

**BYLAWS
OF
AMERICAN ASSOCIATION OF BOVINE PRACTITIONERS**
(an Ohio nonprofit corporation)

Adopted March 9, 2018

ARTICLE I: ORGANIZATION

SECTION 1: NAME. The name of this Association shall be the AMERICAN ASSOCIATION OF BOVINE PRACTITIONERS (the “*Association*”).

SECTION 2: INCORPORATION. The Association has been incorporated under the laws of the State of Ohio as a nonprofit, “mutual benefit corporation,” on February 21, 2018.

SECTION 3: PRINCIPAL OFFICE. The principal office of the Association shall be the office of its Executive Director, which is currently in Ashland County, Ohio, but may be changed from time to time.

SECTION 4: FISCAL YEAR. The fiscal year of the Association shall be January 1st through December 31st.

ARTICLE II: PURPOSES

SECTION 1: ARTICLES OF INCORPORATION. The purposes of the Association shall be as provided in the Articles of Incorporation.

SECTION 2: SPECIFIC PURPOSES. In addition to the general purposes referenced in the Articles of Incorporation, the specific purposes of the Association include, but are not limited to, the following:

- A. Endeavoring to do all things necessary to enhance the interests, to improve the public stature, and increase the knowledge of veterinarians in the field of dairy and beef cattle practice;
- B. Elevating standards of bovine practice;
- C. Attracting attention to the relationship between bovine practice and the public interest;
- D. Enhancing understanding and goodwill among its members;
- E. Cooperating with veterinary and agricultural organizations and regulatory agencies;
- F. Establishing the Association as a 501(c)(6) organization and to maintain said organization as to comply with all of the requirements of Section 501(c)(6) of the Internal Revenue Code.

SECTION 3: ALL POWER. In carrying out the purposes described in the Articles of Incorporation and these Bylaws, the Association shall have all power to do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of the said purposes.

ARTICLE III: MEMBERS

SECTION 1: CLASSES. There shall be four classes of Members in the Association: Active, Honorary, Honor Roll, and Student:

- A. ACTIVE MEMBERS shall be graduate veterinarians engaged in the general field of bovine medicine or interested in bovine medicine. Active Members shall be entitled to all rights and privileges of the Association.
- B. HONORARY MEMBERS shall be those persons who have made noteworthy and outstanding contributions to bovine practice, as determined by unanimous vote or resolution of the Board of Directors of the Association (the “**Board**”). Honorary Members shall be divided into two categories depending on the Membership status of that person at the time the Board grants Honorary Membership:
 - 1. ASSOCIATION MEMBERS shall have the privilege of attending all meetings of the Association, be excused from paying dues or meeting registration fees, and continue to receive the same rights and privileges as Active Members.
 - 2. NON-ASSOCIATION MEMBERS shall have the privilege of attending all meetings of the Association, be excused from paying dues or meeting registration fees, but shall not be entitled to vote or hold office.
- C. HONOR ROLL MEMBERS shall be those veterinarians who are Active Members of the Association, have reached the age of 70 years, have maintained Active Membership for a period of at least 25 years, have requested their names be added to the Association’s Honor Roll, and such request has been approved by the Board. Honor Roll Members will be excused from the payment of dues, meeting registration fees, assessments, or other financial obligations of the Association, and shall continue to receive the same rights and privileges as Active Members.
- D. STUDENT MEMBERS shall be professional veterinary students enrolled in colleges of veterinary medicine. Any student attending a professional veterinary school can join the Association as a Student Member. Dues for Student Members shall be payable to the Association, as described below.

SECTION 2: TENURE. Members of the Association shall retain their Membership only so long as they comply with these Bylaws and are not delinquent in the payment of their dues.

SECTION 3: DUES AND ASSESSMENTS. Dues and assessments of the Association shall be established by the affirmative vote of not less than two-thirds of the Board. Changes in the dues will be announced to the Membership within a reasonable time period following the vote. The dues shall be payable to the Association and will be due on July 1st of each year. A Member required to pay dues shall be delinquent if his/her dues are not received by October 1st of the same calendar year for which they are payable.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS AND DUTIES. The affairs of the Association shall be managed by the Board, as provided in the Articles of Incorporation. The Board is responsible for the major administrative policies governing the affairs of the Association and shall devise the measures for the Association’s growth and development. It shall fill vacancies in office as are essential to the conduct of the affairs of the Association when such vacancies occur between elections.

