

ARTICLES OF ORGANIZATION AND BYLAWS

THE COUNCILS ON CHIROPRACTIC EDUCATION INTERNATIONAL (CCEI)

ARTICLES OF ORGANIZATION

1. NAME

The name of this organization is the Councils on Chiropractic Education International (hereinafter called "CCEI").

1. A. VISION

The CCEI is the recognised international authority on quality chiropractic education for all chiropractic educational programmes accredited through member CCEI agencies.

2. MISSION

The Councils on Chiropractic Education International (CCEI) is an independent and autonomous consortium of chiropractic accrediting agencies. CCEI defines, promotes and oversees consistent, high quality standards for chiropractic education worldwide.

3. GOALS

CCEI works toward accomplishment of the following goals in pursuit of its mission:

- a. Define and maintain international educational standards and competencies and ensure their utilisation by accrediting agencies;
 - i. Standards and competencies that are based on best educational, judicial and clinical practices;
 - ii. Standards and competencies that are competency based;
 - iii. Standards and competencies that are evidence based;
- b. Define the process of accreditation and ensure implementation and its administration by CCEI member accrediting agencies;
- c. Establish and maintain a process for verifying equivalence of the educational standards and accreditation procedures utilized by CCEI member accrediting agencies;
- d. Assist and provide guidance in the development of accrediting agencies;
- e. Promote continuous improvement of international educational standards and competencies, while recognizing the existence of educational, cultural and jurisdictional diversities; and,
- f. Advocate quality chiropractic education.

4. MEMBERSHIP

Accrediting agencies for chiropractic education meeting all requirements for CCEI recognition and committed to ongoing compliance with the responsibilities of membership are eligible for membership in CCEI.

5. BOARD OF DIRECTORS

The property, affairs, business and concerns of the CCEI are vested in a Board of Directors (Directors) established as provided in the Bylaws.

6. OFFICERS

The President, Vice President and two Members-at-Large serve as elected officers who are elected and hold office as provided in the Bylaws. The Executive Secretary serves as an officer ex officio, who is appointed and holds office as provided in the Bylaws.

7. DISSOLUTION

A decision to dissolve the CCEI requires a special meeting of the CCEI Board of Directors called for that purpose and the affirmative vote of the Boards of Directors of at least two-thirds of the member agencies.

8. AMENDMENTS

These Articles may be amended at any meeting of the Directors by a two-thirds affirmative vote of all Directors. A proposed amendment will not be considered unless received by the Executive Secretary at least three (3) months prior to the meeting at which it is to be considered and unless notice of the proposed amendment is given to member agencies at least two (2) months before the meeting at which it is to be considered.

BYLAWS

1. RECOGNITION AND MEMBERSHIP

1.1. Criteria for Recognition

To be eligible for recognition, an accrediting agency must be:

- 1.1.1. Organized to assess and make determinations regarding the quality and content of educational programs that graduate entry-level chiropractic practitioners, according to the criteria and processes stated in the International Chiropractic Accreditation Standards adopted by CCEI;
- 1.1.2. Completely independent and free from undue influence; of any related, associated, or affiliated trade association or membership organization
- 1.1.3. Non profit in its nature and operation;

- 1.1.4. Structured and staffed in a manner that ensures thorough and rigorous accreditation activities with transparent management of conflicts of interest and without bias or compromise; and,
 - 1.1.5. Fully responsive and provide reasonable assistance to any and all chiropractic educational entities in its region as those entities might seek accreditation services.
 - 1.2. The criteria for membership are:
 - 1.2.1. Recognition by CCEI as an independent, non-profit accrediting agency for education of entry level chiropractic practitioners;
 - 1.2.2. Endorsement of and adherence to the Bylaws, International Chiropractic Accreditation Standards and Policies established by CCEI;
 - 1.2.3. Subscription to the mission and goals of CCEI; and,
 - 1.2.4. Compliance with all provisions of the CCEI Bylaws and Policies.
 - 1.3. Application for membership is made in writing to the Directors in accordance with established policy.
 - 1.4. Obligations of Members

In addition to any other duties or obligations provided for in these Bylaws, each member shall:

 - 1.4.1. Do all in its power to promote knowledge of, and active interest in, the objectives and work of CCEI;
 - 1.4.2. Reply to all inquiries and questionnaires from CCEI as quickly as possible;
 - 1.4.3. Ensure that CCEI is fully informed in a timely manner regarding any events or developments in its region or country as might be of interest to CCEI; and,
 - 1.4.4. Refrain from any activities that could result in a conflict of interest with CCEI Bylaws or Policies, save and except as otherwise required by law.
 - 1.5. Discipline of Member Agency or Termination of Membership
 - 1.5.1. On the basis that the conduct or policy of a member agency is detrimental to the honor and interests of CCEI and/or the chiropractic profession or is calculated to bring CCEI and/or the profession into disrepute, the Directors shall discipline or terminate the membership of an agency provided that the final termination of membership pursuant to this paragraph requires the affirmative vote of two-thirds of those Directors not representing the agency in question.

