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BYLAWS COMMITTEE 2021 FINAL REPORT

Constitution

ARTICLE I – MEMBERSHIP

Section 1 – Application

Application for membership in the association shall be as provided for by the TCA office. ~~made to the TCA office on forms provided by the association.~~

Any doctor of chiropractic licensed in any of the fifty-one (51) jurisdictions of the United States may apply for membership.

The appropriate membership dues and any additional fees established by the policy manual shall accompany each application before membership may be accepted. The board of directors shall have the final decision on the acceptance of applications.

Section 2 – Membership

1. Regular Membership:

Regular membership shall afford all rights and privileges of association membership. After licensure, new licensees may be granted regular membership in the association at no charge until the start of the next fiscal year ~~at no charge~~. A new licensee applying for membership in the fourth quarter of TCA's fiscal year will receive up to 15 months at no charge, until the beginning of the next fiscal year.

New licensees may receive regular membership at 25 percent dues for the second fiscal year; 50 percent dues for the third year; and full dues thereafter.

2. Associate membership

~~Shall be entitled to privileges as outlined in the association's policy manual.~~ Associate members shall be entitled to participate in association affairs, and shall have voting privileges, except they shall not hold elective office. These members shall be entitled to privileges as outlined in the association's policy manual.

Classification shall be as follows:

- a. **Associate educator members** are full-time, ~~non-~~
~~practicing~~ chiropractic college or university faculty members.
- b. **Disabled associate members** shall be regular members who, by reason of sickness or injury, are totally disabled for a period of three months or longer.
- c. **Non-resident associate members** are doctors of chiropractic who hold a valid state chiropractic license and reside in another state. These associate members shall be entitled to participate in all association affairs, except voting privileges and they shall not hold elective office.
- d. **Retired members** are members who are not currently practicing and have been TCA members for at least ten (10) continuous years immediately prior to their retirement.

3. Life member

Shall be those doctors of chiropractic who have practiced fifty (50) years or more, and have been a member of the association at least ten (10) consecutive years immediately prior to their 50th year. This classification of membership shall be afforded at no charge to the member. These life members shall be afforded all rights and privileges of a regular member as outlined in the association's policy manual.

4. Student members:

Students shall be entitled to membership if they are enrolled in an accredited chiropractic college where graduates are eligible to be licensed to practice chiropractic in Texas. These student members shall be entitled to participate in all association affairs, except they shall not vote or hold elective office. These members shall be entitled to privileges as outlined in the association's policy manual.

5. Affiliate members

May be any business entity or individual (~~suppliers, exhibitors, advertisers, etc.~~) with a desire to support the principles, objectives, and activities of the association. These members shall be entitled to privileges as outlined in the association's policy manual. They may not vote or hold elective office.

Section 3 –Good Standing

All members who have paid dues in the manner established in the policy manual shall be considered to be in good standing.

Section 4 – Districting

A Texas Chiropractic Association member in good standing is a member with full privileges in the geographic district to which they have been assigned by the TCA

districting plan. The association at the annual meeting shall have the authority to change district boundaries.

Section 5 – Membership Roster

The roster of the Texas Chiropractic Association is considered private information for the use of the Texas Chiropractic Association.

Section 6 – Disciplinary Action

A member of the association whose license to practice chiropractic has been canceled or ~~suspended~~ as a result of disciplinary action shall be automatically dropped from membership in the association.

Section 7 – Member Discipline

Upon written notice of the Committee on Ethics and a hearing before the board of directors, a member may be disciplined ~~for failure to comply with the ethical standards adopted by the association.~~

ARTICLE II – ASSOCIATION OFFICERS

Section 1 – Requirements

A. No member shall be entitled to hold office or to have voting privileges if their dues have not been paid for the fourth quarter with such payment having been received in the Austin office no later than January 31. No proxy vote shall be counted in any TCA election.

B. Elections for association executive officers shall be by ballot provided to eligible members as outlined in the policy manual.

C. Each eligible member shall have one vote to cast for each elective office on the ballot. To be elected, a nominee for elective office must receive a plurality vote of those ballots returned. Ballots will be tallied under the supervision of the TCA Parliamentarian and the results reported to the president and the board of directors. Newly elected association officers shall be formally recognized and installed during the annual convention.

D. The deadline for nominations to the elective offices of the TCA is January 31. In the event of a complete slate of uncontested races after the January 31 deadline for nominations, the association will not mail ballots to the membership. The membership will be notified of the outcome by announcement as directed by the board of directors.

E. A candidate for election as Executive Officer of the Texas Chiropractic Association must have served a full term as State Director, Association Committee Chair, District President, or Department Coordinator; and shall hold membership and be in good standing in this association for the five (5) years prior to nomination.

E. F. Voting on all matters within the TCA districts is limited to TCA members in good standing within that district.

Section 2 – Officers

The officers of the association shall be a president, vice president, and secretary/treasurer. The vice president shall succeed to the presidency of the association ~~unless his office is vacated~~. The president, vice president, and secretary/treasurer shall be elected from the membership by ballot as prescribed, for a term of one year, or until their successors are elected and installed. The officers of the association shall constitute the executive committee of the association and shall have coordinate authority to act for the association subject to ratification of the board. The president shall act as chairperson of the executive committee.

Section 3 – State Directors

The board of directors shall consist of the president, vice president, secretary/treasurer, and the state directors. One state director will represent each geographical district of the TCA. State directors shall serve for a term of two years or until their successors are elected and installed. Elections for state directors shall be scheduled in the even-numbered districts in the even-numbered years, and those in the odd-numbered districts shall be elected in the odd-numbered years.

Section 4 – District Officers

Annual elections for district officers shall be held within the ninety (90) days prior to the opening of the annual meeting of the association. District members shall be notified by the district leadership of the election in writing thirty (30) days prior to elections. District officers assume their offices at the time of the ~~Post-~~ Convention first board of directors meeting following the annual meeting of the TCA.

Section 5 – Duties

These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the society.

Section 6 – Vacancies

Vacancies of association office shall be filled in a manner prescribed in the policy manual of the board of directors.