SECTION 2: COMPOSITION.

- A. The Board shall consist of the President, Immediate Past President, President Elect, Vice President, Executive Director, Treasurer, and thirteen representatives, one to be chosen from each of the Districts as outlined below. The President, Immediate Past President, President Elect, and Vice President shall be *ex officio*, voting members of the Board; the Executive Director and Treasurer shall be *ex officio*, non-voting members of the Board

(these officers, collectively, referred to as “*Officer Directors*”). With the consent of the voting Membership, the Board may increase the size of the Board.

B. Geographical areas are represented by thirteen Districts. One Association Member is to be elected from each of eleven districts from the United States and two from Canada to serve on the Board as a “*District Director*”:

1. *District I* will include Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island and Vermont.
2. *District II* will include Delaware, Washington D.C., Maryland, New Jersey, Pennsylvania, and Virginia.
3. *District III* will include Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, and Puerto Rico.
4. *District IV* will include Kentucky, Michigan, Ohio, and West Virginia.
5. *District V* will include Illinois, Indiana, and Wisconsin.
6. *District VI* will include Iowa and Minnesota
7. *District VII* will include Kansas, Missouri, and Oklahoma.
8. *District VIII* will include Arkansas, Louisiana, and Texas.
9. *District IX* will include Colorado, Nebraska, New Mexico, North Dakota, South Dakota, Utah and Wyoming.
10. *District X* will include Arizona, California, Hawaii, and Nevada.
11. *District XI* will include Alaska, Idaho, Montana, Oregon, and Washington.
12. *District XII* will include the provinces of Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland.
13. *District XIII* will include the provinces of British Columbia, Alberta, Saskatchewan, and Manitoba, and the territories of Northwest Territories, Nunavut, and Yukon.

SECTION 3: QUALIFICATIONS.

- A. A Board candidate must be an active Member of the Association immediately prior to his/her nomination and District Directors must reside in the District in which he/she is voted and elected. Moving out of the District during the term on the Board will require resignation from the Board with a special election for a new District Director from that District. The newly elected District Director will finish the current term and be eligible for two additional terms.
- B. If an Officer or District Director is absent from two consecutive regularly scheduled Board meetings without Board approval, the position shall be declared vacant and a new Director elected.

SECTION 4: PRIVATE PRACTITIONER PERCENTAGE. More than 50% of the District Directors serving on the Board at any one time shall be primarily involved in private veterinary practice. The Association Membership database will be used to determine professional employment type.

SECTION 5: ELECTION OF DISTRICT DIRECTORS.

- A. The Executive Director is the Chief Electoral Officer is who shall determine which directors will complete their term of office at the next annual meeting of the Association's Members ("**Annual Business Meeting**"), and provide by mail and/or electronic means to each active Member of the respective districts in which a vacancy will occur a request for qualified nominations.
- B. Names of all qualified nominees who are Active Members in good standing and who agree to serve will be placed on a primary ballot (*i.e.*, if more than two nominees are presented).
- C. Primary ballots will be provided by mail or electronic means to the voting Membership of the respective districts at least 60 days prior to the Annual Business Meeting. Primary ballots may be submitted to the Executive Director or his or her designee by mail or electronically. The primary ballots that are returned in a timely manner will be counted. Any candidate receiving more than 50% of the votes cast from the District will be declared the election winner. When no candidate receives more than 50% of the vote, an election ballot will be prepared listing the two candidates (or in the case of tie, there may be more), who received the greatest number of primary votes.
- D. Election ballots will be provided by mail or electronic means to the voting Members of the respective districts at least 30 days prior to the Annual Business Meeting. Election ballots may be submitted to the Executive Director or his or her designee by mail or electronically. Individuals receiving the greatest number of votes on the election ballots will be declared the winners in their districts and so announced at the Annual Business Meeting.
- E. In the case of only one nominee to the election ballot, that nominee will be declared as the election winner by acclamation and an election ballot will not be mailed.
- F. When election of a candidate from other than private practice would result in 50% or more of the Directors being non-private practitioners, such nominees will not be seated.
- G. In the event an elected non-private practitioner cannot be seated because of the 50% private practitioner percentage requirement, the private veterinary practitioner receiving the highest number of votes in that district will be seated. In the event that a private practitioner is not among the candidates, the nominations shall be reopened and the election repeated in the district(s) involved.

SECTION 6: TERM OF OFFICE.

