EDUCATION SECTION
HEALTH RESEARCH
FOUNDATION . . . .

THE WESTERN STATES COLLEGE

SCHOOL OF CHIROPRACTIC

TELEPHONE PROSPECT 4-3255

June 1, 1966

4525 S. E. 63RD AVENUE
PORTLAND 6, OREGON

Dr. M. I. Higgens
1107 4th St.
Coeur d'Alene, Idaho

Dear Mel:

Enclosed please find the proposed revisions to the Articles of Incorporation and By-Laws of the Health Research Foundation. I think you will find that they are complete and to your satisfaction.

A meeting should be called of the membership as soon as possible so that the slate of officers and the transition can be voted upon. A nominating committee, of which you are Chairman, should be working on the original group of eleven Board members. A meeting is planned for June 7th, where the rest of the nominating committee, Dr. Elliot, Dr. Dunn and Dr. Stonebrink, will present their recommendations. Any recommendations you have for Board members in the Portland area will be greatly appreciated before the 7th. You, Dr. Williamson and Dr. Ketchum are to be designated as honorary lifetime members of the Board of Directors of the Western States College Foundation.

In relation to the College indebtedness to you for past services and travel, Frank Day, Virgil DeLap and I will be working on an agreement beginning next week when Mr. DeLap returns from his vacation. If you have any special requests for the way which you would prefer to see these funds handled, please let me know immediately. I am assuming that the funds are to be used through the coming years as a student scholarship fund. We will award one, two or three or as many as you see fit each year, in an established ratio to the number of students enrolled each year.

I am, also, enclosing some notes which refer to the work which Mr. Day and I have been engaged in.

It is absolutely essential that the new Board of the school go into operation as soon as possible in order to allow the plans for student recruitment, renovation of the existing plant, and down payment on property acquisition, plus many other important projects which need to be done this summer.

Budgets have been prepared, students have been employed and many other activities are taking shape, which cannot proceed without proper Board action which will be necessary for the financial backing and overall policy of the future growth of the College.

We would like to know as soon as possible your impressions of the enclosed documents so that we may call for a special meeting of the membership as soon as possible. Thank you for your assistance, and I hope it will not be too long before we can see each other again.

Sincerely yours,

WESTERN STATES COLLEGE

Phil

Philbrook Heppner
Assistant to the President

leh
encls.

cc: Dr. Williamson, Dr. Ketchum

RESOLUTION OF AMENDMENT

"BE IT RESOLVED, that Article I of the Articles of Incorporation of HEALTH RESEARCH FOUNDATION be and the same is hereby amended to read as follows:

ARTICLE I

The name assumed by this corporation and the name by which it shall be known is WESTERN STATES COLLEGE FOUNDATION, and its duration shall be perpetual.

and

"BE IT FURTHER RESOLVED, that Article IV of the Articles of Incorporation of HEALTH RESEARCH FOUNDATION be amended as follows:

ARTICLE IV

The title of the officers and Directors shall be set by the By-Laws adopted by the Board of Directors.

5/31/66
HIGGINS

BY-LAWS

of

WESTERN STATES COLLEGE FOUNDATION

ARTICLE I

Membership

The membership of the corporation shall be classified as follows:

Founders: Founders shall be those members who contribute to the corporation a sum of not less than $1,000.00, or who in the judgment of the Directors shall have contributed meritorious service of the highest degree of value to the Foundation. In the event any organization, incorporated or unincorporated, makes a gift or contribution, which is accepted by the Foundation, in the sum of $1,000.00 or more, it may designate one person for Founders membership.

Fellows: Fellows shall be those members who make a meritous and outstanding contribution toward the advancement of human healing by scientific research or otherwise. They shall be determined by a committee appointed by the Board of Directors and under standards, rules and regulations determined by the Board of Directors.

ARTICLE II

MEETINGS

Section 1 - Annual Meeting, Founders and Fellows.

There shall be an annual meeting of the Founders and Fellows of the corporation which shall be held on the second Tuesday of November of each calendar year, beginning with the year 1966, at which meeting there shall be elected by the Founders and Fellows of the corporation successors to the members of the Board of Directors

whose terms shall be expiring at the close of said meeting. At this meeting the Founders and Fellows shall transact such other business as shall properly come before them.

Section 2 - Special Meetings, Founders and Fellows:

Special meetings of the Founders and Fellows of the corporation shall be called at any time by the President, any two Directors, or upon petition of at least 15 Founders and Fellows.