ARTICLE III – AUTHORITY

Section 1 – Governing Authority

The governing powers, business, and property of the association shall be exercised, conducted, and controlled by the board of directors. The board of directors shall consist of the president, vice president, secretary/treasurer, the state directors and others as described in Article II and Article III.

Section 2 – Affiliation with National Chiropractic Organizations

a) Nothing in these bylaws shall preclude the Texas Chiropractic Association from forming a formal relationship with one or more national chiropractic associations for

forming a formal relationship with one or more national chiropractic associations, for the purpose of advancing their mutual interests and those of the chiropractic profession.

b) The Texas Chiropractic Association and the national association shall establish an affiliation agreement, to be ratified by the Board of Directors, which will govern the relationship between the two organizations.

c) Each national association that applies for and receives affiliation status with the Texas Chiropractic Association shall have a single representative seated in the Board of Directors. Every national association representative must be a member in good standing of the Texas Chiropractic Association throughout his or her term.

d) The representative of the affiliated organization shall be elected or appointed according to the terms of the affiliation agreement noted in section b) above, and shall be entitled to all voting privileges of other representatives in the board of directors.

Section 3 – Budget

The board of directors shall have the authority to establish and alter the association budget at any time to meet the needs of the association, except the expense budget shall never exceed the income budget funds available.

Section 4 – Legal Staff

The board of directors may employ a legal staff to represent the association upon such basis as they may deem satisfactory.

Section 5 – Board Meetings

A board of director's meeting shall be held the day before the annual meeting convention, on the last day of the annual meeting event convention, and at such other times as it the board may deem necessary. The method of calling meetings shall be established in the policy manual of the board of directors.

ARTICLE IV – EXECUTIVE OFFICERS

Section 1 – President

The president shall ~~preside~~ presides at the annual meeting ~~Convention~~, and meetings of the board of directors. ~~At the annual Convention~~ The newly elected president shall ~~serve as chair of the Post-Convention~~ preside at the board meetings s held after the annual meeting ~~his or her election~~. The president shall serve as an ex-officio member of all committees.

Section 2 – Notification of Business

The president shall inform the board of directors ~~fifteen (15) days before~~ business meetings of the business to come before the board as directed in the policy manual of the board ~~meeting~~.

Section 3 – Vice President

The vice president shall serve as an ex-officio member of all committees and shall determine the objectives to be implemented during his/or her tenure as president.

Section 4 – Secretary/Treasurer

The secretary/treasurer shall serve as an ex-officio member of all committees and shall be responsible for the accuracy of all transactions at the annual meeting of the association and the board of directors meetings. The secretary/treasurer shall ensure that a copy of all minutes are furnished to the officers and directors.

ARTICLE V – ORGANIZATION

Section 1 – Departments

Committee activities shall be conducted within four departments, each overseen by a department coordinator. ~~Upon the ratification of the board of directors, a department coordinator shall be appointed for each department to act as coordinator for that department. Department coordinators shall serve for a one-year term, or until their successors are duly appointed. A state director may not simultaneously serve as a department coordinator.~~

Section 2 – Areas of Responsibility Responsibilities

Departments shall be 1) Department of Governmental Affairs, 2) Department of Internal Affairs, 3) Department of External Affairs, and 4) Department of Scientific Affairs.

Section 3 – Standing Committees

~~Standing committees of the TCA are established by the policy manual of the board of directors and shall be appointed by the president and ratified by the board. Each committee shall be appointed under the coordination of a department coordinator or the coordination of the board itself. The list of committees in the policy manual shall be published in the TCA Directory as an addendum to the Constitution and Bylaws~~

Section 4~~3~~ – Department Coordinator

Upon the ratification of the board of directors, a department coordinator shall be appointed to act as coordinator for each department. Department coordinators shall serve for a one-year term, or until their successors are duly appointed and ratified. A state director may not simultaneously serve as a department coordinator.

The duties and authority of the department coordinator shall be to facilitate communication and coordinate activities between committees within the department and between committees in other departments, the executive committee, and the board of directors.

Each department coordinator shall serve as a member of the president's advisory council, under the direction of the president and the board of directors.

The duties and authority of the various committees shall be to function according to the guidelines set forth in the policy manual of the board of directors.

Section-6 4– Policy Manual

The policy manual guidelines of the TCA are an integral and functional part of the bylaws of the association. The policy manual of the board of directors may be amended by a majority vote of the entire board of directors.

Section 5 – Communications and Education

The TCA shall promote communications for the educational enlightenment of the membership. The editorial policy is subject to the approval of the president and the board of directors.

Section 3 6– Standing Committees

Standing committees of the TCA are established by the policy manual of the board of directors. Committee members shall be appointed by the president and ratified by the board.

Each committee shall be appointed under the coordination of a department coordinator or the coordination of the board itself. The list of committees in the policy manual shall be published to the TCA membership. ~~in the TCA Directory as an addendum to the Constitution and Bylaws.~~

ARTICLE VI – ANNUAL MEETING CONVENTION

Section 1 – Time and Place

The annual meeting of the association ~~Convention~~ will be held in June or July. The executive committee and TCA office, with the approval of the board of directors, shall make arrangements for the annual meeting event ~~Convention~~.

Section 2 – Auxiliary

There is hereby an Auxiliary organization, which shall meet at the annual meeting ~~annually at the Convention~~. A place and time shall be provided for their meeting ~~at each annual Convention~~.

Section 3 – Gavel Club

There is hereby created a Gavel Club to be composed of all past presidents of the Texas Chiropractic Association. The Gavel Club shall meet at the annual meeting ~~annually at the Convention~~ of the association. The Gavel Club and its members may be called upon from time to time by the Board for input.

ARTICLE VII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised (latest edition) shall be the association's final authority on all questions of procedure and parliamentary law not covered by these bylaws.

ARTICLE VIII – GENERAL MANAGEMENT

Section 1 – Offices

The board of directors shall set up and provide for a permanent office of the Texas Chiropractic Association, to be maintained at Austin, Travis County, Texas, and to be known as the "Office of the Texas Chiropractic Association, Inc."

Section 2 – Executive Director

The executive director shall be selected and employed by the board of directors for such salary and expenses as the board may deem reasonable and proper.

Section 3 – Duties of the Executive Director

It shall be the duty of the executive director to follow the guidelines as set ~~for him/her~~ by the executive committee and the board of directors.