- 1.5.2. In the event that a member agency does not pay its dues in a timely manner, the Executive Secretary formally notifies the member in writing that CCEI membership may be terminated unless payment is received within ninety (90) days of such notice.
- 1.5.3. Any member agency choosing to terminate its membership shall give notice in writing to the Directors of CCEI and shall be liable for payment of dues up to and including the year in which such notice is given.
- 1.5.4. In the event the membership of an agency is terminated, whether due to choice, failure to pay dues or termination by Board action, the agency must re-apply according to CCEI requirements if it wishes to regain membership. CCEI will not recognize any new agency for that region served by the terminated agency for at least a period of one (1) year following the date of such termination in order to allow the terminated agency adequate opportunity for reapplication.

2. DUES

2.1. Determination of Amount

Dues are determined by the Board in accordance with approved budgets and are based on equal financial support by all member agencies.

2.2. Assessment and Due Date

All dues are assessed on an annual basis for each calendar year and are due and payable in advance on the first day of January in each year.

2.3. Delinquency

Directors representing member agencies are not permitted to vote at meetings of the Board unless the dues of the member agency are paid in full prior to the meeting of the Board.

3. BOARD OF DIRECTORS

3.1. Board Composition

Each member agency may nominate two Directors to the Board. Such nominations are subject to ratification by the CCEI Board of Directors. Each Director has one vote. The Executive Secretary is a non-voting member of the Board. Each Board member must declare any real or potential conflicts of interest.

3.2. Quorum of the Board

The presence in person and/or proxy of a majority of Directors representing not less than two-thirds of the member agencies entitled to vote is necessary to constitute a quorum for the transaction of business.

3.3. Presiding Officer

The President, or in his/her absence the Vice-President, presides at all meetings of the Board. In the case of absence of both officers, the Board may appoint a presiding officer from among the Directors present.

3.4. Business of the Board

The business of the Board is to:

- 3.4.1. Consider and decide upon applications for recognition and membership;
- 3.4.2. Consider and act upon the annual dues determined by the Board;
- 3.4.3. Review the annual financial statement and balance sheet presented by the Executive Secretary and arrange for appropriate action;
- 3.4.4. Consider reports of the committees and motions relating to the adoption of such reports in whole or in part, and arrange for such action to be taken thereon as seems appropriate;
- 3.4.5. Consider and decide upon proposed resolutions properly submitted by members, provided that such resolutions pertain to matters within the objectives of CCEI;
- 3.4.6. Decide the place and time at which the next meeting of the Board shall be held;
- 3.4.7. Consider and act upon such other business as properly comes before the Directors at any meeting;
- 3.4.8. Establish criteria for recognition by CCEI, which serve as minimum requirements to be implemented by all recognized agencies, and International Chiropractic Accreditation Standards, which serve as the structure for chiropractic education as accredited by recognized agencies.

3.5. Procedures

- 3.5.1. The President prepares the agenda for meetings of the Directors.
- 3.5.2. Resolutions intended for consideration by the Directors relating to the funds or to any policy of the CCEI are to be given to the Executive Secretary not less than three (3) months before the meeting of the Directors at which it is to be considered. Any other matter to be considered by the Board, unless otherwise required under the Articles, Bylaws or Policies of CCEI, is to be submitted to the Executive Secretary at least two (2) months prior to the date of the meeting of the Directors at which the matter is to be considered. The Directors, at their discretion after due consideration, may waive any time limit imposed by the Articles or these Bylaws for the submission of matters for consideration by the Board.

- 3.5.3. If not otherwise required under the Articles or these Bylaws, any matter before the Directors is adopted by a simple majority of the votes given thereon. In the event of a tie vote, the matter is not decided.
- 3.5.4. The Directors may adopt such rules of procedure for the conduct of business as they may deem advisable. Meetings are conducted in accordance with *Robert's Rules of Order*.
- 3.5.5. A Director unable to attend a meeting of the Directors shall so notify the Executive Secretary in advance, and the member agency may designate a proxy. No proxy shall be valid after 11 months following the date of execution, unless otherwise provided in the proxy. Any proxy intended to be used at a meeting, hearing, or other gathering of the Members shall be filed with the Executive Secretary, who shall provide it to the presiding officer prior to the commencement of the meeting. At the meeting, the presiding officer shall announce the content of any proxy. All proxies shall be placed on file at the CCEI office and attached to any minutes from the meeting(s) where used.
- 3.5.6. Directors must refrain from any activities that could result in a conflict of interest with their duties on the CCEI Board. The Board may declare certain information to be confidential.

3.6. Official Language

The official language of the CCEI is English.

3.7. Minutes

The Executive Secretary shall be responsible for the minutes of each meeting of the Directors, which are transmitted to and approved by the Directors within two (2) months of the meeting. Approved minutes shall be provided to member agencies upon request.

3.8. Meetings

- 3.8.1. There shall be an annual meeting of the organization held at a time and place determined by the Directors. Other meetings may be held by conference call as necessary.
- 3.8.2. A special meeting of the Directors shall be convened at any time at the request of the President or of not less than fifty percent (50%) of the Directors. At least one (1) month of notice for special meetings shall be given to the Directors, unless waived by 100% of the Directors. The notice shall state the place and purpose of the meeting. No business shall be dealt with at a special meeting of the Directors other than that for which it is specifically convened.
- 3.8.3. For any matter on which Members are entitled to vote, such votes may be conducted electronically or in a manner that the Board shall determine.

