



BYLAWS OF THE SOCIETY OF ANESTHESIA AND SLEEP MEDICINE

Amended November 2024

Adopted February 1, 2011

Amended October 2013

Amended Sections 2.2 and 2.3 to increase number of Directors

Amended October 2014

Amended Section 1.3 to revise the text “the general public” to “children, youth and adults.”

Amended Section 3.5 to add the Pediatric Committee as its own committee rather than a subcommittee of the Clinical Committee.

Corrected June 2015

Corrected Section 1.3 to add the full date of January 14, 2011 to the file date of the Articles of Incorporation and the Charter Number of 1989904.

Corrected Section 2.3 to reflect revisions made to the term of office of a member- elected Director of the Board of Directors. Corrected from a member of the Board of Directors.

Amended October 2016

Amended Section 4.3 to revise the length of President, President-Elect and Immediate Past President Officer terms.

Amended October 2020

Amended section 2.2 to formalize appointment of the Respiration and Sleep Medicine Executive Section Editor of *Anesthesia & Analgesia* to the Board. Amended Sections 2.3, 3.3 and 4.3 to revise the length of President, President-Elect and Immediate Past President Officer terms. Amended Sections 3.3, 4.1, 4.2, and 4.5 to amalgamate the positions of Secretary and Treasurer into a single Secretary-Treasurer position.

Amended November 2024

Amended section 2.21 to change from 3 classes of memberships to 2. Amended section 3.5 so that the Bylaws Committee will have at least one of the president, president-elect and/or immediate past-president on the committee, but does not require all 3. Amended Article 12: Amendments to allow for passage of amendments with a $\geq 50\%$ of the membership present at a relevant meeting approving them (vs 75% previously)



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ARTICLE 1: NAME, LOCATION, AND PURPOSE

Section 1.1 - Name. The name of this public benefit corporation is Society of Anesthesia and Sleep Medicine (the “Corporation”).

Section 1.2 - Principal Office. The principal office of the Corporation is in the city of Milwaukee, Milwaukee County, Wisconsin. The registered agent and state of incorporation is the city of Cleveland, Cuyahoga County, Ohio.

Section 1.3 - Purpose. The Corporation is exclusively organized and is to be operated as a public benefit nonprofit tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (at times the “Internal Revenue Code”), as amended, and Chapter 1702 of the Ohio Revised Code. The general and specific purposes of the Corporation and the nature of the activities to be conducted by the Corporation are set forth in its Articles of Incorporation filed as of January 14, 2011 in the office of the Secretary of State of Ohio Charter Number 1989904, which shall include but not be limited to the following:

1. To improve the health of children, youth and adults in connection with enhancing care by creating and supporting projects, educational activities, programs and other activities pertaining to medicine related to anesthesia and sleep medicine.
2. To provide an environment, meetings and forums for the introduction and sharing of ideas and information for improving health in connection with sleep related medicine and the medical discipline of anesthesia.
3. To promote and encourage studies of the mechanisms of anesthesia and sleep and the consequences of anesthesia and sleep on brain and other organ functions.
4. To promote and encourage clinical and epidemiological studies determining the associations between sleep disordered breathing and perioperative risk.
5. To seek to develop methods of minimizing perioperative risk of upper airway obstruction or ventilatory insufficiency in predisposed individuals.
6. To explore the use of various therapies (including, but not limited to, noninvasive positive airway pressure therapies) to prevent and treat perioperative upper airway obstruction or hypoventilation.
7. To stimulate research examining the relationships in respiratory, neurophysiological, neuropsychological and neuropharmacological function between anesthesia and sleep.

Section 1.4 - Principles. The Society is founded on a basis of inclusivity and will welcome gender, cultural and racial diversity among its membership and committees.



ARTICLE 2: BOARD OF DIRECTORS AND MEMBERS

Section 2.1 - Directors and Members. The Corporation shall have Directors (at times “Directors”) and Members (at times “Members”).