ARTICLE IX – INDEMNIFICATION

The association shall indemnify any and all persons who may serve, or who have served at any time, as board of directors, executive officers, or staff of the association, and their respective heirs, administrators, successors, and assigns, against all liabilities (including, but not limited to the amounts of judgments, settlements, fines or penalties) and reasonable expenses necessarily incurred by any such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any one of them, are made a party or parties, or which may be asserted against them, or any of them, are made a party or parties, or which may be asserted against them, or any of them, by reason of being or having been a director and/or executive officer of the association.

Further, each director and/or executive officer shall not be liable to the association or its members for monetary damages for any act or omission in their capacity as director and/or executive officer, except that indemnification and exemption from liability as above referenced does not eliminate or limit the liability of a director and/or executive officer for:

1. A breach of their duty of loyalty to the corporation or its members;
2. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
3. A transaction from which a director and/or executive officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of their office;
4. An act or omission for which the liability of a director and/or executive officer is expressly provided by statute.

ARTICLE X – DISSOLUTION

Upon the dissolution of the association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all assets of the

association exclusively for the purpose of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as an exemption organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – AMENDMENTS

This constitution may be amended by a 2/3 vote of the registered members present and voting at the annual meeting of the Texas Chiropractic Association.

A registered member is any Texas Chiropractic Association member in good standing, of a class eligible to vote, who registers as voting at the annual meeting.

POLICY MANUAL

1.1. The object and purposes of the Texas Chiropractic Association are as determined by the corporate charter and are summarized as follows:

1.1.2. To protect and expand chiropractic practice in the State of Texas

1.1.3. To protect and expand our access to patients

1.1.4. To prevent and fight discrimination against our profession

1.2 Mission, Vision and Values

1.2.1 Mission

The Texas Chiropractic Association supports, protects and advances Doctors of Chiropractic in the state of Texas. We serve the chiropractic profession with a never-ending spirit of dedication and commitment by expanding public access to chiropractic care.

1.2.2 Vision

To be the premier organization in the state of Texas for the protection and advancement of the chiropractic profession

1.2.3 Core Values

Commitment Of service to doctors of chiropractic.

Health Promote healthy living in Texas

Integrity Committed service to all chiropractors equally.

Respect To one another without prejudice

Optimism We will maintain a positive and optimistic attitude with every obstacle we encounter.

2.1 Purpose

The purpose of this manual is to arrange the routine operating policy of the Texas Chiropractic Association as established by a majority vote of the TCA board of directors.

2.2 Emergency Policy

In an emergency, the executive committee may change the procedures required by the policy manual, but the board of directors, at its earliest opportunity, must ratify any changes in policy made by the executive committee no later than within 60 days following such emergency action.

2.3 Resolutions

All decisions, action items, and other business adopted matters passed by the board of directors shall be organized by the year passed and kept in archive. It is the duty of the association office to maintain the record ~~fulfill this requirement~~ within 30 days of the board's action.

2.4 Responsibility

All officers, volunteers, and employees are responsible for understanding and upholding the constitution and the policies of the Texas Chiropractic Association.

2.5 Changes of Policy

Policies established and approved by the board of directors are the official standards and policy of the Texas Chiropractic Association. TCA members may submit any matter for inclusion in, or revision of, the policy of the TCA to be discussed and voted on for consideration by the board of directors.

Section 3. TCA Organizational Summary

The organization of the Texas Chiropractic Association can be summarized as follows:

3.1. Voting Membership

Membership in the association is open to any licensed chiropractor as defined in the Constitution.

3.2. TCA Annual Meeting

The registered members present and voting at the annual meeting of the Texas Chiropractic Association may amend the constitution by an appropriate vote and may direct the board of directors regarding new objectives of the association.

3.3. Board of Directors

All authority and policies originate with the board of directors.

3.4. President

The president is responsible for carrying out the policies of the board and directing the business of the association. He or she presides at the Executive Committee and Board meetings. The president works in partnership with the executive director to ensure

meetings. The president works in partnership with the executive director to ensure board resolutions and policies are carried out. The president is the executive director's direct supervisor and coordinates the executive director's annual evaluation.

3.5. President's Advisory Council

The president's advisory council shall be composed of the four department coordinators and the immediate past president of the TCA. In the event the immediate past president is unable to serve, or at the discretion of the board of directors, they shall choose another TCA past president who is not serving on the board of directors, to serve on the advisory council.

3.6. Executive Committee

The president, vice president, and secretary/treasurer form the executive committee who together shall implement and conduct the association's activities between board meetings.

3.7. Department Coordinators – serve as committee coordinators and assist in the implementation of association policy described herein.

3.8. Committee Chairs and Committees – function under the direction of department coordinators and report their committee activity to them.

3.9. TCA Districts – the statewide geographic representation developed by the TCA districting plan at an annual meeting.

A. State Director

One state director will represent each geographical district.

B. District Executive Committee

The state director, vice director and secretary/treasurer compose the district's executive committee.

C. District Directors

– are elected by the district membership to participate in, guide, and direct district activities.

D. Committee Chairs and Committees

– function under the direction of the district executive committee and report their committee activity to them.

Section 4. TCA Office

4.1 The responsibility of the TCA office is to support the action of the Board of Directors, the executive officers, TCA departments, and to perform the functions necessary for the business operations of the TCA as stated in this document.

4.2 Executive Director Function

The executive director of the association has full authority to represent the association members to governmental agencies, other associations, and in public functions as necessary, consistent with the will of the membership and the board of directors. The executive director also has authority to make decisions and take action on behalf of the association members consistent with the will of the membership and the board of directors regarding the office and business affairs.

The executive director is employed by the board of directors to serve as the general manager (GM) of the TCA and to conduct the business affairs of the TCA.

Policy decisions are based upon the consideration of the association's efficient functioning, future development, and financial structure.

Section 5. TCA Budget Process

5.1 The TCA annual budget is proposed by the Financial Oversight & Budget Committee and approved by the board of directors.

5.2 The incoming president will meet with the Financial Oversight & Budget Committee, as necessary, during the budgetary development process.