Section 3 - Research Seminar Meeting.

A meeting of the entire membership for a "Research Seminar" shall be held at least once each year at such time and place as the Board of Directors shall designate. Notice of the time and place of such meeting shall be given in writing thirty (30) days prior to such time of meeting. Said "Research Seminars" shall be held for the purpose of making awards, reports, demonstrations, lectures and other things which are in furtherance of the objects and purposes of the corporation.

Section 4 - Notices.

Written notice of each annual and special meeting of the Founders and Fellows shall be given by sending such notice by United States Registered Mail, postage prepaid, to each Founder and Fellow at his last known postoffice address at least seven (7) days prior to the day set for such meeting. Notice of annual meetings shall state the time and place of the meeting. Notice of special meetings shall state the time, place and purpose of the meeting.

Section 5 - Quorum.

Twenty (20) of the Fellows and Founders meeting in person shall constitute a quorum for the transaction of business at any meeting of the Founders and Fellows.

Section 6 - Adjourned Meetings.

If a quorum be not present at an annual or special meeting, the Founders and Fellows present may adjourn to such time and place as may bedecided upon by a majority of those in attendance and notice of such adjournment shall be given in accordance with Section 4 of this Article; but if a quorum be present, adjournment may be taken from day to day or to such time and place as may be decided by a majority of those present and no notice of such adjourned meeting shall be required, but no business shall be transacted at the meeting at which the adjournment was taken.

Section 7 - Voting.

All Founders and Fellows shall be entitled to one vote and voting shall be permitted only in person.

ARTICLE III

BOARD OF DIRECTORS

Section 1 - In General.

The property and business of the corporation shall be managed by its Board of Directors. The number of D irectors shall be not less than eleven (11) or more than twenty-five (25), as shall be determined at each annual meeting of the Founders and Fellows. The terms of office of the Directors shall begin upon their election and qualification and shall continue for three (3) years and until their successors shall have been elected and qualified.

The original Directors shall be named to staggered terms as near as possible, one-third shall be elected for one (1) year, one-third shall be elected for two (2) years, and one-third shall be elected for three (3) years. As the original Directors' terms expire, their successors shall be elected to a term of three (3) years.

Section 2 - Vacancies.

Vacancies in the Board of Directors shall be filled by the remaining Directors from among the Founders and Fellows for the unexpired term. During the existence of any such vacancy or vacancies, the remaining Directors shall possess and exercise all the powers of the Board of Directors.

Section 3 - Regular Meeting.

There shall be a regular annual meeting of the Board of Directors which shall be held immediately after the annual meeting of the Fellows and Founders and at the same place.

Section 4 - Special Meetings.

Special meetings of the Board of Directors may be called from time to time by the President or any two (2) Directors. Such meetings may be held any place within the State of Oregon and shall be designated in the call of the meeting. Any business may be transacted at any special meeting, providing the call of such meeting shall specify the business to be transacted.

Section 5 - Quorum.

A majority of the Directors shall constitute a quorum.

Section 6 - Notices.

Notice of all Directors' Meetings shall be given to each

Director in accordance with Article II, Section 4 of these By-Laws, insofar as practicable, provided, however, there need be but five (5) days notice of a special meeting of the Board of Directors. The Directors may adjourn from any Directors' meetings from day to day. Directors may waive notice of special meetings of the Board of Directors and, if all Directors are in attendance, waiver of such notice shall be conclusively presumed at any meeting at which all Directors are in attendance.

Section 7 - Special meetings.

When in the judgment of the President or any two (2) Directors and an emergency or any good purpose therefore exists, a special meeting may be had by telephone with each Director being contacted individually or by conference telephone call.

Section 8 - Subsequently approved action.

Any action by the Directors of the corporation, although not taken at a regularly called meeting, and the record thereof, upon being subsequently assented to in writing by all members of the Board, shall be as valid and effective in all respects as if passed by the Board at a regular meeting.

ARTICLE IV

OFFICERS AND AGENTS - GENERAL PROVISIONS

Section 1 - Number, Election and Term.

The officers of this corporation shall consist of a President, Vice-President, Secretary and a Treasurer. The said officers shall be elected by the Board of Directors at its first meeting after the first meeting of the Founders and Fellows after the adoption of these By-Laws. Each officer shall hold office for the term of one

year and until his successor shall be elected and qualified. No one person may hold more than one office. The officers provided for in this Section must be members of the Board of Directors.

Section 2 - Additional Officers and Agents.

