

**THE OHIO STATE CHIROPRACTIC ASSOCIATION, INC.
AMENDED AND RESTATED CONSTITUTION AND BYLAWS**

ARTICLE I – NAME

The name of this Association shall be “THE OHIO STATE CHIROPRACTIC ASSOCIATION, INC.” The Association is incorporated pursuant to the authority of Ohio Revised Code Chapter 1702.

ARTICLE II – PURPOSE

The Association is incorporated primarily to promote chiropractic practice, including the following:

1. To serve as a representative membership organization of the chiropractic profession.
2. To maintain the science of chiropractic as a separate and distinct healing arts profession.
3. To protect in every way, not contrary to law, the philosophy, science and art of chiropractic, and the professional welfare of its members.
4. To serve as an official spokesperson for the representatives of the chiropractic profession in the state of Ohio and to assist all reputable organizations of the profession in carrying out compatible purposes.
5. To establish and maintain the standards of education, ethics, and professional competency necessary or desirable to meet the requirements of the profession and expectations of society.
6. To develop, participate in, or conduct health research programs that are compatible with the chiropractic philosophy, art, and science.
7. To promote the science, philosophy, and art of the chiropractic profession and to provide for its perpetuation by advocating and encouraging the highest standards of ethics in the practice of the profession; by working united for advancement of the chiropractic profession; by cooperating with Doctors of Chiropractic for the professional welfare of the Association’s members and the profession in general; and by promoting the most desirable relationships with other professions, organizations, governmental agencies, and groups.
8. To establish an appropriate understanding in the public mind that will assure maximum recognition and acceptance of the profession, its programs, and practices.
9. The Association is expressly authorized and empowered to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class; to borrow money from any person, firm, or corporation and to issue notes or obligations of the Association from time to time, for any of the same objects or purposes of the Association and to make secure the same by lawful means; and invest notes, bonds, mortgages, deeds of the trust, or any evidence of indebtedness for the use and benefit of the Association.
10. To receive or acquire monies or property by gift, bequest, devise or transfer monies and/or property, and may hold such funds for investment purposes or in trust in furtherance of the purposes of the Association.
11. Publish a journal or other scholarly papers related to the chiropractic profession.
12. To do all things necessary and proper in the interests of the chiropractic profession and its members in carrying out the foregoing purposes, and such purposes as permitted by law for not for profit corporations in Ohio.

ARTICLE III – CODE OF ETHICS

The Association shall adopt a Code of Ethics which shall apply to members of the chiropractic profession, which Code may be amended from time to time by the Board of Directors.

ARTICLE IV – MEMBERSHIP

Section One. Eligibility for Membership. Regular membership is available to Doctors of Chiropractic maintaining a current Ohio license. Members in good standing are those whose membership dues have been paid in full and are current. Membership in the Association is an annual membership. The Board of Directors may make other classifications for associate members who support the mission and purpose of the Association from time to time, which may include students of chiropractic.

Section Two. Voting Rights. Each Regular Member in good standing shall be entitled to vote for each matter submitted to the membership for voting. To vote in an election, members must have been a regular member in good standing for at least one (1) month prior to the self-nomination deadline for that election.

Section Three. Removal. Any Member may be suspended or expelled by the majority vote of the Board of Directors for conduct unbecoming a Member, failure to abide by the Code of Ethics and Rules and Regulations of the Association, or for failure to meet the eligibility requirements.

ARTICLE V – DISTRICTS

The Association shall be divided into regional groups called Districts. At least one representative from each of the Districts will be a Member of the Board of Directors. The Districts are defined as follows:

District 1: Defiance, Fulton, Henry, Lucas, Williams and Wood.

District 2: Erie, Huron, Ottawa, Sandusky and Seneca.

District 3: Ashtabula, Cuyahoga, Geauga, Lake and Lorain.

District 4: Columbiana, Mahoning and Trumbull.

District 5: Medina, Portage and Summit.

District 6: Crawford, Richland, Ashland, Knox, Morrow, Marion and Wyandot.

District 7: Allen, Auglaize, Hancock, Hardin, Logan, Mercer, Paulding, Putnam, Shelby and Van Wert.

District 8: Champaign, Clark, Darke, Greene, Miami, Montgomery and Preble.

District 9: Coshocton, Delaware, Fairfield, Fayette, Franklin, Licking, Madison, Muskingum, Perry, Pickaway and Union.