5.3 The proposed budget shall be distributed to the board of directors at least two weeks prior to proposed adoption.

5.4 The budget will be approved and adopted, along with any amendments, by the board of directors prior to every fiscal year.

Section 6. Financial Reimbursement

6.1 General Expenses

6.1.1. The Texas Chiropractic Association is primarily a volunteer organization. Pre-approved expenses will be reimbursed to the extent possible. ~~With prior approval by the president, non-budgeted travel expenses will be reimbursed. Expenses must be paid within the fiscal year in which they are budgeted.~~ With prior approval by the president, non-budgeted travel expenses will be reimbursed.

6.1.2. Receipts for routine business expenses shall be attached to expense vouchers and returned to the TCA office. The president may grant budgetary exceptions for any expenses other than their own; the vice president may grant budgetary exceptions for the president.

6.1.3. ~~For a committee or organization to purchase materials or to conduct projects,~~ Prior to any committee expenditure of TCA funds, the expenditure must first be:

- A.** A budgeted item approved by the board of directors in their annual budget, or;
- B.** If not budgeted, then recommended by the president or executive committee, and considered for ratification by the board of directors at its earliest

opportunity, or;

C. Declared by the president to be an emergency expenditure, which is to be considered for ratification by the board of directors at its earliest opportunity.

~~6.1.4. The Texas Chiropractic Association is primarily a volunteer organization. Pre-approved expenses will be reimbursed to the extent possible.~~

6.2 Expenses

6.2.1. Reasonable business expenses are to be paid in the conduct of TCA business.

6.2.2. Authorization for incurring non-budgeted expenses may be established by the board of directors, or the president, or the executive committee and ratified by the board at its earliest convenience.

6.2.3. All authorized travel, may be paid at rate per mile no greater than that allowed by the Internal Revenue Service. For out-of-town travel, reimbursement is for actual cost of travel.

Section 7. Financial Review

7.1 Auditing firm

The board shall hire a qualified accounting firm to perform an annual financial review ~~every year~~ and an audit at least once every five years.

Section 8. Financial Policies

8.1 General

8.1.1 It is the policy of the TCA that membership requests for financial information or any fiscal details regarding the TCA, other than public financial statements, must be made in writing through a state director or executive officer in order to be honored at the ~~Austin~~ TCA office.

8.1.2 Authorized signatories for TCA accounts will include the members of the executive committee and the executive director. Read-only access shall be available to all TCA executives, board members and Financial Oversight & Budget Committee members for all TCA bank accounts. All information requests shall be directed to the Financial Oversight & Budget Committee.

8.2 Membership Dues

The board shall determine the annual dues schedule.

8.3 Good Standing

A member in good standing is one whose dues for the current quarter have been paid. For voting privileges at the state and district level, a member must be in good standing and meet other requirements ~~as~~ stipulated for voting in state elections.

8.4 Insurance

The TCA office shall maintain:

- A. Building and premise insurance for the coverage of fire, theft, burglary and other standard inclusions, sufficient in amount to cover the physical assets of the association;
- B. Insurance covering the contents of the TCA business office sufficient to cover the physical assets of the corporation;
- C. Owner, proprietor and tenant, or other insurance that affords liability protection sufficient to protect the assets of the association; and,
- D. State directors and executive officers of the Texas Chiropractic Association are insured for \$1 million under the directors & officers liability policy provided by the TCA.

Section 9. Board of Directors

9.1 Description

9.1.1. The TCA membership has entrusted the board of directors of the association to represent their interests, make decisions, and take actions on their behalf. The TCA membership further gives full authority to the board of directors to manage the assets and conduct the business of the association on their behalf.

9.1.2. The TCA president has the authority to represent the members, make decisions, and take actions consistent with the will of the board of directors.

9.2 Responsibilities

The board of directors: ~~is responsible for~~

- A. The Has a fiduciary responsibility for the association;
- B. Establishes ~~ing~~ association policy;
- C. Is responsible for the preservation of association assets; and,
- D. Is responsible for Maintaining and increasing TCA membership.

9.3 Financial Reports

9.3.1. A report on the financial condition of the association is submitted at each board of directors meeting. The board of directors approves the budget and makes decisions regarding investment of association funds.

9.3.2. Financials for all TCA companies and funds will be sent to each board of directors member and executive committee member once a month, or upon reasonable request.

9.4 State Directors

9.4.1. The individual state directors are not involved in the daily management operations of the TCA. They receive reports from the department coordinators and the executive director and take action while sitting as a member of the board of directors.

9.4.2. State directors shall regularly report to the TCA leadership and the executive director regarding district events and issues.

9.4.3. The district, at a duly-noted district election meeting, elects a state director. Elections for state directors shall be scheduled in the even-numbered districts in the even-numbered years, and those in the odd-numbered districts shall be elected in the odd numbered years. An election meeting is called by notifying all members of the district with at least 30 days prior written notice. Any doctor of chiropractic may be nominated to the office of state director providing he/she resides within the district and is an eligible TCA member in good standing. Candidates should have been active for at least two years in the district. State directors are elected for a term of two years unless they are filling an unexpired term. The TCA board of directors must ratify the election of a state director. The outgoing state director should introduce his/her replacement at the new state director's first board of directors meeting.

9.4.4. Duties of state directors:

- A.** To make policy for the association;
- B.** To be familiar with the constitution and policy manual of the association;
- C.** Attend all of their district meetings and keep the district informed of TCA activities;
- D.** Attend all TCA board meetings and the annual Leadership Conference (more than two unexcused absences is cause for removal);
- E.** Keep the actions of the district in accord with TCA policy; and
- F.** Be actively engaged in TCA activity and be prepared to participate.

9.5 Meetings Governance

9.5.1. Meetings are to be conducted in accordance with the constitution and bylaws of the Texas Chiropractic Association. *Robert's Rules of Order Newly Revised* (latest edition) shall be the association's final authority on all questions of procedure and parliamentary law not covered by these bylaws. The parliamentarian advises the chair regarding proper procedure and how to settle disputes. The state director is responsible for the governance at district meetings.

9.6 Committee Reports

9.6.1. Department coordinators submit the activity reports of their committees to the TCA office prior to a board of directors meeting with sufficient time that they may be copied and distributed to the board of directors in a timely manner, or upon reasonable request.