Section 2.2 - Number and Election of Directors. The number of Directors of the Corporation shall be not less than seven (7) and not more than eleven (11). Nine (9) of the Board of Directors shall be those persons nominated by the Nominating Committee of the Corporation according to procedures specified in section 3.2 and elected by the members at least 30 days prior to the Annual Meeting of Members through e-mail correspondence or as otherwise permitted and provided in these Regulations. Where more candidates for Director are nominated than existing vacancies, the position(s) will be elected by simple majority of members voting (including authorized proxies (section 2.17) and the newly elected Directors will be announced at the Annual Meeting. See section 2.26. In addition to these nine (9) member-elected Directors, the Board may appoint up to two (2) Board-appointed Directors. One (1) of these Board-appointed Directors will be the Respiration and Sleep Medicine Executive Section Editor of *Anesthesia & Analgesia*, provided appointment to this role remains under the influence of the Corporation. Appointment to the other one (1) of these two (2) Board-appointed Director positions will be at -the Board’s discretion if and as required to facilitate its work.

Section 2.3 - Director Term of Office. Except as otherwise permitted under these Regulations, the term of office of a member-elected Director of the Board of Directors shall be two (2) years beginning immediately following the Annual Meeting at which the given member is elected. Any Director who has served three (3) consecutive terms of at least two (2) full years each must leave the Board of Directors for at least one (1) year before being eligible for re-election thereto except where during a Director’s third consecutive two (2) year term that Director is elected President-Elect of the Corporation. In this circumstance, such Director shall then continue as a member of the Board for the term of his or her Presidency and on completion of such term will remain on the Board as Immediate Past President for a further two (2) years before then leaving the Board. The term of office of the Board-appointed Directors of the Board of Directors shall be determined by the Board but shall not exceed two (2) years in the first instance. Such appointments may be renewed for further two (2) year terms at the Board’s discretion.

Section 2.4 - Duties and Powers of Directors. The Board of Directors shall have the complete control over and general management of the affairs, property and business of the Corporation. The Directors shall make decisions regarding the Corporation, its operations, management and affairs. Such Directors shall, in all cases, act as a Board, regularly convened. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with its Articles of Incorporation, these Regulations (reference to



the Regulations or Articles shall mean as such may have been amended), and the laws of the United States and of the State of Ohio.

Section 2.5 - Quorum. Except as otherwise provided by these Regulations, at all meetings of the Board of Directors, a majority of the number of its members then serving shall constitute a quorum necessary for the transaction of business. A majority of those present may adjourn the meeting from time to time without further notice to any absent Director regardless of whether a quorum is present.

Section 2.6 - Voting. At all meetings of the Board of Directors, each Director is to have one vote. All questions, the determination of which is not specifically inalterably mandated by statute, or otherwise by these Regulations or the Articles of Incorporation, shall be decided by a majority vote of a quorum of the Directors. In the case of a tied vote the meeting chair shall have an additional casting vote.

Section 2.7 - Vacancies. To the extent that the number of Directors serving is less than seven (7), there shall be [a] vacancy[ies] on the Board. Any vacancy on the Board may be filled at any time upon nomination by the Nominating Committee. Any Director elected to a vacancy shall serve for the balance of the term of the Director he or she replaced.

Section 2.8 - Compensation and Expenses. Directors shall not receive any compensation for their services as a Director.

Section 2.9 - Annual Directors Meeting. The annual meeting of the Board of Directors shall be held each year as soon as reasonably practical after the Annual Meeting of Members, provided all information is available and all matters prepared which the Board typically would or is required to review, approve and/or vote on at the annual meeting. Such annual meetings shall be held at such date, time and place as shall be set by the Executive Committee. At each annual meeting, the Directors, if a quorum is present, shall meet forthwith for the transaction of business generally conducted at such an annual meeting or required by law.

Section 2.10 - Regular Meetings. In addition to its annual meeting, the Board of Directors shall meet at least one (1) other time each year at such times and places as shall be determined by the Executive Committee. Any Director who misses fifty percent or more of such meetings in a calendar year shall have their continued membership as a Director subject to review, and possible termination.