District 10: Belmont, Harrison, Guerny, Jefferson, Monroe, Morgan, Noble and Washington.

District 11: Reserved.

District 12: Adams, Athens, Gallia, Highland, Hocking, Jackson, Lawrence, Meigs, Pike, Ross, Scioto and Vinton.

District 13: Brown, Butler, Clermont, Clinton, Hamilton and Warren.

District 14: Carroll, Holmes, Stark, Tuscarawas and Wayne.

ARTICLE VI – MEETING OF THE ASSOCIATION AND DISTRICTS

Section One. Annual Meeting. An annual meeting of the members shall be held at a time and location designated by the Board of Directors. Additional membership meetings may be held at the discretion of the Board of Directors. Meeting minutes shall be retained by the Executive Office.

Section Two. District Meetings. Each District is encouraged to hold separate meetings. District meetings shall be called by any Association officer or the District Director. Meeting minutes shall be retained by the Executive Office.

Section Three. Special Meetings. Special meetings of the Association or a District can be called any time by the President or by majority vote of the Board of Directors.

Section Four. Notice of Meetings. Notice of the time and place of all regularly scheduled meetings shall be given to each applicable participant by telecommunication (email or voicemail) or by mail no less than 30 days before the date of the meeting. If special meetings are called, notice must be given 7 days in advance (by email or voicemail) and the purpose of the meeting will be stated in the notice. Notices of scheduled meetings will also be placed on the website of the Association.

Section Five. Membership Voting. The majority vote of voting members in attendance or participating will be required to approve matters requiring a general membership vote. All membership voting will take place in person or via electronic or postal mail voting processes as determined by the Board of Directors from time to time. Only members in good standing are eligible to vote. No member may vote by proxy. When a vote is conducted through electronic voting, the membership will be informed electronically fourteen (14) days before the voting begins.

ARTICLE VII – BOARD OF DIRECTORS

Section One. The affairs of the Association shall be managed by its Board of Directors. The Association will have a Board of Directors consisting of between 18 and 31 Members. The Directors will consist of the District Directors, the President, Vice President, Treasurer, Secretary, and Immediate Past President.

Section Two. Powers and Responsibilities. Each Director will act in the best interests of the Association and in addition to general service, will be required to serve on a committee or committees of the Board from time to time. A Director shall perform his/her duties as a Director in good faith; in a manner he/she reasonably believes to be in the best interests of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a Director, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more directors, officers or employees of the Association whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believe are within the person's professional or expert competency; or (c) a committee of the Association upon which he/she does not serve, duly established in accordance with these bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

ARTICLE VIII – DISTRICT DIRECTORS

Section One. District Directors. Each District will be eligible to elect one representative to the Board of Directors. Any District which has more than 90 regular members, shall be eligible to have a second District Director. Membership numbers for each District will be determined as of September 1st of the current year of the election

for the purposes of electing District Directors. A District Director shall either practice or reside in the District that they represent.

Section Two. Election of District Directors. Regular members who would like to run for District Director must submit a notice of intent to run for the position to the Executive Office on or before the first Tuesday in October. In order to be eligible, a candidate must be a regular member in good standing, and have been in the practice of chiropractic for at least three years as of the time of the scheduled election. The Association will advise the members in the District of the candidates for election, with the election to occur in the last week in October. District Directors will be elected to a term of two years to begin on January 1st of the next year. Odd numbered Districts will elect their Directors in odd numbered years, and even numbered Districts will elect their Directors in even numbered years. Only members in good standing will be eligible to be elected as a District Director.

Section Three. Duties of a District Director. In addition to responsibilities as a Director of the Association, the District Director shall also be responsible for communicating with the Members in their Districts, and scheduling and attending District meetings. A District Director may, but shall not be required to, appoint an Assistant District Director to assist in these responsibilities, and the Assistant District Director must also be a member in good standing to be so designated. The District shall approve or reject said appointment within thirty (30) days thereof. If rejected, the District Director may appoint another member in good standing. The District shall then have fifteen (15) days to approve or reject said appointment.