- A. District Directors shall be elected for a term of three years by Members of their respective Districts and may serve one additional term, with partial terms not being considered in the limitation. If a partial term is one year or less, the newly elected Director shall serve the remainder of the partial term, plus one full term, before standing for re-election.
- B. No member will be allowed to serve more than two full terms as District Director.
- C. Officer Directors shall continue to serve as Directors for as long as that person is an officer of the Association.

SECTION 7: EXECUTIVE COMMITTEE.

- A. The Association shall have an Executive Committee, which shall have all of the powers of the Board to transact business between Board meetings.
- B. The Executive Committee shall be composed of the President, Immediate Past President, President Elect, and the Vice President, who have voting rights; the Executive Director, and Treasurer shall serve as non-voting members of the Executive Committee.

- C. The Executive Committee shall hold meetings at such times and places as the President of the Association may direct.
- D. All transactions of the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board.

ARTICLE V: OFFICERS

SECTION 1: OFFICERS. The officers of the Association shall be President, Immediate Past President, President Elect, Vice President, Executive Director, Secretary, Treasurer, and such other officers as the Bylaws may from time to time specify:

- A. The PRESIDENT of this Association shall preside at all meetings and shall have all such powers as may be reasonably construed as belonging to the chief executive of the Association. The President shall automatically assume the office of Immediate Past President at the completion of the Annual Business Meeting.
- B. IMMEDIATE PAST PRESIDENT
 - 1. The Immediate Past President shall:
 - a. assist the officers in the administration of the Association;
 - b. preside at meetings in the absence of the President;
 - c. serve as Chairperson of the Forward Planning Committee; and
 - d. fill any vacancy in the office of President, President Elect, Vice President, or American Veterinary Medical Association (“AVMA”) delegate and perform the duties of that office for only one year or less in addition to those of the Immediate Past President.
 - 2. If the Immediate Past President office becomes vacant, the just previous Immediate Past President shall assume the office for the remaining term.
- C. PRESIDENT ELECT
 - 1. The President Elect shall:
 - a. be the Program Chairperson of the Association’s Annual Conference (“*Annual Conference*”);
 - b. prepare him/herself to accept the duties and responsibilities of the President; and
 - c. preside at meetings in the absence of the President and the Immediate Past President.
 - 2. The President Elect shall automatically assume the office of President at the completion of the Annual Business Meeting.
- D. The VICE PRESIDENT is elected by the Membership and shall:
 - 1. Assist the officers in the administration of the Association in whatever manner the President directs;
 - 2. Serve as Seminar Coordinator of the Annual Conference.
 - 3. Assume automatically the office of President Elect upon completion of his/her term at the end of the Annual Business Meeting.
- E. The EXECUTIVE DIRECTOR shall be a veterinarian, and a full-time employee of the Association appointed by the Board, serving as the chief administrative officer, performing all duties in accordance with these Bylaws and subject to oversight by the Board. The Executive Director’s shall:

1. Maintain accurate records and documentation of all proceedings of the Board and Committees;
 2. Administer the financial affairs of the Association in accordance with described fiscal procedures and accountability;
 3. Be responsible for all administrative duties in preparation for, and conduct of, the Annual Conference;
 4. Prepare and distribute the Association's electronic and/or printed publications, including, but not limited to:
 - a. Monthly Newsletter;
 - b. The Proceedings of the Annual Conference; and
 - c. The Bovine Practitioner;
 5. Serve as Chief Electoral Officer for elections of directors and officers;
 6. Report annually to the membership at the Annual Business Meeting on the activities of the headquarters office and on the Association's affairs;
 7. Delegate to other employees and agents any of his/her duties which he/she considers appropriate to delegate;
 8. Conduct annual performance appraisals of all employees;
 9. Maintain a complete list of policies and procedures that have been approved by the Board:

 10. Liaise with treasurer on financial matters;
 11. Serve the Membership in an acceptable manner; and
 12. Be a non-voting, *ex officio* member of the Board and Executive Committee.
- F. The SECRETARY must be a Member of the Association and shall be the Executive Director, unless otherwise appointed by the Board. The Secretary shall:
1. Take and maintain (or cause to be taken and maintained) minutes of all meetings of the Board;
 2. Give (or cause to be given) notice of all meetings of the Board as required by these Bylaws, unless otherwise provided herein,
 3. Maintain (or cause to be maintained):
 - a. the Association's Seal (if any);
 - b. a register of the address of each Director; and
 - c. all other books, records and other documents of the Association; and
 4. Perform all duties incident to the office and such other duties and responsibilities as the Board periodically requires.
- G. The TREASURER must be a member of the Association and shall be appointed by the Board for a three-year term and is eligible for an additional, full three-year term by reappointment. The Treasurer shall:
1. Be the custodial officer of the Association and be the custodian of the assets;
 2. Perform the duties required or authorized by these Bylaws and the resolutions of the Board, and is subject to direction of the Board;
 3. Hold the Executive Director responsible for:
 - a. Disbursing moneys from the general fund;
 - b. Paying all authorized expenses of the Association subject to the direction of the Board;
 - c. Maintaining a file, either in electronic or physical form (or a combination thereof), of all vouchers and invoices accompanying them for a period of not less than five years;

- d. Depositing all moneys in the name of the Association in a federally insured bank(s) approved by the Board;
 - e. Investing reserve funds in accordance with policy established by the Board; and
 - f. Keeping and maintaining financial records of the proceedings of the Board, Committees, and the Annual Conference;
4. Prepare, with the assistance of the Executive Director, an annual budget for Board approval;
 5. Turn over all properties and records in his/her custodianship to his/her successor;
 6. Make a detailed report of the financial status of the Association at each Annual Business Meeting and at such other times as the Board may request;
 7. Be a non-voting, *ex officio* member of the Board and Executive Committee; and
 8. Be the Chairperson of the Finance Committee and shall be the comptroller.

SECTION 2: QUALIFICATIONS. All elected officers must be active members of the Association prior to their election.

SECTION 3: VACANCIES.

- A. Any vacancy in the office of President, President Elect, or Vice President, shall be filled by the Immediate Past President. If the Immediate Past President office becomes vacant, the just previous Immediate Past President shall assume the office for the remaining term.
- B. At the end of his/her term of office, the President Elect immediately and automatically shall succeed to the office of and become President. Likewise, the Vice President immediately and automatically shall succeed to the office of and become President Elect and the President immediately and automatically shall succeed to the office of Immediate Past President.
- C. EXECUTIVE DIRECTOR. The Executive Committee, with Board approval, shall appoint an interim Executive Director for an indefinite period until the Board selects a permanent replacement to fill a vacancy in this office.
- D. TREASURER. The Executive Committee, upon recommendation from the Executive Director and with Board approval, shall appoint an interim Treasurer for an indefinite period until the Board selects a permanent replacement. This permanent selectee shall hold the office for three years and be eligible for an additional, full three-year term by reappointment, as described above.

SECTION 4: TERM.

- A. The terms of the President, Immediate Past President, President Elect, and Vice President shall commence at the end of the Annual Business Meeting at which they are elected or, in the case of a President, President Elect, and Immediate Past President who succeeds automatically to such office, and shall terminate at the end of the following Annual Business Meeting, except cases of unexpected vacancy.
- B. The term of the Executive Director shall have an indefinite term.
- C. The term of the Secretary shall be coterminous with the Executive Director, unless the Board appoints another Secretary, in which case the term shall be as determined by the Board.

SECTION 5: ELECTION.

- A. The Membership elected position – i.e., Vice President – shall be filled by an election conducted by mail and/or electronic voting.
- B. Ballots shall contain the names of one or more nominees provided by the Nominations Committee. Ballots shall also have space provided for the opportunity of the Association

Members to submit additional qualified nominees. The Membership vote shall be conducted at least 60 days prior to the Annual Business Meeting.

C. The Chief Electoral Officer is the Executive Director. During the Annual Business Meeting, he/she shall announce the name of the individual receiving the highest number of votes.

SECTION 6: COMPENSATION. Compensation of officers shall be approved by the Board from the recommendations of the Employee Evaluations Committee.

ARTICLE VI: OTHER ELECTED POSITIONS

SECTION 1: AVMA DELEGATE. The Membership shall also elect an Association delegate in the AVMA House of Delegates.

SECTION 2: ELECTION. The AVMA Delegate shall be elected and announced in the same manner as the Vice President, as described above.

SECTION 3: TERM. The AVMA delegate shall be elected for a term of four years. If the term of office is interrupted by a vacancy and filled temporarily by the Immediate Past President until the next annual election, the term of the newly elected Delegate will be for four years and not the unexpired term of predecessor.

SECTION 4: ALTERNATE. The alternate Delegate is the Executive Director and shall serve as long as he/she holds that office in the Association.

