



Bylaws of The  
Chicago National College of Naprapathy Inc I & II  
Effective Date: March 14, 2003

ARTICLE I

Section 1. To establish and maintain a school at Chicago, Illinois for the instruction of students in the science and art of naprapathy.

Section 2. To provide a teaching faculty for this school which shall be both free and responsible in the discovery and dissemination of knowledge relative to the treatment of human ailments by Naprapathic means.

Section 3. To provide equal educational opportunities in this highly specialized field to all persons regardless of sex, race, color, creed, religion, age, marital status, sexual orientation, disability or national origin.

Section 4. The purposes of the Corporations as stated in their Certificates of Incorporation are to teach naprapathy.

Section 5. To offer postgraduate and continuing education instruction in the science and art of naprapathy.

ARTICLE II

Offices

The Chicago National College of Naprapathy and the Chicago National College of Naprapathy II (hereinafter Corporations) shall have and continuously maintain in the State of Illinois a registered office which at present is located at 3330 North Milwaukee Avenue, Chicago, Illinois 60641, and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Joint Board of Directors of the Corporations may from time to time determine.



## ARTICLE III

## Corporate Membership

Section 1. All active members in good standing of the following Naprapathic organizations will constitute the membership of the Corporations.

American Naprapathic Association

Illinois Naprapathic Association

Section 2. All members of the faculty of the Chicago National College of Naprapathy who are not members of the Naprapathic organizations specified in Section 1 of this Article but who are elected to membership by the Joint Board of Directors.

Section 3. All individuals who are not members of any Naprapathic organization but who are elected to membership by the Joint Board of Directors.

## ARTICLE IV

## Board of Directors

## Section 1. General Powers

The affairs of the Corporations shall be governed by the Joint Board of Directors.

## Section 2. Number

The Joint Board of Directors shall consist of the 13 members, including the Chairman of the Joint Board of Directors (hereinafter Chairman of the Board), duly appointed in accordance with the Settlement Agreement among Chicago National College of Naprapathy, Chicago National College of Naprapathy II, American Naprapathic Association, Save Protect and Advance Naprapathy, Naprapathic Affiliated Security Corp., The National College of Chiropractic, et. al., dated March 11, 1992.

## Section 3. Election and Term of Office of Directors

The initial term of office shall be for a term of five years for five of the Directors and six years for six of the Directors, and until a new director has been named and qualified to replace that member of the Joint Board of Directors. The members of the Joint Board of Directors shall vote to elect Directors to replace the Directors whose terms have expired. At such elections, each Director shall be elected for a term of two years.



#### Section 4. Regular meetings

An Annual Meeting of the Joint Board of Directors shall be held beginning in 1993 with 15 days notice, in the month of September at a date and time as specified by the Chairman of the Board, in the offices of the College. The Joint Board of Directors shall provide by resolution the time and place either within or without the State of Illinois for the holding of regular meetings of the Board without other notice than such resolution.

#### Section 5. Special Meetings

Special Meetings of the Joint Board of Directors may be called by or at the request of the Chairman of the Board or any five Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois as the place for the holding of any special meeting of the Joint Board of Directors called by them.

#### Section 6. Notice

Notice of any special meeting of the Joint Board of Directors shall be given at least five days previously thereto by written notice delivered personally or by telephone or sent by mail or telegram to each Director at his address as shown by the records of the Corporations. If called, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the address of record 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. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

#### Section 7. Quorum

A majority of the Joint Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.



#### Section 8. Manner of acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Joint Board of Directors except where otherwise provided by law or by these Bylaws.

### ARTICLE V

#### Officers of the Corporations

##### Section 1. Officers

The officers of the Corporations shall be the Chairman of the Board, Vice Chairman, Chief Executive Officer, President, Chief Financial Officer, Treasurer and Secretary and such other officers as may be elected in accordance with the provision of this Article. The Joint Board of Directors may appoint such other officers, including one or more assistant secretaries, one or more assistant treasurers, and a sergeant at arms, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Joint Board of Directors. Not more than two offices may be held by the same person.