Section Four. Speaker of the Board. A currently serving District Director will be elected by the other District Directors to serve as a member of the Executive Committee and shall be known as the Speaker of the Board. The purpose of this position is to act a voice of the District Directors and a liaison between the District Directors and the Executive Committee. The Speaker shall chair all meetings of the District Directors. The Speaker of the Board is not an officer of the Association but a member of the Executive Committee and will function to facilitate communication between the Executive Committee and the District Directors. The Speaker shall not routinely vote on Executive Committee business with the exception that the Speaker shall vote to break all ties. The Speaker of the Board only has one vote in any issue before the Board of Directors. The term of the Speaker of the Board shall be for one year with no term limit. It is recommended that the Speaker of the Board not serve in any Committee Chair position.

- A. **Nomination of the Speaker of the Board.** The election for the Speaker of the Board shall take place by the end of the first meeting of the year and shall be chosen by the Board's District Directors who shall serve concurrently with the Speaker of the Board.

The Association believes that prior experience as a board member is essential to serve as Speaker of the Board. In order to qualify, the person must have experience as District Director two (2) years immediately prior to be nominated to serve in the position. A person will be eligible if they will have completed these two years of service at year's end of the election year for the officers which they might serve with on the Executive Committee.

Governance and Nominating Committee shall seek to proactively recruit District Directors and may nominate a qualified candidate. If a qualified member self-nominates, the intent to run will be due via written or electronic means to the Executive Office by the close of business on the 1st weekday in December.

- B. **Election of the Speaker of the Board.** Elections for Speaker of the Board shall be held annually and shall be managed by the Executive Office. Elections will be held by confidential paper or electronic ballot if there are two or more nominations. The Executive Office should hold the election for Speaker of the Board beginning the 2nd Monday of December using any confidential electronic format deemed appropriate by the Executive Director. If for some reason the election is not held in December, it shall be

held at the first in-person board meeting of the year with a ballot vote. If no candidate receives a majority of the vote, a second election with the two candidates with the highest percentages attained will be run. The Speaker of the Board will take their position effective January 1st of the following year or immediately if elected at the first Board meeting of the year.

- C. **Vacancy.** In the case of a vacancy for Speaker of the Board, a special election will be held if there is more than 3 months left in the term. Nominations for the position will be due to the Executive Office two weeks after the vacancy is announced and the special election will be held within four weeks according to the remaining Bylaws governing Election of Speaker of the Board. The Speaker of the Board will take their position for the remainder to the year effective immediately if elected in a special election.

ARTICLE IX – OFFICERS

Section One. Positions. The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and Immediate Past President. Each Officer shall serve for a term of one year.

Section Two. Officer Qualifications. The Association believes that prior experience as a board member is essential to serve as an officer of the Association. Candidates for the office of Vice-President must have served at least one (1) previous term on the Executive Committee immediately prior to the year they run. Candidates for the office of President must have served at least two (2) previous terms on the Executive Committee immediately prior to the year they run. No person may be elected as President for more than two consecutive terms. A Past President may not run for the office of President again without serving on the Executive Committee as Vice President, Secretary or Treasurer in the year of the election. Candidates for the positions of Vice President, Secretary and Treasurer must meet the following requirements:

1. The person must be licensed as a chiropractor by the state of Ohio and have been actively practicing for at least five (5) years; and
2. The person is a member in good standing of the Association; and
3. The person must have been a member of the Association a minimum of five (5) consecutive years immediately prior to the year they run; and
4. The person must have previously served as an Executive Committee member, District director or committee chair two (2) years immediately prior to the year they initially run. A person will be eligible if they will have completed these two years of service at year's end of the election year. A person previously qualified, but with service that was interrupted for one year shall still be considered qualified to run.
5. Any time served on the Executive Committee as Speaker of the Board is not counted toward the time requirement for being eligible to run for President or Vice-President.

Section Three. Nominating Committee. The Governance and Nominating Committee shall additionally meet prior to the filing deadline for candidates. The Committee shall seek to proactively recruit candidates for officer positions who have met the qualifications for office and demonstrated positive leadership abilities in their service to the Association.

If a member meeting the requirements is not nominated by the Committee, but wishes to run for an officer position, the member may submit their intention to run to the Committee for consideration as a candidate. If a qualified member self-nominates, the intent to run will be due via written or electronic means to the Executive Office by the close of business on the 1st Tuesday in September. The Committee shall evaluate the qualifications of the candidates for eligibility. The Committee may submit one candidate for each position to the Board of Directors for approval as the Board's nominee, or the Committee may report to the Board of Directors which candidates are qualified to run. The Nominating Committee will report the list of candidates to the Board on or before the second Tuesday in September.