ARTICLE VII: COMMITTEES

SECTION 1: FORMATION. The number and titles of standing committees will be established by the Board. There will be no limit to the number of such committees, but they must meet at least annually and report to the Board. The names of these committees and their functions may be listed on the Association's website.

SECTION 2: CHAIRPERSONS. Committee chairpersons shall be approved by the Board.

SECTION 3: ACTIVITIES. In addition to any responsibilities enumerated herein, Committee activities shall consist of: (A) Studying issues referred by the Board; (B) Studying issues raised by the Chairperson or committee members; and (C) Suggesting and/or assisting with topics for the program at national and regional Association Meetings.

SECTION 4: AD HOC COMMITTEES. In addition to any standing committees, the President may appoint ad hoc committees, task forces and chairpersons with the approval of two-thirds of the Board members.

SECTION 5: APPROVAL OF ACTIONS. All Committee activities and resolutions must be approved by the Board.

SECTION 6: COMMITTEE CLASSIFICATIONS. The Association's committees shall be divided into two broad classifications: (A) Services and Operations, and (B) Issues and Interest.

A. SERVICES AND OPERATIONS committees include the following:

1. *FINANCE COMMITTEE*

a. The Finance Committee shall consist of the Treasurer, the President, the Immediate Past President, President Elect, the Executive Director, and three Members of the Association at Large.

- b. Members of the Association at Large are recommended by the Treasurer, approved by the Board, and can serve a maximum of two three-year terms.
- c. The Treasurer shall be the Chairperson of the Finance Committee and the Executive Director will be a non-voting member.

2. *NOMINATIONS COMMITTEE*

- a. The Nominations Committee for odd-numbered years shall be composed of the Directors from odd-numbered Districts (i.e., 1, 3, 5, 7, 9, 11 and 13). Directors for the even-numbered Districts (i.e., 2, 4, 6, 8, 10, and 12) shall serve as the Nominations Committee in even-numbered years. In addition, the most recent recipient of the Bovine Practitioner of the Year Award will be invited to serve a one-year term on the Nominations Committee.
- b. The Chairperson of the Nominations Committee shall be appointed by the President on a yearly basis.
- c. At the Annual Business Meeting, the Chairperson shall present the list of qualified candidates for all positions to be elected that year.
- d. A Nomination Committee member or members shall interview all nominees to ensure that they are qualified candidates for the position for which they have been nominated. The Committee shall also ensure that all nominees agree to serve the complete length of term as designated in the Bylaws.
- e. The Nominations Committee must present one or more qualified candidates to the Board for each elected position. The Board may approve the Nominations Committee recommendations and may accept any nominations put forward by members of the Board.
- f. The Chief Electoral Officer shall prepare the ballots for mail and/or electronic vote to be conducted at least 60 days prior to the Annual Business Meeting. The ballots must provide adequate space to permit the Association members the opportunity to submit the name of an additional nominee.

3. The *PROGRAM COMMITTEE* shall assist the President Elect, who is the Program Chairperson, in planning and executing the program of the Annual Conference. This committee shall be appointed by the President Elect who reports to the Board through the Executive Director.

4. The *FORWARD PLANNING COMMITTEE*, which consists of all the Past Presidents and Past Executive Directors, shall assist the Board in its efforts to devise and develop measures for the Association's growth and development. This Committee will be chaired by the Immediate Past President and shall study issues referred by the Board and issues raised by the Chairperson or members. The Chairperson shall report to the Board.

5. *EMPLOYEE EVALUATIONS COMMITTEE*

- a. The Employee Evaluations Committee shall consist of the Immediate Past President, the President, and the President Elect,
- b. The Immediate Past President shall serve as Chairperson of the Committee.
- c. The Committee has the responsibility of conducting at least an annual performance evaluation of the Executive Director.
- d. A written report shall be submitted to the Board each year upon completion of the evaluation.

6. The *BYLAWS COMMITTEE* shall consist of the Parliamentarian and two or more committee members approved by the Board. Bylaws Committee members must be Past Presidents. The Parliamentarian shall serve as Chairperson and is appointed by the President for a three-year term with eligibility for a second three-year appointment. The two or more committee members are approved by the Board for one-year terms with eligibility for reappointment for an unlimited number of terms.

