish scientific data.

ARTICLE I OFFICES

Section 1.01. Principal and Business Offices. The corporation will maintain its principal office within the County of Dane, State of Wisconsin. The corporation may have such other offices within or without the State of Wisconsin as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 1.02. Registered Office. The registered office of the corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed, from time to time, by the Board of Directors. The business office of the registered agent of the corporation shall be identical to such registered office.

Section 1.03. Registered Agent. The registered agent of the corporation shall be such person or corporation as shall, from time to time, be designated by the Board of Directors.

ARTICLE II MEMBERS

Section 2.01. Classes of Members. The corporation shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- a) Student Membership. Open to all persons currently registered in a

Chiropractic College. Student members shall not have voting privileges.

b) General Membership. Open to any Doctor of Chiropractic who has attended at least one Gonstead Seminar of Chiropractic. General members shall have voting privileges.

c) Diplomate Membership Open to those persons meeting the stipulations for General Membership and the qualifications set forth, and approved by the Board of Directors.

d) Fellow of Gonstead Clinical Studies. Open to Diplomate with not less than 595 approved hours in the study of Gonstead Chiropractic and elected to the College of Fellows by the College of Fellows and approved by the Board of Directors.

e) Associate Member. Open to chiropractors that are retired or no longer practicing. Associate members shall not have voting privileges.

f) Lay Member. Open to all persons not attending a chiropractic college or not licensed as a doctor of chiropractic. Lay members shall not have voting privileges.

Section 2.02 Membership Dues. The Board of Directors may determine, from time to time, the amount of annual dues and the amount of an initiation fee, if any, payable to the corporation by members of each class.

Dues shall be payable in advance of the first day of April of each year. Dues shall not be prorated for partial year memberships.

Section 2.03. Termination of Membership The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at the regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period in excess of six months.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid

Section 2.05. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 2.06. Transfer of Membership. Membership in this corporation

is not transferable or assignable.

Section 2.07. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an assistant secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership in the appropriate class shall be issued in his/her name and delivered to him/her by the Secretary.

### ARTICLE III MEETINGS OF MEMBERS

Section 3.01. Annual Meeting. An annual membership meeting shall be held for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. The annual meeting shall be held at the registered office of the corporation in Mt. Horeb, Wisconsin, except as the Directors, by majority vote, may otherwise direct.

Section 3.02. Special Meetings. Special meetings may be called by the President, the Board of Directors, or by not less than one-tenth of the members having voting privileges.

Section 3.03. Notice of Meetings. Written notice of the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 10 or more than 50 days before the date of such meeting, by or at the direction of the President, Secretary, or the officers or persons calling the meeting. The purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 3.04. Quorum. The presence of 25% of the members eligible to vote shall constitute a quorum at any duly noticed meeting of the members. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting, from time to time, without further notice.

Section 3.05. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 3.06. Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of

Directors shall determine.

#### ARTICLE IV BOARD OF DIRECTORS

Section 4.01. General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be sixteen (16). All directors shall be members of the corporation.

Section 4.02. Election. The Board of Directors shall appoint three (3) of its members as a nominating committee each year to present a list of candidates for election to fill vacancies on the Board. The general membership shall have the responsibility of electing new members from the list of nominees. The election shall be held at the annual general membership meeting. A majority of all votes cast shall be necessary to elect directors.

Section 4.03. Annual Meeting. A regular annual meeting of the Board of Directors shall be held once each calendar year the same date as the annual meeting of the members.

Section 4.04. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of the President, Vice President in the President's absence, or any four (4) directors. The President or Vice President calling any special meeting of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of the meeting shall be the principal office of the corporation in Mt. Horeb, Wisconsin.

Section 4.05. Notice; Waiver Notice of each meeting of the board of Directors shall be given by telephone, by written notice delivered personally or mailed or given by telegram to each director at his/her business address or at such other address as such director shall have designated in writing filed with the corporation, in each case not less than five (5) days prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Whenever any notice, whatever, is required to be given to any director of the corporation under the articles of incorporation or by-laws or any provision of the law, a waiver thereof in writing, signed by any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.06. Quorum. Except as otherwise provided by law or these by-laws seven (7) directors or 50% of the existing Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors

present (though less than such quorum) may adjourn the meeting, from time to time, without further notice.

Section 4.07. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the articles of incorporation or these by-laws.

Section 4.08. Conduct of Meetings. The President, and in his/her absence, a Vice President, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chair of the meeting. The presiding officer may appoint any director or other person present to act as Secretary of the meeting. Questions of order will be referred to Robert's Rules of Order.

Section 4.09. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual meeting by an eligible member, upon the affirmative vote of a majority of the directors at any meeting of the Board of Directors at which a quorum is present; provided, that in case of a vacancy created by the removal of a director by vote of the Directors, the Directors shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

Section 4.10. Compensation. The Board of Directors shall not be paid any compensation for their services to the corporation, other than reimbursement for their reasonable and necessary expenses incurred in serving the corporation, according to such regulation as the Board shall specify. The Board of Directors shall have authority to provide for or to delegate authority to an appropriate committee to provide for Board Liability Insurance.

Section 4.11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof of which he/she is a member, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who vetoed in favor of such action.