Section Four. Election of Officers. Elections for the officers shall be held annually. Elections shall be managed by the Executive Office. The election for officers shall be the last full week of September and shall run from Monday to Friday. The Executive Director shall distribute to all members a biographical description of each candidate and a notice of election. This notice may be done by email, posting on the Association's website and/or other appropriate electronic means.

A candidate is considered elected by attaining a majority vote of the regular members who vote in the election. If no candidate receives a majority of the vote, the membership shall be informed and a second election with the two candidates with the highest percentages attained will be run within two weeks. The officers will take office effective January 1st of the following year.

Any person elected as an officer who then holds a position as a District Director or Committee Chairman will resign their positions as a District Director or Committee Chairman effective upon their taking the position as an officer in the Association, unless otherwise indicated in the bylaws. The then seated President will automatically assume the office on January 1st of the Immediate Past President without further action or vote, unless the President has been elected to a second term in which the current Immediate Past President will also serve a second term.

Section Five. Duties of Officers.

A. Duties of the Office of the President

1. The President shall be chairman of the board, preside at all Executive Committee meetings. The President shall be an ex-officio member of all committees and task forces of this Association except for the Ethics Committee. The President shall provide leadership in advancing the mission and purposes of the Association.
2. The President is the official spokesperson for the OSCA Board of Directors. This role includes speeches, publications, communications, public appearances, and similar events. The President shall have discretion in accepting the speaking engagements and official visits. The President may seek the advice and counsel of the Executive Director in evaluating acceptance of the President's speaking engagements and official visits.
3. The President is responsible for making all reasonable efforts to personify, by words and deeds, the highest professional and ethical standards for the chiropractic profession.
4. Assist in the opening of the Annual OSCA Convention and deliver an inaugural address.
5. Participate, ex officio and without the right to vote, in all committees, councils, taskforces and member resource groups.
6. Nominate, subject to confirmation by the Board of Directors, committee chairs, member resource group chairs, taskforce chairs and standing committee members as outlined in the OSCA Bylaws. The President's personal impact on the Association, and a significant part of his/her legacy, are the selections and appointments of the members and chairs of the Association's committees, councils, taskforces, member resource groups and other OSCA entities. The performance of these appointees will result in the quality, success, and failure of the Association for more than the term of each President.
7. Relationship with the Executive Director: The President may advise and counsel the Executive Director on matters of OSCA policies and practice. The President, where authorized by the Board of Directors regarding a specific issue, may additionally provide advice and counsel to the Executive Director regarding to take (or refrain from taking) specific action as directed by the Board. The Executive Director may assign, from time to time, a staff member as "Assistant for Presidential Operations" for the purpose of providing support to presidential officers.

B. Duties of the Office of Vice President

1. The Vice-President shall perform the duties of President in the temporary absence or disability of the President. He/she shall act as Immediate Past President in the temporary absence or disability of the Immediate Past President. In the absence of both the President and Immediate Past

President, the Vice-President will act as President while the Secretary will act as Immediate Past President.

2. The Vice President shall oversee all committees, councils, taskforces and working groups of the OSCA. The Vice President, from time to time, may arrange meetings with all committee, council, taskforce and working group chairs to increase communication on Association business and to be provided updates. These meetings shall be titled 'Committee on Committees' with the Vice President acting as chair and the Executive Director of the OSCA or his/her designee acting as the Executive Secretary. It shall be the duty of the Vice President to communicate accordingly with the Association's President, Executive Director and other Officers of the Association on committee business.
 3. The Vice President performs other such duties as the President assigns. These and other requested duties include representing the Association by giving speeches, publications, public appearances, and similar events.
 4. The Vice President presides, in the absence of the President, at events at which the President would preside if present.
 5. The Vice President shall oversee the Association's strategic plan and provide a semi-annual update to the Board of Directors.
 6. The Vice President, in order to carry out his/her duties, may work with the Association's Assistant for Presidential Operations or another staff member designated by the Executive Director.
- C. The Treasurer shall be responsible to coordinate the receipts and disbursements of all funds of the Association. The Treasurer shall serve on the Budget and Finance Committee and may also serve as the Chair of the Budget and Finance Committee. The Treasurer shall oversee the accounting for the receipts and expenditures of this Association. The Treasurer may have the duty to make such purchases, sales, leases, acquisitions or dispositions of real and personal property as may be ordered or authorized by the Board of Directors and to execute on behalf of this Association, all documents and papers which may be required in connection with any such purchases, sales, leases, acquisitions or dispositions. The Treasurer shall supervise the payments of all bills of this Association as authorized by the Finance and Budget Committee and/or the Board of Directors and/or the Association's Chief Executive Officer. The Treasurer shall perform the duties of the Secretary in the temporary absence or disability of the Secretary. The Treasurer shall work with an executive office employee as an assistant in these duties.
- D. The Secretary shall be responsible to record, communicate, and publicize the proceedings and actions of the Executive Committee, Board of Directors, and the Association. The Secretary shall perform the duties of the Vice-President in the temporary absence or disability of the Vice President. The Secretary shall perform the duties of the Treasurer in the temporary absence or disability of the Treasurer.
- E. The Immediate Past President of the Association shall be called the Immediate Past President (IPP). This person may Chair meetings of the Board of Directors at the request of the President & Chairman of the Board. In the absence of the IPP, the Vice-President may Chair such meetings. The IPP shall not routinely vote on Association business with the exception that the IPP shall vote to break all ties before the Board of Directors.