7. *AMSTUTZ SCHOLARSHIP COMMITTEE*

- a. The Amstutz Scholarship Committee will make recommendations to the Executive Committee and/or Board of Directors in administering the Amstutz Scholarship Fund.
 - b. The Committee's responsibilities include:
 - i. Raising monies to increase the total funds through various activities approved by the Board; and
 - ii. Setting a policy for granting scholarships based upon dollar amounts and qualifications of the applicants in full compliance with laws of state, provincial, and federal governments applicable to granting scholarships.
 - c. The Chair is approved by the Board. One member shall be from the Board of Directors.
 - d. Members shall serve staggered terms of three years and be eligible for two consecutive terms.
8. The *MEMBERSHIP COMMITTEE* will make recommendations to the Board in administration of membership eligibility, recruitments, strategic planning, and other membership services.

B. ISSUES AND INTERESTS

1. The Executive Director shall coordinate the communication between committees and the Board as well as between each committee.
2. The Chairperson of each committee shall be approved by the Board on the basis of recognized expertise in the field.
3. This Chairperson shall in turn appoint a committee, subject to Board approval, with similar expertise and representing a broad range of geographical and bovine practice specialty backgrounds.

SECTION 7: APPOINTMENT. The President shall appoint a Director to serve on the Amstutz Scholarship Committee, the Membership Committee, and each Issues and Interests Committee. It is recommended that this Director serve as Vice Chairperson to facilitate communication between the committee and the Board. All committee appointments are subject to Board approval.

SECTION 8: TERM.

- A. Committee members shall serve three-year terms.
- B. Committee members are eligible for one consecutive reappointment but are not limited to a maximum number of terms.
- C. The Chairperson will maintain that position for a three year term with eligibility for one reappointment with Board approval.
- D. In no case shall the Chairperson's term exceed the remaining term of that person on that committee.

SECTION 9: CHAIRPERSON'S REPORT. The Chairperson of each committee or his or her designee shall report to the Board in writing or in person at least annually.

ARTICLE VIII: MEETINGS

SECTION 1: MEMBERS

A. ANNUAL BUSINESS MEETING.

1. An Annual Business Meeting of this Association shall be held at a time and place to be designated by the Board.
2. The Executive Director shall set an agenda for the Annual Business Meeting.

B. SPECIAL MEETINGS may be called by the President and shall be called by him/her upon the recommendation of a majority of the Board. Such meetings shall be announced by mail and/or electronic means to the membership not less than thirty (30) days prior to the stated time of the meeting. Mailing of notice shall be to the member's latest address.

C. A QUORUM for the transaction of business at a duly called Annual Business Meeting shall be at least 125 members present and eligible to vote.

D. RESOLUTIONS

1. Resolutions may be received from the Board or from individual Members when accompanied by signatures of 20 Active Members of the Association.
2. No resolution from the membership proposed for the Annual Business Meeting will be considered unless it has been delivered to the Executive Director no later than sixty (60) days prior to the Annual Business Meeting at which it is proposed for consideration. Resolutions so received will be provided to the Membership by mail and/or electronic means no less than 30 days prior to the Annual Business Meeting.

SECTION 2: BOARD

A. FREQUENCY. The Board of this Association shall meet at least twice per year.

B. NOTICE.

1. Written notice of each Meeting of Directors stating the date, time and place thereof shall be given by the Secretary or the person or persons calling the meeting by personal delivery or by mail or other written media to each Director entitled to notice of the meeting, not more than thirty (30) days nor less than five (5) days before any such meeting.
2. Except as otherwise provided in these Bylaws, the notice need not specify the purposes of the meeting.
3. If mailed, such notice shall be directed to the Director at the Director's address as the same appears upon the records of the Association.
4. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice and may be waived, in a writing, by any Director either before or after such meeting.

C. A QUORUM OF THE BOARD shall consist of a majority of the members present.

D. VOTING.

1. For purposes of any vote of Directors, each Director shall have one vote.

2. Any Director may be represented and considered present at any meeting of Directors or vote thereat and exercise any other rights by proxy or proxies appointed by a writing signed by such Director.
3. Unless otherwise provided in these Bylaws or by law, the Board shall act by a majority vote of the Directors at a duly constituted meeting or through a written document signed by all Directors.