9.6.2. The board of directors will direct the executive officers regarding committee activities and the executive officers will direct the department coordinators. Department coordinators will direct the conduct of the committees within their department in accord with the directives of the executive committee.

9.7 Board of Directors Agenda

9.7.1. Items for a board of directors' meeting agenda are to be submitted for

publication on the agenda in a timely manner. Items not submitted seven (7) days prior to a board meeting might not be published on the written agenda.

9.7.2. Any new business that requires expenditure of funds not already budgeted must be submitted seven (7) days before the board meeting or have the approval of the executive committee who shall report the expenditure to the board.

9.8 Board of Directors Meetings

9.8.1. For the purposes of this section, "regular meetings" shall be defined as meetings that are held in person or electronically with the attendance of the majority of the board of directors.

9.8.2. Special meetings may be called by the president, or by a simple majority of the board of directors at any time. The executive director shall be notified of the special meeting and will ensure the notification of the members of the board of directors and all interested parties, and will handle all arrangements and coordination of the meeting functions.

9.8.3. The agenda for each meeting will be prepared at the direction of the President and provided to each executive officer, state director, department coordinator, and parliamentarian prior to the board of directors meeting.

9.8.4. Special board meetings may be conducted electronically as provided for in *Robert's Rules of Order, Newly Revised*. Electronic board meetings are for the conduct of special action items and information. Such a meeting must be conducted by a technology that allows all persons participating to hear each other at the same time (and if a videoconference, to see each other as well). Calls, emails, or texts to other board members during an electronic or in-person board meeting are discouraged since they do not allow others to have access to the information. Members will seek recognition from the presiding officer prior to speaking and will refrain from other conversations during the meeting. When not speaking to an issue, members should be able to mute their technology to prevent unneeded background noise.

9.9 Conflict of Interest, Duty to Avoid Conflicts

Texas Chiropractic Association officers, directors, department coordinators, committee members, employees and contractors have a duty to scrupulously avoid any conflict between their respective personal, professional, or business interests and the interests of the TCA. This duty applies to any discussion or action taken by them in their capacity as a representative of TCA.

9.9.1 Conflicts Defined

A conflict exists anytime a personal, professional or business interest conflicts, or potentially may conflict, with the duties owed to TCA.

9.9.2 If any officer, director, department coordinator, committee member, employee

9.9.2. If any officer, director, department coordinator, committee member, employee, or contractor of TCA has any direct or indirect interest in, or relationship with, any individual or organization that proposes to enter into any transaction with TCA, this represents a conflict. Conflicts include, but are not limited to, TCA transactions involving:

- A. The sale, purchase, lease or rental of any property or other asset;
- B. Employment, or rendition of services, personal or otherwise;
- C. The award of any grant, contract, or subcontract; or,
- D. The investment or deposit of any funds of TCA.

9.9.3. Duty to Report Conflict

Prior to taking an oath of office, each board member will submit a statement agreeing to these general principles and disclosing any current or potential conflicts prior to beginning their term of office. Any current or potential conflict will be placed on the agenda for consideration and action in the next regular board meeting that the current or potential conflict begins. The board of directors may address the conflict at its discretion. That discretion includes, but is not limited to:

- A. Prohibiting the conflicted member from discussing or voting on the particular transaction in which he/she has a conflict;
- B. Requiring the member to take action to resolve the conflict; or,
- C. Removing the member from serving in the capacity in which he/she was elected.

9.9.4. However, no officer, director, department coordinator, committee member or employee of TCA shall be allowed to maintain a conflict of interest except by affirmative vote of 75% or more of the voting members of the board of directors.

9.9.5. If a conflict arises during their term, the member must report the conflict to all members of the executive committee, who will place the issue on the agenda for the next regular board meeting following the start of the conflict.

9.10 Whistleblower Policy

9.10.1. A whistleblower as defined by this policy is an employee of the Texas Chiropractic Association who reports an activity that he/she considers to be illegal or dishonest to one or more of the parties specified in this policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

9.10.2. Examples of illegal or dishonest activities are violations of federal, state, or local laws, and other fraudulent business practices. If an employee has knowledge of, or a concern of illegal or dishonest fraudulent activity, the employee is to report such to the president of the TCA, or to another member of the executive committee. The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination. Insofar as possible the confidentiality of the whistleblower will be maintained, however, identity may have to be disclosed to conduct a thorough investigation, to comply with the law, and to provide accused individuals their legal

investigation, to comply with the law, and to provide accused individuals their legal rights of defense.

9.10.3. The TCA will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm.

9.10.4. Any whistleblower who believes he/she is being retaliated against must report such to the President of the TCA, or to another member of the executive committee. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated. When reported, the president of the TCA, or the executive committee, is responsible for the investigation and coordination of corrective action, through the use of special or standing committees of three or more.

9.11 Removal of Board Member

9.11.1. A board member may be removed for any reason that the board deems sufficient to cause concern for the welfare of the organization, including but not limited to:

- A.** Absence affecting the member's ability to be effective in the role to which he/she was elected or appointed
- B.** Disruptive or obstructionist behavior that interferes with board progress.
- C.** Disparaging remarks about the organization or its members, including the board members.
- D.** Behavior that discredits the board or organization in any way.
- E.** A breach of his/her duty of loyalty to the corporation or its members.
- F.** An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.
- G.** A transaction from which a director and/or executive officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of their office;
- H.** An act or omission for which the liability of a director and/or executive officer is expressly provided by statute.

9.11.2. A vote of 75% of the members present at a board meeting attended by a quorum is required to remove a board member.

9.11.3. A board member who has been removed from the board is ineligible for election to an officer or district state director position for a period of five years following removal.

Section 10. Association Executive Officers

10.1.1. The executive officers are comprised of the President, Vice President, and Secretary/Treasurer.

10.1.2. The pledge of the executive officers to be administered by the parliamentarian during at the banquet at the annual meeting ~~convention~~ shall be: "I, (Name) solemnly promise to uphold the constitution and by-laws of the Texas Chiropractic Association; to work for the advancement of the profession and execute the duties of my elected office as prescribed therein; to defend the benefits and privileges of the membership of the Texas Chiropractic Association to the best of my ability, so help me God."