Section Six. Executive Committee. The Executive Committee shall consist of the elected officers of the Association, the Immediate Past President and the Speaker of the Board. The Executive Committee shall administer projects approved by the Board of Directors of the Association. The Executive Committee shall also have the power to borrow money, upon the approval of the Board of Directors. The Executive Committee shall keep minutes of all meetings and provide actions to the Board of Directors of the Association at the Board meeting following such meeting or action. The Executive Committee shall be responsible for the day to day decisions that do not otherwise require action by the full Board, and to act in the case of an emergency issue. Meeting of the Executive Committee may be called by the President or a majority of the Executive Committee on a 48-hour notice for pressing issues. The 48-hour notification may be waived by unanimous consent of the Executive Committee

members. The Board of Directors of the Association may affirm, modify or revoke any actions taken by the Executive Committee.

ARTICLE X – MEETINGS OF THE DIRECTORS

Section One. Meetings. The meetings of the Board will be scheduled on the published dates or as specially called from time to time. A majority of the Officers and Directors will constitute a quorum. A quorum of the Board must be present to take action at a meeting. Unless otherwise stated in these Bylaws or as required by law, all decisions of the Board will be approved with a majority vote of the Directors in attendance at a meeting. No directors may vote by proxy. Directors may participate in meetings of the Board via telephone conference call or other conference method, provided that the Director participating remotely shall be able to hear the general discussion of the meeting and all other Board members can hear them during the meeting.

In addition to the Officers and Directors, Assistant District Directors, and Association Committee Chairs may participate in meetings of the Board, but are not voting members of the Board. In the absence of a District Director, an Assistant District Director for that District shall be permitted to vote in lieu of the District Director. The Board may, from time to time, go into executive session for certain matters and at such time, may excuse non-voting members from participating in those closed sessions.

Section Two. Special Meetings. Special meetings of the Board of Directors can be called any time by a majority vote of the Executive Committee or the Board of Directors.

Section Three. Notice of Meetings. Notice of the time and place of all regularly scheduled meetings shall be given to each applicable participant by telecommunication (email or voicemail) or by mail, no less than 30 days before the date of the meeting. If special meetings are called, notice must be given seven days in advance (by email or voicemail), and the purpose of the meeting will be stated in the notice. Notices of scheduled meetings will also be placed on the website of the Association. Notice of meetings may be waived by attendance at the meeting.

Section Four. Action Without a Meeting. Any action which may be authorized or taken at a Board meeting may be authorized or taken without a meeting by virtue of a written resolution approved by a majority of the Board of Directors who would be entitled to notice of a meeting of the Directors held for that purpose and such resolution shall be made as part of the record of the Association. A confirmation of action via email or other electronic device or medium will also be accepted as if the Director had signed the resolution.

Standing committees may occasionally bring an issue to be considered by the board without a meeting.

1. The motion will be communicated electronically to the board by the Executive Office or the Executive Committee. The board may also be additionally alerted by the Executive Office that a motion is being considered.
2. Discussion must be allowed to take place for a minimum of three days from the introduction of the action and voting must be completed no more than seven days from the introduction of the action.
 - a. Discussion should occur on a platform organized by the Executive Office.
3. If 75% of eligible Board Members place a vote approving the issue at hand, the threshold has been met to waive the minimum 3-day discussion time frame.
4. Results will be posted as a roll call vote and shall be included in the subsequent meeting minutes.