3.9. Alternates and Successors

- 3.9.1. A member agency may appoint an alternate Director to vote at a meeting of the Directors, provided that written notice is given to the Executive Secretary at least thirty (30) days prior to the meeting of the Directors at which the alternate serves.
- 3.9.2. The member agency may appoint a successor to fill any vacancy caused by the death, resignation, or inability to serve of a Director appointed by the agency.
- 3.9.3. Termination of the membership of an agency automatically ends the term of any Director appointed by that agency.

3.10. Term

Directors serve for a term of two (2) years, commencing each July 1st, and are eligible for re-appointment. Directors may serve a maximum of three consecutive two-year terms. Directors shall cease to hold office upon receipt by the Board of notification by the membership agency of the removal of the Director.

3.11. Committees

The Directors have the authority to establish such committees, from time to time, as they may feel appropriate to carry out the work of CCEI.

- 3.11.1. The Executive Committee is a standing committee and consists of the President, Vice President and two Members-at-Large. The Executive Secretary serves as a non-voting, ex officio member of the Executive Committee.

4. OFFICERS OF THE DIRECTORS

- 4.1. The President, Vice President and two Members-at-Large serve as elected officers of the Directors. The Executive Secretary serves as a non-voting, ex officio officer, who is appointed by the Board. The Officers shall have and may exercise all the powers of the Board during the interim period between meetings of the Board, except that the Officers shall not have the power to amend the CCEI Articles of Incorporation, Bylaws, Policies and/or International Chiropractic Accreditation Standards, Competencies and Procedures or make any membership decisions. In matters other than employment, the Officers shall not enter into contracts in excess of \$10,000 without the approval of the Board, except for contracts involving investment of CCEI funds, in keeping with an approved investment policy. The Officers have no authority to execute disbursements of greater than \$2,500. During the interim period between Council meetings, the Officers may delegate certain powers to other Committees, Board Members or Officers. The Officers shall not incur indebtedness without the approval of the Board.

- 4.1.1. The Board elects the President, Vice-President and two members at large from among its members, but these individuals must be representatives of different agencies. They are elected for a term of one (1) year and are eligible for re-election for up to two (2) additional years in each office. No person may serve in an office for more than three years.

4.1.2. In the event of the death, inability or resignation of an Officer during a term of office, the Directors shall make such appointment or other provision as they may deem expedient for the discharge of the duties of that office.

4.2. Duties and Responsibilities of the President

4.2.1. The President of the CCEI presides at all meetings of the Directors.

4.2.2. The President of the CCEI is the official spokesperson.

4.3. Executive Secretary

The Executive Secretary is retained by the Board and performs such duties as prescribed by the Board in accordance with CCEI policy. The Executive Secretary provides for the receipt of all monies payable to the CCEI, and makes payments based on proper invoices in accord with the annual budget as approved by the Board of Directors. The Executive Secretary provides for keeping and maintaining the accounts of the CCEI, submits a full and proper record of accounting to the Board at each of its meetings, and performs other duties as listed in policy. The Executive Secretary seeks approval for disbursement of funds in excess of \$1,500.00.

5. FINANCE

5.1. The fiscal year of CCEI is the calendar year.

5.2. Operating Costs and Budget

The Executive Secretary produces an annual budget for submission to the Board. The costs of operation are equally shared by all member agencies.

5.3. Accounts and Audit

The Executive Secretary keeps the financial accounts of CCEI. Any Director may inspect the accounts.

5.4. Annual and Financial Papers

The Directors publish annually a report on the general state and proceedings of CCEI for the previous year, and a financial statement and balance sheet for the previous year in accordance with the financial review ordered by the Board.

5.5. Financial Support

The CCEI may accept funds from foundations, corporations or other interested parties.

6. ADMINISTRATION

6.1. Notice

In all matters in which these Bylaws require notice to be given to member agencies, such notice is deemed to have been duly given two (2) weeks after a properly stamped envelope is mailed at the post office and addressed to the last address given to CCEI.

6.2. Indemnity

Every Officer, Director, and employee of the CCEI is indemnified against any loss or damage sustained in the discharge of or arising out of performance of duties for CCEI unless such loss or damage arises from fraud or dishonesty on the part of any such Officer, Director or employee.

7. AMENDMENTS

7.1. Amendments to Bylaws

These Bylaws may be amended at any meeting of the Directors by a two-thirds affirmative vote of all Directors. A proposed amendment is not considered unless received by the Executive Secretary at least three (3) months prior to the meeting at which it is to be considered and unless notice of the proposed amendment is given to member agencies at least two (2) months prior to the meeting at which it is to be considered, unless waived by an unanimous vote of the Directors.

End of CCEI Articles of Organization and Bylaws

Amended and adopted:	19-20 May 2012
Amended and adopted:	25 June 2014
Amended and adopted:	12 May 2015