Section 2.11 - Special Meetings. Special meetings of the Board of Directors may be called in writing by the Chairperson or deputy Chairperson and must be called by either of them on the written request of any three (3) or more Directors. Only such business as is identified in the written notice of a special meeting shall be transacted thereat.



Section 2.12 - Notice of Meetings and Board Action. Written notice of all Board meetings shall be given in person or sent to the usual business or residence address of each Director with any postage or fees prepaid by e-mail, mail, courier service, or personal delivery at least ten (10) days before the meeting, but such notice may be waived by a Director in writing.

Section 2.13 - Action Without Meeting; Consents. Any action which may be authorized or taken at a meeting of the Board may be taken without the actual holding of such a meeting if a three-fourths (3/4) of all Directors who would have been entitled to vote upon the action shall consent, together or separately, in writing to such corporate action being taken provided that all Directors are given advance written notice of the corporate action proposed in the manner for giving notice set forth in Section 2.12, above.

Section 2.14 - Meeting Chair. At all meetings of the Board, the Chairperson or deputy Chairperson, or in their absence, a chair chosen by the Directors present, shall preside.

Section 2.15 - Delegation. The Board of Directors may, by general resolution, delegate to committees of their own number or to Officers of the Corporation such powers as they may see fit.

Section 2.16 - Removal or Resignation of Directors. Any Director may be removed, with or without cause, at any time, by a vote of a majority of a quorum of the Members at a meeting for which the notice indicates potential removal of such Director as a purpose of such meeting. Any Director may resign from office at any time by written notice to the Corporation. Such resignation shall be effective upon receipt by the Corporation, unless another effective date shall be specified. Regardless of any effective date stated in such resignation, the Board of Directors may make it effective at an earlier date.

Section 2.17 - Proxies. Any Director or Member may be represented at any meeting by another member thereof and may vote by proxy or proxies, evidenced by a written signed instrument so authorizing such designated member, but such written proxy must be first filed with the Secretary of the Corporation before the person authorized may vote thereunder. No proxy shall be valid after written revocation thereof by the giver of such proxy, the expiration of a period of time specified in such proxy, or the expiration of thirty (30) days from the date of its execution, whichever is shorter. The presence at a meeting of the person appointing a proxy revokes the proxy.

Section 2.18 - Communications Equipment. Meetings of the Directors may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting held through communications equipment shall constitute presence at such meeting.



Section 2.19 - Parliamentary Procedure. Roberts Rules of Order as most currently revised shall govern the proceedings of all meetings of Members or the Directors to the extent such rules do not conflict with applicable law, the Corporation's Articles of Incorporation or these Regulations.

Section 2.20 - Definition of Membership. The Members of this Corporation are those persons who are members as set forth herein.

Section 2.21 - Classes of Members. This Corporation will have two (2) classes of members:

1. Active Members – to include physicians, scientists, non—physicians, non-scientists, fellows, residents, medical students and other undergraduates. All shall have the ability to vote, hold office, and serve on the Board of Directors.
2. Corporate Members – to include individuals representing industry. They shall have a membership to include meeting attendance and participation but shall not be voting members or have the ability to hold office or serve on the Board Directors. They may be appointed as special consultants at the discretion of the Executive Board.

Section 2.22 - Qualifications of Members. Application for voting membership as a Member shall be open to any individual or organization directly involved in clinical practice and/or research and/or teaching related to anesthesiology or sleep medicine who supports the purposes of the Society, as stated in the Articles. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board upon recommendations of the Membership Committee. Categories of nonvoting membership (“Nonvoting Members”) may be introduced at the discretion of the Board.

Section 2.23 - Members Dues. Annual dues will be recommended by the Board of Directors and determined by a majority vote of the Members at the Annual Meeting of the full membership. Continued membership is contingent upon being up-to-date in payment of membership dues.

Section 2.24 - Assessments. No assessments shall be made against the Members.

Section 2.25 - Place of Members Meetings. Meetings of Members will be held during the Annual Meeting, or at such other locations as designated by the Board of Directors in writing.