##### Section 2. Election and Term of Office

The officers of the Corporations shall be elected at the meeting at which the Directors are elected, by the Joint Board of Directors for a term of two (2) years, the Chairman of the Board (Chairman of the college is the same person), Chief Executive Officer, Chief Financial Officer and Treasurer to be elected in years alternating with the Vice Chairman, Secretary and President. Vacancies may be filled or new offices created and filled at any meeting of the Joint Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

##### Section 3. Removal

- a. Any officer or director or agent elected or appointed by the Joint Board of Directors may be removed by the Joint Board of Directors whenever in its judgment the best interests of the Corporations would be served thereby but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal of a Director can only be for cause. Cause is defined as: (1) Fraudulent or dishonest conduct to the detriment of the College; (2) conviction of any crime; (3) absent for a period of three consecutive months without board approval; (4) any act or acts which are against the best interests of the College.



- b. Removal of a Director from office shall be by action of the Joint Board of Directors after due notice to the Director sought to be removed and a hearing of such matter before the Joint Board of Directors.
- c. Removal of a Director from office requires a two-thirds majority vote of the entire Joint Board of Directors.

#### Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Joint Board of Directors for the unexpired portion of the term.

#### Section 5. Chairman of the Board

- a. The Chairman of the Board shall be the principal executive officer of the Corporations and shall preside over all meetings of the Joint Board of Directors and special meetings of the Joint Board of Directors.
- b. It shall be the duty of the Chairman of the Board to conduct all meetings in a fair and impartial manner and as prescribed by these Bylaws. He shall at all times be guided by the principle of democratic process, so that freedom of speech and respect of individuals' rights are safeguarded.
- c. It shall be the duty of the Chairman of the Board to appoint a Historian and to appoint a Parliamentarian to serve at all regular, special and Annual Meetings of the Joint Board of Directors.
- d. It shall be the duty of the Chairman of the Board to present for discussion at each meeting items appearing on the agenda in their proper sequence, without prejudice.
- e. All decisions and actions arrived at by vote of the Joint Board of Directors at regular or special meetings shall become the decisions and acts of the entire Joint Board of Directors.
- f. By a majority vote of the Joint Board of Directors, the Chairman of the Board or any officer or agent may be delegated special authority to represent and act for the Joint Board of Directors in the transaction of any business or any matter under the jurisdiction of the Joint Board of Directors.

#### Section 6. Vice Chairman

In the absence of the Chairman of the Board or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman of the



Board. The Vice Chairman shall perform such other duties as may from time to time be assigned to him by the Joint Board of Directors.

#### Section 7. Chief Executive Officer

The Chief Executive Officer ("CEO"), elected by the Joint Board of Directors, reports directly to, and works closely with the Joint Board of Directors and has responsibility and authority to manage all academic and operational aspects of the College. Key accountabilities include setting and managing the overall strategic direction of the academic and business operations, to achieve specific goals and objectives including: academic excellence, revenue and expense targets, financial performance, manpower planning, staffing and performance management. Direct responsibilities include but are not limited to all business operations, marketing, and academic/curriculum direction. In this position, the CEO will direct all organizational strategic plans to capitalize on academic excellence and business opportunities that drive organizational growth and effectively implement organizational changes.

#### Section 8. President of the College

The Joint Board of Directors shall elect the President of the College, who shall be responsible for carrying out all measures officially agreed upon by the Joint Board of Directors, including the responsibility of conferring the Doctor of Naprapathy degree on graduates at the annual commencement exercises. The President may sign any documents to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Joint Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporations; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Joint Board of Directors.