10.1.3. The parliamentarian shall declare the installation by proclaiming: "By the authority vested in me by this association, I now declare you duly and constitutionally installed in office."

10.1.4. The executive officers shall attend all state TCA functions and appropriate committee meetings.

10.1.5. ~~Official TCA stationery is to be used only by the association executive officers and the executive director.~~ The authoritative use of the TCA logo is restricted to the use of the TCA office, the executive officers of the association, or at the direction of the board of directors.

10.1.6. ~~The Executive Officers shall attend the annual Leadership Conference.~~

10.1.7. 6. All Executive Officers must maintain a license to practice chiropractic in the State of Texas and be a member in good standing.

10.1.8. 7. Any vacancy in the executive offices shall be filled by the Board.

10.2 Qualifications to Hold Office

The association membership elects all executive officers every year, and each shall serve one-year terms.

10.2.1 General

Executive Officers of the Texas Chiropractic Association must meet the following qualifications:

A. Must be a "regular member" in good standing for the two (2) years immediately preceding their election.

B. Submit 25 written nominations from voting members in good standing. Nominations must be received before midnight, January 31 of the election year.

C. A candidate for election as executive officer of the Texas Chiropractic Association must have served a full term as State Director, Association Committee Chair, District President, or Department Coordinator.

D. Must not be a paid consultant or employee of the insurance industry, a chiropractic college or a state or national association.

E. A candidate shall NOT simultaneously hold an executive office in the TCA and serve as an executive officer or board member of any other state or national chiropractic association; and,

F. Shall NOT simultaneously hold an executive office in the TCA and serve as a member of the Texas Board of Chiropractic Examiners.

G. Any individual that does not meet these criteria may appeal to the Board of Directors to be eligible to be an Executive Officer.

10.3 The President

The president is the chief executive officer (CEO) of the association whose duties include:

10.3.1. Presiding over meetings of the board of directors, the executive committee, and the membership;

10.3.2. Exercising the general management of the association between board of directors meetings, executing the policies and resolutions of the board;

10.3.3. Serving as an ex officio member of all committees;

10.3.4. Appointing, subject to ratification by the Board of Directors, the chairs of committees;

10.3.5. Securing board of directors approval to discharge the executive director;

10.3.6. Appointing, subject to ratification by the board of directors, an executive director on a temporary basis with the concurrence of the executive committee. The president shall within two weeks of this event call an emergency board of directors meeting to discuss the hiring of a new executive director;

10.3.67. Hiring the new executive director, after approval of the Board of Directors; and,

10.3.78. Selecting a limited number of recipients to receive a President's Award. This is a "Class 3" award; only awards of Class 1 and Class 2 shall be of greater prestige.

10.3.89. Upon the vacancy of the office of the president, the vice president shall advance to that office and the secretary/treasurer shall advance to serve as vice president. The board of directors shall appoint an acting secretary/treasurer, who shall meet the qualifications for such to serve until the next regular election. The acting secretary/treasurer shall serve on the executive committee and in all capacities as a regularly elected secretary/treasurer. The acting secretary/treasurer may not simultaneously serve as acting secretary/treasurer of the association and as a State Director.

10.4 Vice President

The duties of this office include:

10.4.1. In the absence of the president, performing the president's duties;

10.4.2. Ascending to the office of president upon the completion of that officer's term;

10.4.3. Serving as an ex officio member of all committees; and,

10.4.4. Serving as chair of the Policy Manual Committee by annually reviewing, editing and recommending changes to the policy manual.

10.5 Secretary/Treasurer

The Secretary/Treasurer is third in command of the TCA. The duties of this office include:

10.5.1. Ensuring that minutes are accurate, corrected as necessary, and distributed to the board of directors;

10.5.2. Ensuring the taking of minutes, keeping records for all executive committee and board meetings, and reporting on them when called upon;

10.5.3. Serving as ex officio member on all committees; and,

10.5.4. Providing oversight for the Financial Oversight & Budget Committee.

Section 11. Department Coordinators

11.1 Description

A department coordinator is appointed by the president, with the ratification of the board of directors, and assigned to oversee and coordinate committees within their departments and as assigned.

11.2 Qualifications

11.2.1. Be a member in good standing; and,

11.2.2. Served TCA in a volunteer capacity for at least one year.

11.3 Duties

Duties of a department coordinator are:

11.3.1. Investigating and recommending proposed committee projects to their department;

11.3.2. Coordinating committee activity to assure implementation of board policies;

11.3.3. Serving as a member of the President's Advisory Council;

11.3.4. Attending the annual Leadership Conference;

11.3.5. Collecting and submitting reports from their committees to the TCA office prior to a Board meeting; and,

11.3.6. Recommending the department and committee budgets to the Financial Oversight & Budget Committee.

Section 12. Departments and Committees

12.1 Committees:

12.1.1. Develop and implement the policies adopted by the board of directors;

12.1.2. Are responsible to their department coordinator for their performance;

12.1.3. Have their chair appointed by the president, after consultation with the department coordinator, the executive officers, and then are ratified by the board;

12.1.4. Submit their timely reports to the department coordinator, and then they are presented and acted upon by the board of directors; and,

12.1.5. Submit an annual budget estimate to their department coordinator during the budget cycle. Their requests will be based upon a 'zero' based budget, and each proposed expenditure will be outlined.

12.2 Department of Internal Affairs

12.2.1 Publications Committee

This committee shall function as directed by the chair or by the board of directors.

12.2.2 Membership Committee

This committee shall function as directed by the president or by the board of directors.

12.2.3 Constitution and Bylaws Committee

The constitution may be amended by a 2/3 vote of the registered members present and voting at the annual meeting of the Texas Chiropractic Association. A registered member is any Texas Chiropractic Association member in good standing, of a class eligible to vote, and who registers as voting at the annual meeting. This committee shall function as directed by the board of directors or by the president. It shall draft and review amendments to either the TCA's constitution or policy manual.

12.2.4 Planning and Development Committee

This committee shall function as directed by the president or by the board of directors.

Committee members shall include the executive committee and other such members as the President may appoint and the board may approve.

12.2.5 Ways and Means Committee

A. This Committee shall function as directed by the president or by the board of directors for the purpose of investigating and reporting upon non-dues income.