Section 2.26 - Annual Meeting of Members. The Annual Meeting of Members will take place in October or November of every calendar year. No less than 30 days prior to the Annual Meeting, the Active Members shall elect Directors and Officers of the Board by e-mail or other designated communication method as specified in section 3.2. Among other matters, the announcement



of the outgoing and results of the election of the incoming Directors and Officers by the Members shall be made at this meeting, reports on the activities of the Corporation presented and the direction of the Corporation for the coming year discussed.

Section 2.27 - Members Special Meetings. Special Meetings of the Members may be called by any of the following:

- A. A majority vote of the total number of Directors.
- B. The President of the Corporation.
- C. Twenty percent (20%) of the voting members.
- D. A petition signed by the Executive Committee.

Section 2.28 - Notice of Members' Meetings. Written or printed notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than ten (10) or more than sixty (60) days before the date of the Members meeting, either personally, by e-mail, or by first class mail, by or at the direction of the Board of Directors, the President, or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the respective divisions of the Corporation, with postage prepaid.

Section 2.29 - Voting Rights of Members. Each Active Member will be entitled to one vote on each matter submitted to a vote of Members. Each Member is entitled to vote on resolutions put to properly constituted general meetings of the Corporation and in its elections. Where unable to attend, the Member is eligible to vote by proxy as permitted in Section 2.19.

Section 2.30 - Quorum of Members. The Active Members present at any duly called meeting represented in person or by proxy, shall constitute a quorum at a meeting of Active Members. A majority vote of the quorum either present or by proxy shall be required to effect action.

Section 2.31 - Transferability of Membership. Membership in this Corporation is nontransferable and non-assignable.

Section 2.32 - Termination of Membership. Membership will terminate in this Corporation on the death of a Member or upon the occurrence of any of the following events, and for no other reason, subject to reinstatement if approved by the Board of Directors:

Receipt by the Board of Directors of the written resignation of a Member, executed by the Member or the Member's duly authorized attorney-in-fact. The failure of a Member to pay annual dues on or before their due date.



For cause, inconsistent with and/or detrimental to the Corporation and/or its purposes.

Section 2.33 - Nonvoting Membership. The Board shall have the authority to establish and define additional nonvoting categories of membership.



ARTICLE 3: COMMITTEES

Section 3.1 - Appointment and Establishment. In addition to those committees specifically constituted under these Regulations, the Executive Committee or the Board shall have the power to appoint committees of the Board of Directors, which may include non-Directors as well as Directors, to exercise such powers as are specifically delegated by resolution of the Board. All such committees shall have the power to establish written rules and regulations for the conduct of their business, consistent with the laws of the State of Ohio and these Regulations, and shall keep written records of their proceedings, which shall be maintained by the Secretary of the Corporation in the record books of the Corporation. The Executive Committee shall appoint the chairs of each committee.

Section 3.2 - Nominating Committee. There shall be a Nominating Committee which shall consist of the most recent past three (3) Presidents of the Society and at least two (2) more from the membership at large. The Immediate Past President shall chair the committee. It shall be responsible for the nomination of individuals to be elected Directors and Officers of the Corporation, including for any vacant term. The Nominating Committee shall meet no less than ninety (90) days before the date of the Annual Meeting of the Members to prepare a recommended slate of nominees to the vacant Board of Directors positions. A printed announcement of the slate of nominees shall then be forwarded to the Members by an e-mail or other designated correspondence method no less than seventy-five (75) days prior to the Annual Meeting. Between 75 and 60 days, prior to the Annual Meeting nominations may be provided to the Nomination Committee by the membership at large. Members may nominate another person or persons (the "Additional Nominee(s)") to be included on such recommended slate by providing to the Nominating Committee that person's name in writing and a statement signed by said Member so nominating as Additional Nominee indicating that he or she would accept nomination and if elected would serve in the capacity elected to (the "Nomination Acceptance"). Upon receipt of such name and the Nomination Acceptance, the Nominating Committee shall consider any Additional Nominee and decide whether to include him or her on the slate of final nominees to the vacant positions on the Board of Directors. A printed announcement of this final slate of nominees will then be forwarded to the Members and, where the number of nominees for each vacant position exceeds the number vacancies, an election shall be held for the relevant position or positions no less than 30 days prior to the Annual Meeting, so that the results and the next year's Board of Directors can be announced at that meeting. These timetables may be altered for good cause. In helping to determine the composition of the Board, the Nominating Committee will seek to ensure that the diversity of professional interests of the Society are represented including clinical anesthesiology, clinical sleep medicine and clinical and basic research related to anesthesia and sleep medicine.