#### Section 9. Chief Financial Officer

The Chief Financial Officer ("CFO") shall be elected by the Joint Board of Directors. Responsibilities shall include:

- ~ Supervision of the positions of Treasurer, Bursar, and Accountants, payroll services, cash flow procedures, revenue and accounts payable.
- ~ Management of all financial transactions of the College and Clinic including inventories for bookstore and clinic, student loans and grants, special accounts, and investments;



~ Oversight of the timely preparation of all essential reports, i.e., federal, state and city requirements, tax returns, insurance forms external and internal audits;

~ Preparation of an annual budget for review and approval by the CEO and submission to the Joint Board of Directors reflecting sound fiscal planning for the institution;

~ Providing upon request, information which accurately describes the institution's financial condition to the public.

#### Section 10. Treasurer

The Treasurer shall have charge of all funds and securities of the Corporations, and deposit all such monies in the name of the Corporations in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; shall have primary responsibility for risk management and insurance; and in general perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the Joint Board of Directors.

#### Section 11. Secretary

The Secretary shall keep the minutes of the meetings of the Joint Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporations and see that the seal of the Corporations is affixed to all documents, the execution of which on behalf of the Corporations under its seal is duly authorized in accordance with these Bylaws; keep a register of the post office address of each Director and Officer, which shall be furnished to the secretary by such Director or Officer; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the Joint Board of Directors.

#### Section 12. Assistant Treasurers and Assistant Secretaries

The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the Joint Board of Directors.





### Section 13. Sergeant at Arms

The Chairman of the Board, with concurrence of the Joint Board of Directors, shall appoint a Sergeant at Arms; it shall be the duty of the Sergeant at Arms to carry out the wishes of the majority of the assembly in respect to maintaining order during all meetings in session; and other wise to carry out the functions incident to this office.

## ARTICLE VI

### Committees

#### Section 1. Nominating Committee

The Nominating Committee shall be comprised of four members, two to be appointed by the Chairman of the Board, and two others, one each to be appointed by each president of the following organizations:

- A. The American Naprapathic Association
- B. The Illinois Naprapathic Association

#### Section 2. Function of the Nominating Committee

At the direction of the Joint Board of Directors, the Nominating Committee shall submit names of candidates for officers of the Corporations. The slate of recommendations shall be duly dated, signed by the committee members and filed with the Secretary of the Corporations.

#### Section 3. Other Committees

Other Committees not having and exercising the authority of the Joint Board of Directors in the management of the Corporations may be designated by a resolution adopted by a majority of the Directors present in a meeting at which a quorum is present. Except as otherwise provided in such resolution, the Chairman of the Board shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporations shall be served by such removal.





#### Section 4. Terms of office

Each member of a committee shall continue as such as long as need for the committee exists or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Section 5. Chairperson

One member of each committee shall be appointed chairperson by the Chairman of the Board.

#### Section 6. Vacancies

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

#### Section 7. Quorum

Unless otherwise provided in the resolution of the Joint Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### Section 8. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Joint Board of Directors.

### ARTICLE VII

#### Administrative Staff of the College

##### Section 1. General Powers

The Administrative Staff implements the policies and is the operating group of the College.

##### Section 2. Elected Members

Members of the Administrative Staff elected by the Joint Board of Directors shall be:

- Chief Executive Officer
- Administrator
- President
- Dean of Academics
- Vice President
- Department Chairpersons
- Chief Financial Officer
- Clinic Director



Terms of office shall be determined by the Joint Board of Directors.

### Section 3. Appointed Members

Additional members of the Administrative Staff may be appointed according to need by the CEO and ratified by the Joint Board of Directors with such appointees to be:

- Registrar
- Director of Admissions
- Bursar
- Chairperson, Guidance
- Director of Student Affairs and Counseling
- Information Technology
- Office Manager
- ("IT") Administrator

Members of the Administrative Staff who are invited to attend a meeting of the Joint Board of Directors shall have no voting privileges at said meeting.

## ARTICLE VIII

### Contracts, Checks, Deposits and Funds

#### Section 1. Contracts

The Joint Board of Directors may authorize any officer or officers, agent or agents of the Corporations, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporations and such authority may be general or confined to specific instances.

#### Section 2. 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 Corporations shall be signed by such officer or officers, agent or agents, of the Corporations and in such manner as shall from time to time be determined by resolution of the Joint Board of Directors. Such instruments shall be signed by the officers designated by the resolution or in lieu of a designation by the Chairman of the Board, CEO, President, CFO, Secretary, or Treasurer.