Section 4.12. Committees. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the Directors at any meeting at which a quorum is present, may designate one or more committees, each committee to consist of three or more directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action in respect to election of the principal officers or the filling of vacancies in committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the chairman of such meeting. Each such committee shall fix its

own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 4.13. Unanimous Consent Without Meeting. Any action, required or permitted by the articles of incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

## ARTICLE V OFFICERS AND DIRECTORS

Section 5.01. Name, Election and Term. The Board of Directors shall consist of the President, Vice President, Secretary-Treasurer, immediate past President, and twelve (12) Gonstead Diplomates or Gonstead Fellows that are nominated by a nominating committee which is appointed by the President, approved by the Board of Directors and elected at the convention assembled. The officers and Board of Directors take office at the close of the semi-annual meeting (convention assembled). Six (6) officers and Board of Directors shall serve a two year terms and six (6) shall serve three year terms. Officers, except the Secretary-Treasurer may only serve one two year term consecutively. The Board of Directors may be re-elected for additional terms not to exceed three terms consecutively.

Section 5.02. Removal. Any officer or agent may be removed from office by the affirmative vote of a majority of the Board of Directors present at a meeting of the Board of Directors called for that purpose, at which a majority of the Board of Directors is present, whenever in their judgement, the best interest of the corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 5.03. Vacancies. A vacancy in any general office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term, by the vote of the majority at any meeting of the Board of Directors at which a quorum is present.

Section 5.04. The President. The President shall be the principal operating officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the day to day business and affairs of the corporation.

Section 5.05. The Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impractical for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties and have such authority as, from time to time, may be delegated or assigned to him/her by the President, or by the Board of Directors. The execution of any instrument of the corporation by any vice President shall be conclusive evidence, as third parties, of his/her authority to act in the stead of the President.

Section 5.06. The Secretary. The Secretary shall: (a) Keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) Be custodian of the corporate records; (d) Keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) In general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as, from time to time, may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 5.07. The Treasurer. The Treasurer shall in general perform all the duties incident to the office of Treasurer and have such other duties and exercise such other authority as, from time to time, may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 5.08. Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his/her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

## ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or any Vice President, and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 6.02. The Conveyance of Real Estate. The President or any Vice President shall have the authority to sell, lease, exchange, mortgage, pledge or otherwise convey or dispose of all or any part of the real property, fixtures, improvements or chattels real of this corporation, by instruments duly executed according to law and attested by the Secretary, the Treasurer, or any assistant Secretary or Assistant Treasurer, and in such case authorization or consent of the members or Directors shall be required.

Section 6.03. The Use of Corporate Trustee. The Board of Directors may authorize the deposit of all or any portion of the assets of the corporation with a corporate

trustee under such custodial or trust arrangements as the Board shall deem necessary or desirable, provided that such corporate trustee shall be a bank having trust powers, organized under the laws of the United States or any state thereof, or a trust company organized under the laws of the United States or any state thereof.

Section 6.04. Loans. No indebtedness of borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 6.05. Checks, Drafts, etc.. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall, from time to time, be determined by or under the authority of a resolution of the Board of Directors.

Section 6.06. Deposits. All funds of the corporation not otherwise employed shall be deposited, from time to time, to the credit of the corporation in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 6.07. Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors (a) any shares or other securities issued by any other corporation and owned or controlled by this corporation may be voted at any meeting of security holders of such other corporation by the President if he/she be present, or in his/her absence by any Vice President who may be present, and (b) whenever, in the judgement of the President or, in his/her absence a Vice President, it is desirable for this corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this corporation, such proxy or consent shall be executed in the name of this corporation by the President or any Vice President of this corporation, without necessity of any authorization by the Board of Directors or countersignature or attestation by another officer. Any person, or persons, designated in the manner above stated as a proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this corporation the same as such shares or other securities might be voted by this corporation.

## ARTICLE VII SEAL

The corporation shall have no corporate seal.

## ARTICLE VIII INDEMNIFICATION



Section 8.01 This corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suite or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 8.02. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duties to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses to the extent that the court shall deem proper.

Section 8.03. Any indemnification under section 8.01 or 8.02, unless ordered by a court, shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in section 8.01 or section 8.02, as the case may be. Such determination shall be made: (a) By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suite or proceeding; or (b) if such quorum is not obtainable, or, even if obtainable quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 8.04 Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suite, or proceeding may be paid by the corporation in advance of the final disposition of such action, suite or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in the manner provided in section 8.03. Any such advancement should be made only upon a determination, made in the

manner provided in section 8.03, that the director or officer is likely to meet the requisite standard of conduct set forth in section 8.01 or section 8.02, as the case may be.

Section 8.05 Indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such a person.

## ARTICLE IX AMENDMENTS

SECTION 9.01 By Directors. These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors by affirmative vote of a majority of directors present at either the regular annual meeting, or at a meeting of the Board of Directors called for that purpose at which a majority of the Board of Directors is present and ratified by the convention assembled at the annual membership meeting.

Section 9.02 Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the by-laws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized and ratified by the convention assembled at the annual membership meeting.

## ARTICLE X DISSOLUTION

Section 10.01 In the event of dissolution of the corporation, the assets of the corporation shall be distributed as provided in the articles of incorporation.

## ARTICLE XI FISCAL YEAR

Section 11.01. The fiscal year of the corporation shall be April 1 to March 31.