



Resolution #2-08  
Final Version

---

Submitted by:  
FCLB Board of Directors

Restatement of the FCLB Articles of Incorporation

- Whereas,* The Federation of Chiropractic Licensing Boards (FCLB) has been incorporated in Wyoming as a nonprofit organization since 1966; and
- Whereas,* The FCLB received a Federal IRS determination letter awarding 501(c)(6) status in 1968; and
- Whereas,* Many other federations of professional regulatory boards operate under 501(c)(3) status; and
- Whereas,* 501(c)(3) status designation would more accurately reflect the membership and operations of the organization; and
- Whereas,* The FCLB Board of Directors proposes a Restatement of the FCLB Articles of Incorporation to coincide with its mission and operations and to facilitate its 501(c)(3) application; now, therefore, be it
- Resolved,* That the FCLB adopt the Restatement of the FCLB Articles of Incorporation as attached.

Attachments:

Current FCLB Articles of Incorporation  
Restatement of FCLB Articles of Incorporation

-∞-

Adopted by the delegate body without dissent  
82<sup>nd</sup> Annual Congress  
May 3, 2008 ♦ Atlanta, Georgia

**Proposed Certificate of Restatement of  
Articles of Incorporation of  
Federation of Chiropractic Licensing Boards**

**For Consideration by the FCLB Member Boards  
May 3, 2008**

**Final Version**

The Articles of Incorporation of the Federation of Chiropractic Licensing Boards is amended and restated to read as follows:

1. The name of the corporation shall be "Federation of Chiropractic Licensing Boards".
2. The term of the existence of the corporation shall be perpetual.
3. This corporation is a public benefit corporation.
4. The corporation is organized to operate exclusively within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) for charitable and educational purposes and for the purpose of lessening burdens on government, and, more specifically: to provide programs and services that assist member chiropractic licensing boards fulfill their statutory obligations to regulate the profession in the interest of public protection. These programs and services shall include, but not be limited to, those that promote uniform standards among licensing boards, examination and testing services, and educational programs teaching chiropractic (including those leading to the Doctor of Chiropractic degree, postgraduate chiropractic education, diplomate and certification programs, and continuing education for relicensure purposes.)
5. The internal affairs of the corporation shall be managed by a board of directors, composed of no fewer than eight (8) members, who shall be elected by the members of the corporation in such a manner and have such qualifications as the bylaws of the corporation shall from time to time provide.
6. The address of the registered office is 108 West 29<sup>th</sup> Street, Cheyenne, WY 82001 and the registered agent is William A. Riner.
7. The corporation is not organized for profit and shall have no capital stock, but shall issue memberships to such persons and governmental bodies as the bylaws shall provide. All such memberships shall be non-assessable, except that annual payment of dues in such amount as the bylaws may provide may be required as a condition of securing or continuing any membership issued by the corporation, as the bylaws shall from time to time provide.
8. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph Nine hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
9. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

In witness whereof, I have executed this certificate this \_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Oliver R. Smith, Jr., D.C., President / Incorporator

Federation of Chiropractic Licensing Boards  
5401 W. 10<sup>th</sup> Street, Suite 101  
Greeley, CO 80634

Attest:

\_\_\_\_\_  
Donna M. Liewer, Secretary

\_\_\_\_\_  
Date

The undersigned, as President of the Federation of Chiropractic Licensing Boards, does hereby certify that the preceding restatement contains amendments to the articles requiring approval by the members. At the regular annual meeting of the members of said non-profit corporation held \_\_\_\_\_, 2008, the restatement was adopted by the 2/3 vote of the members present at said meeting by way of a resolution.

In witness whereof, I have executed this certificate this \_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Oliver R. Smith, Jr., D.C. President

Attest:

\_\_\_\_\_  
Donna M. Liewer, Secretary

\_\_\_\_\_  
Date