In addition to the above named officers, the Board may create such offices, and elect and appoint such officers and agents as shall be deemed advisable, and prescribe their duties. Such additional officers and agents need not be members of the Board of Directors.

Section 3 - Removal.

Any officer of the corporation may be removed from office, for cause, by a majority vote of the Directors at any regular meeting or any special meeting called for that purpose.

Section 4 - Vacancies.

Vacancies in any office caused by any reason shall be filled by the Board of Directors at any regular meeting or special meeting called for the purpose, by selecting a suitable and qualified person to act during the unexpired term.

ARTICLE V.

DUTIES OF THE OFFICERS

Section 1 - President.

The President shall, when present, preside at all meetings of the Founders and Fellows and of the Board of Directors. Subject to the Board of Directors, he shall have general charge of and control over the affirs of the corporation. He shall keep the Board of Directors fully informed, and shall freely consult with them concerning the business of the corporation in his charge, and he shall

present to each annual meeting of the Founders and Fellows and when called for by the vote of the Founders and Fellows to any special meeting of the Founders and Fellows, a full and clear statement of the business and condition of the corporation. He shall also do and perform all duties assigned to him from time to time by the Board of Directors.

Section 2 - Vice-President.

The Vice-President shall perform such duties as shall be assigned to him by the Board of Directors, and in case of the death, disability or absence of the President, he shall perform and be vested with all the duties and powers of the President, until the President's successor shall have been elected and qualified.

Section 3 - Secretary.

The Secretary shall give such notices of meetings of the members and of the Board of Directors as required by these By-Laws, and he shall keep a record of the proceedings of all such meetings. He shall have custody of all the books, records and papers of the corporation, except such as shall be in the charge of the Treasurer or some other person authorized to have custody and possession thereof by resolution of the Board of Directors. He shall from time to time make such reports to the officers, Board of Directors and members as may be required, and shall perform such other duties as the Board of Directors shall from time to time delegate to him.

Section 4 - Treasurer.

The Treasurer shall keep accounts of all the moneys of the company received or disbursed, and shall deposit all moneys in the name of and to the credit of the company in such banks and deposi-

tories as the Board of Directors shall designate, subject to withdrawal in the manner to be determined by the Board of Directors, and subject to the Board of Directors, shall safely keep all securities and valuables of this corporation. He shall from time to time make such reports to the officers, Board of Directors and members as may be required, and shall perform such other duties as the Board of Directors shall from time to time delegate to him.

ARTICLE VI.

POWERS OF THE BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors shall have power to make rules and regulations for the conduct of the affairs of the corporation of every kind and nature and to exercise all the rights and powers conferred upon the corporation; and to execute and deliver any and all documents necessary and incidental thereto, including the leasing of a part of any building or buildings it owns and using the proceeds thereof to carry out the objects of the corporation.

Section 2 - Duties.

It shall be the duty of the Board of Directors to cause:

1. To be kept a complete record of all their meetings and acts, and also the proceedings of the membership of any classification thereof, and to render an annual report of the affairs and condition of the corporation.

2. To supervise all the acts of employees and members engaged in carrying out the affairs, objects and purposes of the corporation.

3. To safely keep the funds of the corporation and designate the depository where they shall be kept and deposited.

4. To appoint committees for the carrying out of the objects and purposes of the corporation in such numbers, with such membership and for such period as the Board of Directors in their discretion shall from time to time determine. Committees shall at all times serve at the pleasure of the Board of Directors.

5. To be issued membership certificates and to keep a record thereof.

ARTICLE VII.

SEAL - EXECUTION OF INSTRUMENTS

Section 1. -Seal.

The corporation's seal shall be circular, with the words WESTERN STATES COLLEGE FOUNDATION around the border, and the words "Corporate Seal" in the center. The seal shall be in the charge of the Secretary. He shall affix the seal to all documents required to be under seal as authorized by the Board of Directors. If and when so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer or other officer designated by the Board.

Section 2 - Execution of Instruments.

All deeds, mortgages, contracts and other instruments under seal, or required to be under seal, shall be signed by the President, or in his absence or when so ordered by the Board of Directors, by the Vice-President; and any and all such documents shall also be signed or attested by the Secretary, or in his absence or when so ordered by the Board of Directors, by the Treasurer, or such other officer as the Board shall empower. Other instruments shall be signed as the Board of Directors may from time to time prescribe.

No such document shall be signed or sealed by any officer of the corporation unless done pursuant to authorization by the Board of Directors.