B. The committee shall make use of the following definitions:

1. Endorsements – The TCA lends its name and reputation to the product or service endorsed by the TCA. Endorsement indicates that this is a viable company with a good

Endorsed by the TCA. Endorsement indicates that this is a viable company with a good product and that this company has agreed to actively help the TCA and its members achieve their goal of furthering chiropractic in Texas. Endorsement allows the company to make use of our logo in their advertisements promoting the endorsement of the TCA. Competent legal counsel prior to commitment MUST review all endorsement packages. Endorsements may be terminated in accordance with the endorsement packages and by approval of the Board of Directors.

2. Agreements—The TCA may license an entity to use its name for marketing purposes with specific limitations. Agreements indicate that this company has demonstrated that it stands ready to help the TCA and its members achieve their goal of furthering chiropractic in Texas. Agreements may allow the company to use our logo in specifically defined ways, for a specifically defined duration. Agreements do not grant exclusive advertising rights-- competitors can still advertise with the TCA. Prior to commitment, legal counsel SHOULD review all agreement packages. Agreements may be terminated in accordance with agreement packages and by approval of the Board of Directors.

3. Promotional Projects—The TCA promotes an entity for specific projects. Special promotional projects are short duration and specific projects conducted for a limited time for a specific purpose—such as the promotion of a business during a special event.

C. The committee shall adhere to the following guidelines when negotiating:

1. All companies seeking the endorsement of the Texas Chiropractic association shall agree to a minimum guaranteed donation to the association as set by the Board of Directors.

2. All companies seeking endorsement of the Texas Chiropractic Association shall submit to the TCA any materials planned for marketing prior to their distribution. The company agrees to work with the association to make any changes the association feels are necessary in any mailing before it is sent.

3. All companies seeking endorsement of the Texas Chiropractic Association shall agree to provide to the association regular reports of progress

12.2.6 Financial Oversight & Budget Committee

This committee shall function as directed by the President or by the Board of Directors, and as described in Section 5 of this Policy Manual.

A. The committee shall be made of at least five members and shall include the vice president, secretary/treasurer, two members of the board of directors and one department coordinator. Additional members may be appointed, if desired.

B. The vice president shall serve as the chairman of the committee.

12.2.7 Building Committee

This committee shall function as directed by the president or by the board of directors.

12.2.8 Leadership Training Committee

~~12.2.8~~ **Leadership Training Committee**

This committee shall function as directed by the president or by the board of directors. It shall provide for an annual leadership training conference. The vice president shall serve as the chair of the committee president.

~~12.2.9~~ **Philosophy Committee**

~~This committee shall function as directed by the president or by the board of directors.~~

~~12.2.10~~ **Peer Assistance Committee**

~~This committee shall function as directed by the president or by the board of directors.~~

~~12.2.11~~ **8 Ethics Committee**

This committee shall function as directed by the president or by the board of directors. Its duties may include investigating charges made against a TCA member making recommendations to the board of directors regarding actions to be taken.

~~12.2.12~~ **9 Policy Manual Committee**

This committee shall function as directed by the President or by the Board of Directors. The chair is the vice president of the TCA, and committee members are the TCA parliamentarian and other members appointed by the president and ratified by the board of directors. This committee should annually review the policy manual to make changes and additions as needed and formulate edits and proposed changes and additions to the policy manual for presentation to the board of directors for action.

12.3 Department of Governmental Affairs

12.3.1 Legislative and Governmental Affairs Committee

A. This committee shall function as directed by the president or by the board of directors. This committee is charged to develop in conjunction with the executive committee, state and national legislative programs, implementing them only upon approval by the board of directors.

B. The term of service on this committee is two years.

12.3.2 Veterans Affairs Committee

This committee shall function as directed by the president or by the board of directors.

~~12.3.3~~ **Comprehensive Health Planning Committee**

~~This committee shall function as directed by the president or by the board of directors.~~

~~12.3.4~~ **3 Government Agency Relations Committee**

This committee shall function as directed by the president or by the board of directors.

12.4 Department of External Affairs

12.4.1 Public Relations Committee

This committee shall function as directed by the president or by the board of directors.

12.4.2 Insurance Relations Committee

This committee shall function as directed by the president or by the board of directors.

12.4.3 Labor Relations Committee

This committee shall function as directed by the president or by the board of directors.

12.4.4 Business and Industrial Relations Committee

This committee shall function as directed by the president or by the board of directors.

12.4.5 Worker's Compensation Relations Committee

This committee shall function as directed by the president or by the board of directors.

12.4.6 Inter-professional Affairs Committee

This committee shall function as directed by the president or by the board of directors.

12.5 Department of Scientific Affairs

12.5.1 Education Committee

This committee shall function as directed by the President or by the board of directors.

12.5.2 Practice, Protocols and Parameters Committee

A. This committee shall function as directed by the president or by the board of directors.

B. The vice president serves as ~~the chair~~ president of this committee.

C. Members shall be educators, specialists, and practitioners within the profession appointed by the president and ratified by the board of directors.

D. This committee acts as the primary reporting committee for scientific affairs, making use of other scientific affairs committees as subcommittees. These subcommittees may include:

12.5.2.1 Radiological Committee

12.5.2.2 Orthopedic Committee

12.5.2.3 Diagnostic Procedures Committee

12.5.2.4 Clinical Thermography Committee

12.5.2.5 Clinical EMG Committee

12.5.2.6 Videofluoroscopy Committee

12.5.2.7 Computerized Muscle Testing Committee

12.5.2.8 Clinical Non-invasive Neurovascular Examination and Diagnosis Committee

12.5.2.9 Chiropractic Adjustive and Manipulative Technique Committee

12.5.2.10 Diversified Technique Committee

12.5.2.11 Gonstead Technique Committee

12.5.2.12 Upper Cervical Technique Committee

12.5.2.13 Manipulation under Anesthesia Committee

12.5.2.14 Physical Medicine Committee

12.5.2.15 Rehabilitation and Physical Therapeutics Committee

12.5.2.16 Neurology Committee

12.5.2.17 Hospital Practice Committee

12.5.2.18 Research Coordination Committee

12.5.2.19 Diagnostic and Procedural Coding Committee

12.5.2.20 Sports Injuries, Recreation and Fitness Committee

12.5.2.21 Consulting Doctors of Chiropractic Committee

12.5.2.22 Nutrition Committee

12.5.2.23 Acupuncture Committee

~~12.5.3 Chiropractic Assistant, or C.A. Education Committee~~

~~A. This committee shall function as directed by the president or by the board of directors.~~