#### Section 3. Deposits

All funds of the Corporations shall be deposited from time to time to the credit of the Corporations in such banks, trust companies or other depositories as the Joint Board of Directors may select.



#### Section 4. Funds

The funds of the College shall be a General Fund, and such other funds raised for specific purposes as may be deemed necessary from time to time. Each fund shall have its own account for bookkeeping purposes. All segregated accounts may be deposited in one segregated account but shall not be commingled with the general funds of the College. Said segregated funds may only be disbursed for the purpose for which it is collected. However, said funds may be borrowed for the current operation of the College if deemed necessary by the Joint Board of Directors. Funds shall be returned as soon as the College is financially able.

##### a. General Fund

- a. The General Fund shall contain all monies collected from Sponsors and for tuition, books and supplies, clinic fees, and any other monies that may be received by the College that are not allocated for any other specific fund. This fund shall be used for necessary and regular expenses incidental to the proper functioning of the College.

#### Section 5. Gifts

The Joint Board of Directors may accept on behalf of the Corporations any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Corporations.

### ARTICLE IX

#### Sponsors and Graduates

This Bylaw guarantees that all members of the American Naprapathic Association and the Illinois Naprapathic Association or other members of the Naprapathic profession who donated \$250.00 at the time of the founding of the National College of Naprapathy, and those who at a later date donated \$300.00 or more, shall be known as Sponsors and shall enjoy the privilege of attending any and all regular courses of instruction taught at the Chicago National College of Naprapathy at any time at no additional cost to them. This Bylaw shall not be subject to repeal or amendment.

### ARTICLE X

#### Books and Records

The Corporations shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Joint Board of Directors and committees having any of the authority of the Joint Board of Directors. All books and records of the Corporations may be inspected by any Director or officer for any proper purpose at any reasonable time.



## ARTICLE XI

## Fiscal Year

The fiscal year of the Corporations shall begin on the first day of October and end on the last day of September of the following year.

## ARTICLE XII

## Seal

The Joint Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon "Seal", "Chicago National College of Naprapathy", and "Illinois".

## ARTICLE XIII

## Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporations, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XIV

## Amendment to Bylaws

With the exception of Article IX, Sponsors, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the entire Joint Board of Directors, at any regular meeting or at any special meeting, provided that at least ten days' written notice is given of intention to alter, amend or repeal, or to adopt new Bylaws at such meeting.

## ARTICLE XV

## Advisory Opinions

Upon the written request of two or more Directors, any question with reference to the organization, business or policies of the Corporations shall be referred to the Joint Board of Directors for an advisory opinion.



## ARTICLE XVI Voting Rights

Section 1. All qualified members, as stipulated in these Bylaws, shall be entitled to vote at the Annual Meeting of the Joint Board of Directors. Votes by the membership shall be advisory and not binding on the Joint Board of Directors or the Corporations.

Section 2. A voting member must be present in order to cast a ballot on any issue to come before the Joint Board of Directors. No proxy or other written document may be used in casting a ballot in the absence of a voting member.

## ARTICLE XVII Faculty and Student Government

Section 1. A grievance may be referred to the Joint Board of Directors if reasonable efforts over a period of time have failed to settle the grievance. The Joint Board of Directors reserves the right to determine whether it will hear the matter.

Section 2. The students of the Chicago National College of Naprapathy may, through their own properly elected representatives, adopt and amend a Constitution and various other regulations for their own government, provided such rules are consistent with the Bylaws and the Articles of Incorporation and the regulations of the College, and provided a copy of such Constitution, regulations and amendments is presented to the Joint Board of Directors not more than thirty days after enactment. The Joint Board of Directors shall determine whether the student body has been adequately represented in the formulation of such rules and whether such rules are consistent with the Bylaws, the Articles of Incorporation, and the regulations of the College.