Section Five. Committees.

- A. The Board shall maintain various Standing and External committees. Standing Committees of the Board of Directors include the following committees: Executive, Audit, Budget and Finance, Compensation,

Governance and Nominating, Legislative & Regulatory Affairs and Ethics. Committees, project and/or resource groups shall be developed as needed by the Board of Directors. Other committees created by the Board of Directors to serve the Association shall be known as External Committees. These other committees may also be classified as a subcommittee of a Standing Committee.

- B. The President shall nominate all Committee Chairs and all Standing Committee members, unless otherwise designated by the Bylaws. Nominations are approved by the Board of Directors serving concurrently with the Committee and Committee Chairs. External Committee Chairs may nominate External Committee members to serve on their committee subject to the approval of the Executive Committee.
- C. Committees shall meet at least quarterly and submit written reports to the Executive Office following all meetings, unless otherwise indicated in the Bylaws.
- D. All committee members shall be members of the Association. This requirement may be waived for an individual with 2/3 approval of the Board of Directors and approval of this waiver by the Board shall also constitute approval of the nominee. This waiver must be obtained yearly for an individual to continue serving on a committee. This waiver to serve on a committee is not required for relevant professionals who are not a Doctor of Chiropractic.
- E. All approved committee members shall be eligible to vote in committee when conducting committee business regardless of their ability to vote on the Board of Directors or as a member of the Association.
- F. The Ethics Committee shall consist of five (5) Doctors of Chiropractic who are members in good standing. The Ethics Committee shall administer and enforce the Code of Ethics. The Ethics Committee shall develop such rules, regulations and procedures as appropriate for the good of the Association and effective supervision for compliance with the Code of Ethics, with such recommendations to be subject to approval by the Board. The Ethics Committee shall meet on an as needed basis.
- G. The compensation committee shall consist of the elected officers of the association. The speaker of the board reserves the right to attend compensation committee meetings and participate in discussion as desired but has no voting rights in the committee. The Immediate Past President will break all voting ties of the Compensation Committee
- H. The Audit Committee shall be required to meet at least semi-annually.

Section Six. Vacancies.

- A. District Directors
 - 1. In the case of a vacancy in the position of a District Director, that Director's Assistant Director will be notified as soon as possible of the vacancy and has 7 days to accept succession to the role of District Director without approval from the Board of Directors. If there is no Assistant Director or the Assistant Director declines succession, the Executive Director will communicate to the District to solicit a new candidate. There will be a two-week window in which an eligible member of the district may volunteer their candidacy to assume the remaining District Director term. If more than one eligible member declares candidacy, a special district election will be held within 30 days following the close of the volunteer window. In the event there are no volunteers, the President will make a reasonable effort to nominate an eligible member as a candidate to be confirmed by the Board of Directors. The Board shall approve or reject the nominee(s) by majority vote via phone or other electronic communication within 15 days of the notice or at the next meeting of the Board of Directors, whichever occurs first. If a nominee is not approved, the President shall make a reasonable effort to select another nominee

for approval by the Board. Following approval by the Board, the nominee shall assume all duties of the District Director and shall serve until the end of the current term.

2. **Committee Chairs:** In the case of a vacancy of a Committee Chair, the President shall nominate a replacement within thirty (30) days to be confirmed by the Board of Directors. The Board shall approve or reject the nominee(s) by majority vote via phone or other electronic communication within 15 days of the notice or at the next meeting of the Board of Directors, whichever occurs first. If a nominee is not approved, the President shall select another nominee for approval by the Board. After approval by the Board, the nominee shall assume the duties and functions of the position for which he/she has been selected and shall serve until the end of the current term.