Section 3.3 - Executive Committee. The Executive Committee shall consist of the President, who shall chair the committee, the President-Elect, Secretary-Treasurer and Immediate Past President. The Executive Committee shall meet at least two (2) times each year between regular meetings of the Board of Directors or as called by the Chair. The Executive Committee shall have authority regarding and shall be responsible for the hiring, direct supervision of, and evaluation of the Executive Director. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except that the Executive Committee shall not have the authority of the Board of Directors in reference to (1) altering, amending or repealing the Regulations or Articles of Incorporation or (2) any other action which, under the laws of this State, the Articles of Incorporation or Regulations of the Corporation, expressly requires the action of the Board of Directors. The Executive Committee may also consider strategic issues for the Corporation and make recommendations to the entire Board regarding the same. It shall review, approve and present the Corporation's annual operating budget; select an auditor every two years, and evaluate reports and recommendations of the auditors. The Board of Directors may, by vote of the majority of them at any meeting at which a quorum is present, further limit the authority herein granted to the Executive Committee.

Three (3) of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of a quorum of the Executive Committee.

Meetings of the Executive Committee may be held on not less than five (5) days written notice in the manner provided by 2.13, above, from the Chairperson of the Board at such times and places as the Chairperson of the Board may designate. The Chairperson of the Board shall convene a meeting of the Executive Committee within fourteen (14) days after receipt of a written request by not less than three (3) members of the Executive Committee at such place, date and time as the Chairperson of the Board may designate. The Chairperson of the Board shall convene a minimum of four (4) meetings of the Executive Committee each year.

Any member of the Executive Committee who fails to attend at least one-half of its meetings, may be removed from the Committee by vote of a majority of a quorum thereof.

The Executive Committee shall cause to be kept regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof next held after the proceedings of the Executive Committee shall have been taken.

Section 3.4 - Finance Committee. There shall be a Finance Committee which shall consist of the President, President-Elect, Treasurer and Immediate Past



President. It shall, among other things referred to it, be responsible for the review of monthly and annual financial statements and to oversee and review the organization's expenditures and revenues. The Finance Committee shall oversee the preparation of the Corporation's annual budget and audit. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall meet at least two (2) times each year or otherwise as reasonably necessary to conduct its affairs and discharge its responsibilities.

Section 3.5 - There shall be a Bylaws Committee that shall include at least one of the following; the president either/or president-elect either/or immediate past president. Any member at large interested in serving the administrative and procedural needs of the Corporation may also be eligible. The appointment of the Chair of the committee and the number of members serving on the Committee are at the discretion of the President. The term of the Committee Chair is two (2) years.

The purpose of the Bylaws Committee is to ensure that the Corporation has a body of rules that facilitates its overall governance and conforms to legal standards. The Committee on Bylaws will recommend amendments to the Bylaws, and prepare amendments that it considers will facilitate the work of this Corporation. They shall study the Bylaws annually and propose amendments as needed no less than 60 days prior to the Annual Meeting. Amendments to the Bylaws may be made as permitted in Article 12.

Section 3.6 - Other Committees. The Board may appoint other Committees. Nominations for new members to other committees may be self suggested, brought forth from the membership at large or recommended by the Executive Committee or current chair or co-chair of the specific committee. Newly appointed members shall be appointed for a term of one year with renewal up to three (3) years at the discretion of the chair and co-chair of the specific committee. This does not include subsequent appointments as incoming chair or co-chair.

These other committees may include:

1. Clinical Committee: To promote high clinical standards in areas related to the purposes of the Corporation.
2. Conference Committee: To coordinate and promote meetings for the purposes of research and education.
3. Education Committee: To develop educational materials including but not limited to publication of a newsletter and scientific updates of literature.
4. Liaison Committee: To facilitate communication between the Corporation and other national or international organizations with mission or vision in support of the Corporation.
5. Membership Committee: To promote membership of the Corporation and to oversee membership services, including management of the Corporation's website.