## ARTICLE XVIII Expulsion from the Corporations

All of the organizations or individuals as set forth in Sections 1, 2, and 3 of Article III of these Bylaws shall be subject to the rules, regulations and practice of this organization as established by the Joint Board of Directors. When, in the judgment of the Joint Board of Directors, any of these organizations oppose or do not comply strictly with the policies established by the Joint Board of Directors, these organizations or individuals may be expelled from membership in the Corporations, if it is deemed that the best interests of the Corporations would be served thereby. This act shall require a two-thirds majority vote of the Joint Board of Directors.



## ARTICLE XIX

### Emeritus

Members of the Joint Board of Directors, Elected Members of the Administrative Staff, and the Faculty who have served this school for a minimum of five years, upon terminating their services, shall be entitled to an Emeritus status in the highest office held during their period of service, and on the recommendation of the Chairman of the Board and approval of the Joint Board of Directors shall be accorded appropriate recognition for their past services.

## ARTICLE XX

### Historian

It is the duty of the Historian to record in writing all events of significance pertaining to the affairs of the Corporations and/or the operation and function of the College, and to preserve same in perpetuity. Artifacts and books of value shall also become a part of the archives of the Corporations. This is to include but not be limited to policy decisions affecting the operation of the College, functional changes, legal situations as they may arise, accreditation procedures, etc. All such records shall be placed in files so designated by the Joint Board of Directors.

## ARTICLE XXI

### Indemnification of Officers, Directors and Employees

#### Section 1. Preamble

This Article is a statement of the Chicago National College of Naprapathy's agreement to compensate Directors, Officers or employees of the Chicago National College of Naprapathy for expenses actually and reasonably incurred by the individual as a result of their being a party to a legal proceeding which is a result of their relationship to the Chicago National College of Naprapathy. Situations which are not covered by this agreement to compensate are (1) where the individual is liable for negligence or misconduct in the performance of his or her duties; (2) where the proceeding is unrelated to the individual's relationship to the Chicago National College of Naprapathy; or (3) where the action is being taken by the individual against the Chicago National College of Naprapathy or an employee, director or officer of the Chicago National College of Naprapathy.

#### Section 2. Employees, Directors and Officers

The Chicago National College of Naprapathy shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is



or was a Director, Officer or employee of the Chicago National College of Naprapathy, if such person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Chicago National College of Naprapathy and had no reason to believe the action was unlawful. Indemnification may include expenses [including attorney's fees], judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such suit, action or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director or officer may be entitled apart from the foregoing provisions. No indemnification shall be made in respect of any claim, issue or matter as to which the individual shall have been adjudged to be liable for negligence or misconduct in performance of his or her duty, or for any claim, issue or matter in which action is being taken by the individual against the Chicago National College of Naprapathy or any employee, officer or director of the Chicago National College of Naprapathy. The foregoing provisions of this Article shall be deemed to be a contract between the Chicago National College of Naprapathy and each member, director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not for Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or thereafter existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

#### ARTICLE XXII

##### Rules of Order

All problems for the orderly transaction of business at all meetings of the Corporations shall be settled by the rules set forth in these Bylaws, and when the subject in question is not covered by these Bylaws, reference shall be made to Roberts' Rules of Order, Revised.

#### ARTICLE XXIII

##### Dissolution

Upon dissolution of the Corporations, any and all assets and funds of the Corporations remaining after payment or discharge of all liabilities and obligations shall be distributed to one or more organizations that qualify as tax exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986. The tax-exempt organization or organizations to which the remaining assets and funds of the Corporations shall be distributed, and the proportion of same to be distributed to each, shall be determined in the sole discretion of the Joint Board of Directors.





## ARTICLE XXIV

## Enacting Article

The effective date of this revised set of Bylaws is the date on which they were adopted by the majority of the officers and members of the Joint Board of Directors at a meeting called for this purpose and whose names are affixed to this document.

---

These Bylaws were adopted by the affirmative vote of seven of the ten directors in attendance at the meeting held on March 14, 2003.