~~B. This committee is established for the purposes of the ongoing training and education of chiropractic assistants.~~

12.6 Special Committees

12.6.1 Credentials Committee

A. Is chaired by the TCA parliamentarian

B. Rules on the eligibility of members to participate in the association's affairs.

C. Responsible for ballot tallies in all elections at state meetings.

D. Acts as sergeant-at-arms during meetings.

E. Acts as election judge at elections.

F. Distributes and collects ballots during elections.

G. Provides methods to designate eligibility to vote.

H. Allow only members in good standing and TCA staff into the annual meeting.

12.6.2 Keeler Award Committee

A. Is composed only of past recipients of this award.

B. This committee may establish its own organization and protocols

C. This committee shall meet annually at the association [annual meeting](#) convention.

D. This is a "Class 1" award: The association shall give no award of greater prestige.

12.6.3 Young Chiropractor Award Committee

A. Is composed only of past recipients of this award.

B. This committee may establish its own organization and protocols

C. This committee shall meet annually at the association convention.

D. This is a "Class 2" award: only Class 1 awards shall be of greater prestige.

12.6.4 Director's Award Committee

A. Is composed only of each of the TCA state directors.

B. This committee meets at the last meeting of the board of directors prior to the ~~pre-~~[annual meeting](#) convention ~~board of directors meeting.~~

C. This committee is chaired by the state director with the greatest total number of terms as state director or, in the case of a tie, the eldest.

D. This committee determines who is to receive the TCA's Director's Award.

E. The purpose of the Director's Award shall be to recognize the person, or persons who, in their estimation, is most deserving of receiving recognition because of their service on behalf of the TCA during the current year.

F. Recipients of the award may be anyone that the committee may choose.

G. The chairman of the committee shall report the recipient(s) of the award to the TCA office for preparation of the award.

H. The chairman of the committee, or the chair's designate, shall present the award on the behalf of the board of directors at the annual convention of the TCA.

I. This is a "Class 3" award: only Class 1 and Class 2 awards shall be of greater prestige.

12.6.5 Legislative Leadership Award

The recipient of the Legislative Leadership Award shall be selected by a committee composed of the executive officers of the TCA, the chairman or a designate of the TCA-PAC, and the governmental affairs department coordinator. The purpose of the award is to recognize those who have displayed significant leadership to the chiropractic profession in the legislative arena. The award is to be presented during the annual convention of the association. This is a "Class 3" award: only awards of Class 1 and Class 2 shall be of greater prestige.

12.6.6 Ford Johnston Memorial Award

An annual award to be known as The Ford Johnston Memorial Award is established to recognize the person who best represents service to the Texas Chiropractic Association.

A committee composed of three or more shall be appointed at the Post-Convention board meeting by the President ~~who shall recommend a recipient of the award~~. At the subsequent Midwinter board meeting, the recipient recommended by the committee shall be approved or rejected by the board of directors. If rejected, the committee shall recommend another recipient. This award is to be presented at the annual convention.

Criteria for the award may include, but are not limited to, the person who recruits the largest number of new TCA members; the person who best includes new TCA members in TCA activities; the person who raises the largest amount of funds for the use of the TCA; the person who has exhibited outstanding loyalty to the TCA; and other suitable criteria demonstrating service to the Texas Chiropractic Association. This is a "Class 3" award: only awards of Class 1 and Class 2 shall be of greater prestige.

12.6.7 P. A. Wilmon Memorial Award

An award to be known as The P. A. Wilmon Memorial Award is established to recognize a recipient from, or serving the people of, a rural area. This award may be presented annually. The award is to be presented to the recipient during the Mid-Winter Conference, and is to reflect a level of prestige on par with the Directors Award.

A committee composed of three or more shall be appointed by the president and shall serve until replacements are appointed by the president and approved by the board of directors. The committee may call for nominations, or in the absence of nominations from the membership, may select their own choice. Criteria for the award may include, but are not limited to: recipient should be from a rural area (defined as a community of less than 100,000 in population); recipient shall have served the TCA members and/or

chiropractic patients within a rural area. This is a "Class 3" award: only awards of Class 1 and Class 2 shall be of greater prestige.

Section 13. TCA Districts

13.1 Purpose

The district organizations are to coordinate state activities at the local level.

13.2 Description

The state is divided into twelve (12) districts.

13.3 Duties

State directors and vice directors shall sign the conflict of interest form.

13.4 District Officers

A. State Director

Is the presiding officer at district meetings, and serves on the TCA board of directors.

B. Vice Director

1. Shall assist the state director and, in the absence of the state director or upon request, performs the duties of the state director.
- ~~2. Shall be responsible for contacting new, reinstated and dropped members in their district; and,~~
- ~~3. Shall be responsible for welcoming new members and determining the reason for discontinued or unpaid memberships.~~

C. District Secretary/Treasurer

Shall keep records of all district meetings and transmits them to the officers of the district, and to the association office. In the absence of the state director and the vice director, or upon request, performs the duties of the state director.

D. District Directors

1. Each district will have at least three district directors to serve with the three officers as a district board of directors.
2. The district board of directors is charged with the faithful performance of all duties within the district.

E. District Committees

The state director appoints, upon ratification by the district board of directors, the committees required for the efficient functioning of the district. Committees within a district are to function as directed by the three district executive officers, the district board of directors, or the TCA's board of directors.

13.5 Duties of District Officers

13.5.1. Become familiar with the constitution and bylaws of the association.

13.5.2. Attend all district meetings.

13.5.3. Secure new members for the association.

13.5.4. Develop programs of interest for district meetings.

13.5.5. Encourage attendance at district meetings.

13.5.6. Keep the district informed of TCA activities.

13.5.7 Contact new, reinstated and dropped members in their district.

13.5.8 Welcome new members and determine the reason for discontinued or unpaid memberships.

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