6. Research Committee: To promote research relevant to the purposes of the Corporation, and oversee dispersal of funds earmarked for research by way of awards, stipends or bursaries.

Section 3.7 - Ad Hoc Committees. Ad Hoc Committees are committees appointed by the President with a well-defined charge and endpoint, after which the committee will cease to exist.

Section 3.8 – Task forces. Task forces are work groups appointed by the President and typically comprise experts in specified areas of knowledge or practice. Task forces are small groups of people brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed.



ARTICLE 4: OFFICERS

Section 4.1 - Officers. The Officers of the Corporation shall be a President (at times referred to throughout these Regulations as the “Chairperson”), President-Elect, Secretary-Treasurer, and Immediate Past President.

Section 4.2 - Election. The President-Elect and Secretary-Treasurer of the Corporation shall be elected by Members according to procedures specified in section 3.2. On completion of his or her term, or earlier should the office of President prematurely fall vacant, the President-Elect will automatically become President. On completion of his or her term as President the outgoing President will automatically progress to Immediate Past President, providing he or she is of good standing.

Section 4.3 - Term of Office. All officers shall hold office for a term of two years. The Secretary-Treasurer may be elected for one (1) additional consecutive two-year term of the office provided such appointment does not cause the individual to exceed the maximum Director term of office specified in section 2.3. The term of office for an Officer will begin immediately following the Annual Meeting at which they are elected and continue until their successor has been duly elected and qualified or the Officer has been removed as provided in these Regulations.

Section 4.4 - Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Nominating Committee may appoint an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the next Annual Meeting of the Board of Directors and until the election and qualification of his or her successor.

Section 4.5 - Duties of Officers. The duties and powers of the Officers of the Corporation shall be as follows and shall include any others set forth in these Regulations or by resolution of the Board of Directors:

President (Chairperson)

The President of the Board (throughout these Regulations at times referred to as the “Chairperson”) shall preside at all meetings of the Board of Directors, shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may reasonably be assigned by the Board of Directors. He or she shall be an ex-officio member of any committees to which he or she is not appointed.

President-Elect

The President-Elect shall be deputy President of the Corporation. At the request of the President, or in the event of the President’s absence or



disability, the President-Elect shall perform the duties and possess and exercise the powers of the President. The President-Elect shall have such other powers as the Board of Directors may determine and shall perform such other duties as may reasonably be assigned by the Board of Directors.

Secretary-Treasurer

The Secretary-Treasurer: a) shall oversee the preservation in books of the Corporation true minutes of the proceedings of meetings of the Board of Directors and standing committees; b) shall oversee the giving of all notices required by statute, these Regulations, or resolution; c) may sign with other Officers of the Corporation, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors; d) shall chair the Finance committee and oversee the custody and supervision of all corporate funds and securities including, without limitation, the financial books of the Corporation and complete accurate accounts of all receipts and disbursements; and e) shall, in general, perform all the duties incident to the office of Secretary-Treasurer, subject to the control of the Board of Directors.

Immediate Past President

The Immediate Past President shall be a voting member of the Board of Directors, and have a term which shall begin at the end of the Annual Meeting following his or her election to the Office of President, and shall be available for consultation to the President and for such other duties as requested by the President.



ARTICLE 5: EXECUTIVE DIRECTOR

Section 5.1 - Executive Director. The Corporation shall maintain an executive office for the administration of its affairs. The Board of Directors may employ or retain an Executive Director upon recommendation of the Board of Directors. The Executive Director shall be the general administrative officer and business manager of the Corporation. In carrying out his or her responsibilities, the Executive Director shall adhere strictly to the general policy of the Corporation.

Section 5.2 - Appointment of Executive Director and Compensation. Upon recommendation of the Executive Committee, the Board of Directors, by a majority vote, may appoint and fix the terms and conditions of the Executive Director's employment which may be by written agreement.