E. ACTION WITHOUT A MEETING.

1. Any action which might be taken at any meeting of the Directors may be taken without such meeting by a writing or writings signed by all of the Directors, in accordance with Ohio Revised Code Section 1702.25.
2. For purposes of this Paragraph, "all" the Directors shall mean all the Directors who are capable of casting a vote on the matter.
3. If a Director is unable to cast a vote on any particular issue due to disability, extraordinary travel that makes the Director temporarily unreachable, or any other valid reason as determined by the President, then such Director shall be treated as abstaining from the vote. Such abstention shall not prevent the Board from acting without a meeting pursuant to this Paragraph (subject to subparagraph 4 below).
4. If three or more Directors abstain from a given vote under the terms of this Paragraph, then such proposed action shall not be approved until considered by the Board at a validly-called meeting thereof or pursuant to this Paragraph when there are fewer than three abstentions.
5. The writing or writings evidencing such action without a meeting shall be filed with the Secretary of the Association and inserted in the permanent records relating to meetings of the Directors.

SECTION 3: EXECUTIVE COMMITTEE.

- A. The Executive Committee of this Association shall meet as required to conduct Association business between Board meetings.

SECTION 4: ELECTRONIC MEETINGS

- A. Any meeting of the Board, a committee, or task force may be conducted through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously.
- B. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.
- C. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.
- D. Any decisions made by the Board of Directors shall be recorded in the minutes of the next physical meeting of the Board.

SECTION 5: USE OF ELECTRONIC COMMUNICATION. Unless otherwise prohibited by law of these Bylaws:

- A. any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and

- B. any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE IX: PARLIAMENTARY AUTHORITY

SECTION 1: ROBERT'S RULES OF ORDER.

- A. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.
- B. The President may call upon the Parliamentarian at any time during the conduct of any meeting.

SECTION 2: RULE OF PROCEDURE. A rule of procedure may be suspended by a majority vote of those Active Members present and voting at the meeting.

SECTION 3: PARLIAMENTARIAN.

- A. A Parliamentarian will be nominated by the President and approved by the Board for a three-year term.
- B. The Parliamentarian's duties include: drafting and interpreting the Association's Bylaws, assisting with rules of order, and planning and conducting meetings.
- C. A candidate must be a former President and attend all meetings and serve as Chair of the Bylaws Committee.
- D. The Parliamentarian may serve a second three-year term with Board approval.

ARTICLE X: INDEMNIFICATION AND REIMBURSEMENT

SECTION 1 INDEMNIFICATION.

- A. The Association shall, except as provided by Section 3 of this Article X, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise (in any case, an "*Other Enterprise*"), and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of Ohio law, as such laws presently exist or may hereafter be amended.
- B. The Association shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

SECTION 2 INSURANCE. The Association, to the extent permitted by pertinent state statutes, may purchase and maintain insurance on behalf of any person who is or was such a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as such a director, officer, employee, or agent of any Other Enterprise.

SECTION 3 INDEMNIFICATION FROM OTHER SOURCES. The Association's obligation, if any, to indemnify any person who was or is serving at its request as a Director, officer, employee, or agent of an Other Enterprise must be reduced by any amount such person collects as indemnification from such Other Enterprise.

SECTION 4: TRAVEL ALLOWANCE. The Board has a pre-approved policy of Fees and Travel Allowance for directors, officers and individuals who have been appointed or elected to represent the Association. This policy is in possession of the Executive Director.

ARTICLE XI: AMENDMENT

SECTION 1: BYLAWS.

A. The Bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the Members present and permitted to vote. The proposed amendment shall be in the possession of the Executive Director not less than forty-five (45) days before the Annual Business Meeting with a minimum thirty (30) days' notice to the Membership.

B. These Bylaws may be amended at any regular meeting of the Association by unanimous vote of the Members present and permitted to vote without previous notice.

SECTION 2: ARTICLES OF INCORPORATION. The Articles of Incorporation may be amended at any regular meeting of the Association by a two-thirds vote of the Members present and permitted to vote. The proposed amendment shall be in the possession of the Executive Director not less than forty-five (45) days before the Annual Business Meeting with a minimum thirty (30) days' notice to the Membership.

ARTICLE XII: DISSOLUTION

SECTION 1: VOTE. The Association may be dissolved on thirty (30) days' notice by majority vote of Directors at a Board meeting.

SECTION 2: EFFECTIVE DATE. Such dissolution shall be effective ninety (90) days after such vote is taken; provided all outstanding obligations of the Association have been satisfied.

SECTION 3: DISTRIBUTION. In case of dissolution of the Association, its assets shall be distributed as provided in the Articles of Incorporation.