B. Executive Committee

1. In the case of a vacancy on the Executive Committee, it shall be deemed temporary if there is less than 3 months remaining in the term. The Officer-Elect may serve in a non-voting role for Executive Committee issues at the discretion of the President.
2. In the case of a permanent vacancy or vacancies, the remaining members of the Executive Committee will ascend up in the Executive Committee positions in order (Secretary, Treasurer, Vice-President and President) to fill vacant positions, which is not subject to Board of Director approval. Any officer may decide to remain in the position they were elected. An individual holding the position of President after this process will be able to appoint for any open positions, subject to approval by the Board of Directors. The Board shall approve or reject the nominee(s) by majority vote via phone or other electronic communication means within 15 days of the notice or at the next meeting of the Board of Directors, whichever occurs first. If a nominee is not approved, the President shall select another nominee for approval by the Board. After approval by the Board, the nominee shall assume the duties and functions of the position for which he/she has been selected and shall serve until the end of the current term.
3. A Special Election by the OSCA membership will be held for open positions if more than 50% of the elected Executive Committee positions are permanently vacant. Any requirements for experience on the Executive Committee will be suspended for the special election and officer elections for two years following the special election.
4. Any election requirements for experience on the Executive Committee will be suspended for any individual running for the position of President or Vice-President in any year with multiple vacancies on the Executive Committee. These election requirements will also be suspended for the elections held the year after multiple vacancies have occurred.
5. In the case of a vacancy in the position of the Immediate Past President, another past President shall be appointed by the President, subject to approval by the Board.

Section Seven. Removal of a Board Member. A Director or officer may be removed from the Board (a) automatically if the Director or officer does not meet the current requirements to be a member of the Association; or (b) with or without cause upon the affirmative vote of three-fourths (3/4) of the Board of Directors.

ARTICLE XI – OPERATIONS

Section One. Compensation. All members of the Board of Directors and committee members shall serve without compensation.

Section Two. Contracts. The President and the Executive Director (after approval by the Executive Committee) may enter into contracts on behalf of the Association consistent with the budget and normal course of business of the Association. The Executive Committee may adopt further rules and procedures as necessary from time to time regarding levels of authority and approvals.

Section Three. Checks, Drafts, and Orders of Payment. All checks, drafts, and orders of payment can be signed by the Treasurer. The Board may adopt additional financial policies with more details of the check writing, bank statement verification, and cash flow policies and procedures.

Section Four. Fiscal Year. The fiscal year of the Association will begin on the first day of January and end on the last day of December.

Section Five. Federal Tax Exemption. No director, Officer, employee, member, or agent shall take any action or carry on any activity by or on behalf of the Association that is not permitted by federal, state or local law. Additionally, no Director, Officer, employee, member, or agent shall take any action or carry on any activity by or on behalf of the Association which is not allowed to be taken by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code – as they exist now or as they may be amended in the future.

Section Six. Conflict of Interest. Members who serve as a Director, Officer, Committee Member, or in another leadership position with the Association do so in a fiduciary capacity for the Association. At all times while serving in their leadership position, members shall avoid placing themselves in a position where personal, professional or business interests may conflict with their duties to the Association, or using information learned through their position for personal gain. Each Officer, Director, Committee Member, or other person in leadership will be responsible to sign and agree to the then current Conflict of Interest Policy adopted by the Board from time to time.

Section Seven. Confidentiality. Officers, Directors, Committee Chairs, and others serving in leadership positions to the Association do so acknowledging the importance to maintain confidentiality as to information which may be shared within the leadership. At all times while serving in a leadership position, individuals shall comply with the Association Confidentiality Policy and will execute the then current Confidentiality Policy of the Association. Violation of such policies may result in removal from his or her position and as a member of the Association.

Section Eight. Indemnification. The Association will indemnify its Officers, Directors, and committee members to the fullest extent and consistent with the then current provisions of Ohio law regarding service of Officers and Directors for non-profit organizations. The Board shall also obtain at the expense of the Association, Directors and Officers liability insurance as permitted by Ohio law.

Section Nine. Employees. Members, excluding Officers or Directors, may become employees of the Association.

Section Ten. Reimbursements. The Association may reimburse members, Officers, Directors, and staff for expenses incurred in performing official duties on behalf of the Association. The Board will adopt written fiscal policy describing when members, Directors, officers, and staff may be reimbursed for their expenses.

Section Eleven. Fiscal Accountability. The Association shall keep correct and complete books and records of account in the Executive Office. An Executive Office shall be maintained in the Columbus, Ohio area, or such location as approved by the Board. The Association will develop standards of financial accountability for Association operations. The Association will undergo a bi-annual audit of its financial affairs. The Association will have an Audit Committee to review the financial affairs of the Association on an annual basis, or more frequently if desired.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the Association, the Board shall, after paying or making provisions for the payment of all the liability of the Association, dispose of all of the assets of the Association exclusively for the purposes of the

Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is located, exclusively for such purposes or to such organizations or organization, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII – AMENDMENTS

Amendments, changes or additions to this Constitution and Bylaws can be made with the approval of a two-thirds (2/3) vote of the Board of Directors.