Section 5.3 - Duties. Subject to the policies of the Board of Directors, the following is the non-exhaustive list of duties of the Executive Director:

- a) The Executive Director shall be responsible for the administration and operating functions of the Corporation.
- b) The Executive Director shall serve as advisor to the Officers, the Board of Directors, the Executive Committee, and such other committees as may be, from time to time, designated.
- c) The Executive Director shall provide such support as may be required by the Chairperson, the Board of Directors and/or the Executive Committee.
- d) The Executive Director shall serve as an ex-officio member of the Board of Directors and the Executive Committee in an advisory, non-voting capacity and shall not count for purposes of establishing a quorum.
- e) The Executive Director shall appoint and dismiss all other employees of the Corporation and determine their compensation within the approved budget. The Executive Director shall define the duties of other employees and supervise their performance. All such employees report directly to the Executive Director.
- f) The Executive Director shall perform such other reasonable additional duties as may be assigned by the Officers, the Board of Directors or the Executive Committee.



ARTICLE 6: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1 - Contracts. The Board of Directors, except as these Regulations provide, may authorize any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or amount.

Section 6.2 - Bills, Notes, etc. All bills payable, notes, checks, or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed in accordance with resolutions duly adopted by the Corporation. No Officer, either singly or jointly with others, shall have the power to make any bills payable, notes, checks, drafts, warrants, or other negotiable instruments or endorse the same in the name of the Corporation, except as herein expressly prescribed and provided. The Directors, by resolution, may authorize any employee of the Corporation to sign corporate checks.



ARTICLE 7: FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.



ARTICLE 8: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Member, Officer or employee of the Corporation or member of a committee of or person connected with the Corporation, or any other private individual shall receive, at any time, any pecuniary profit from the operations of the Corporation or any of the net earnings of the Corporation, and no such person shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation. Any such person may receive reasonable compensation for services rendered, reimbursement for reasonable expenses as permitted by these Regulations, or consideration for goods sold as permitted by these Regulations and law. The Incorporator(s) and Directors shall be deemed to have expressly consented and agreed that, upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, as provided for in the Articles of Incorporation, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors.



ARTICLE 9: INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to a class of investments.



ARTICLE 10: BOOKS AND RECORDS

There shall be kept correct and complete books and records of account and minutes of the proceedings of the Corporation's Members, Directors, committees and the like.



ARTICLE 11: INDEMNIFICATION

Section 11.1 - Right to Indemnification and Payment of Expenses. This Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Section 1702.12(E) of the Ohio Revised Code (at times an “indemnatee”) as such section may be altered or amended from time to time and to the full extent permitted thereby.

Section 11.2 — Purchase of Insurance. This Corporation may purchase and carry insurance on behalf of any such indemnatee against any liability asserted against such indemnatee or incurred by such indemnatee in any such capacity or arising out of his or her status as such, regardless of whether this Corporation would have the power to indemnify him or her against such liability. Recourse shall be made to any such insurance prior to the satisfaction of any claim for indemnification directly from the assets of this Corporation.

Section 11.3 — Rights Not Exclusive. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Regulations, any agreement, any insurance purchased by this Corporation, vote of members or otherwise, and shall continue as to a person who has ceased to be a member, Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person; however, there shall be no duplicate payments by or on behalf of this Corporation.



ARTICLE 12: AMENDMENTS

These Regulations may be altered, amended, repealed, or added to by an affirmative vote of at least fifty percent (50%) of the Active Membership at an Annual Meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent in the manner provided by Section 2.12, above, to each Member entitled to receive such notice, which notice shall state the alterations, amendments, or changes proposed. Only such changes as have been specified in the notice shall be made.



ARTICLE 13: ANNOTATION OF AMENDMENTS

The Secretary shall maintain an annotation of amendments of these Regulations on the cover page of these Bylaws. Upon adoption of an amendment of these Regulations, the Secretary shall enter upon such page of annotations the number of the section amended and the date of the meeting when such enactment was adopted.



ARTICLE 14: DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes.

Upon dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the remaining 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 United States Internal Revenue Law for a public purpose

