

OHIO SOCIETY OF ASSOCIATION EXECUTIVES
CONSTITUTION

Amended May 6, 2011

Article I
NAME

Section 1. The name of this organization shall be Ohio Society of Association Executives.

Article II
PURPOSES

Section 1. The purpose of this organization shall be:

(a) to provide opportunities for education and discussion on the techniques of association management, and to collect, analyze and disseminate data relating to associations.

(b) to promote sound development and growth of associations.

(c) to undertake such other functions as will advance the efficiency of its members, thus promoting the interest of the associations they serve, and the public.

(d) to consider proposed and pending legislation on matters relating to associations.

Article III
MEMBERSHIP

Section 1. The term "Association" as used in this Constitution shall mean any voluntary, local, state, regional, national or international business, trade, professional, educational, philanthropic or technical organization. Membership shall not be open to such organizations as co-operative buying or selling groups or strictly political or labor organizations.

Section 2. There shall be five classes of members:

(a) Association Executive

All staff personnel of an association who spend at least fifty percent of their compensable time in association employment shall be eligible to become Association Executive members with voting privileges. An unemployed Association Executive member who is seeking employment as an association executive may continue to hold Association Executive

membership for one additional full membership year past the current membership year for which dues payment has been made.

(b) Affiliate

Affiliate membership shall be available to any firm or corporation engaged in providing products or services to members of the Society including persons employed by governmental agencies and educational institutions; lawyers, certified public accountants, and other members of learned professions who provide services to associations; and individuals formerly holding regular membership who no longer qualify for such membership. Policies governing the participation of affiliate members shall be determined by the Board of Directors. Affiliate members may serve on committees other than the nominating, executive, or budget committee at the pleasure of the President. The total number of members in this category shall not exceed seventy-five percent of the Association Executive membership. Affiliate members may elect one affiliate member to serve on the Board of Directors for a two year term.

(c) Life

Members who have served as officers and/or members of the Board and retired shall be eligible for life membership at the discretion of the Board.

(d) Retired

Former Association Executive members of the Society shall be eligible for retired membership status if they:

(i) have been an Association Executive member in good standing for ten years, and

(ii) have retired from an association; and

(iii) are not employed full-time in another association or allied industry or organization.

Retired members shall have all the rights, privileges and responsibilities of Association Executive members except they shall not hold office or vote.

(e) Convention and Visitors Bureau

All staff personnel of a Convention and Visitors Bureau shall be eligible to become Convention and Visitors Bureau members. Only one member from each CVB will be designated the main member, giving them the right to cast a vote.

Section 3. All applicants for membership shall complete and submit a Membership Application.

Section 4 . Limitation on membership

(a) Association Executive and Convention and Visitors Bureau membership in the Society shall be limited to individuals and is not transferable.

(b) Affiliate membership shall be on a business entity basis. Each affiliate members shall, subject to the approval of the Board of Directors, name as its designated representative one of its officers, management-level employees or owners who shall be entitled to receive all mailings of the Society and to attend meetings. Changes in the designated representative may be made by the affiliate members from time to time, subject to the approval of the Board of Directors. Additional individuals may be registered as representatives of the affiliate member, and shall be entitled to receive all mailings of the Society. Participation in Society activities by these additional representatives shall be limited to those activities specifically approved by the Board of Directors.

Section 5 . The authority to grant, revoke or otherwise act on membership matters is vested in the Board of Directors.

Article IV DUES

Section 1. The dues of each membership category shall be established by the Board of Directors, and shall be payable on or before January 1 of each year. Dues of newly elected members shall be prorated quarterly on a calendar year basis. No dues shall be paid by life members.

Article V MEETINGS

Section 1. The Annual Meeting of the Society shall be held the last quarter of the year at a time and place to be designated by the Board of Directors. The date of this meeting shall be set and announced at least thirty days before such meeting is to be held.

Section 2. Other meetings may be called by the President, by action of the Board of Directors, or upon the written request of ten percent of the Association Executive members. Reasonable notice of meetings shall be sent to all Association Executive and Convention and Visitors Bureau members.

Section 3. Twenty Association Executive and Convention and Visitors Bureau members present and eligible to vote shall constitute a quorum for the transaction of business. The procedure for voting on business considered at all regular or special meetings shall be as

follows: Only one Association Executive member from each association represented at the meeting and the Chief Executive Officer or designee of a Convention and Visitors Bureau present at the meeting shall be eligible to vote.

Section 4. Attendance at all meetings and functions of the Society shall be restricted to Association Executive, Convention and Visitors Bureau, retired and life members and affiliate member representatives except when opened to guests by specific action of the Board of Directors.

Section 5. The Members or Directors, as the case may be, may determine that any meeting can be held at a physical place, or to the extent permitted by applicable law, may be conducted by means of authorized communications equipment; provided, all participants eligible and desiring to attend have the opportunity to participate in the meeting, which includes an opportunity to read or hear the proceedings of the meeting, to communicate with each other contemporaneously with those physically present, and to vote on matters submitted. In the notice of any such meeting, the Members or Directors may designate the meeting as one in which Members or Directors who are not physically present may attend through use of such authorized communications equipment.

Article VI GOVERNMENT

Section 1. The government of the Society shall be vested in the Board of Directors consisting of thirteen (13) members from classes (a) (b) and (e) in Section 2 of Article III, namely the three officers as stated in Section 3 of this Article and ten director members – a total of eight from class (a) shall be elected to serve a three year term, one from class (e) to serve a three year term, one from class (b) to serve a two year term, or until their successors have been elected and qualified. The Immediate Past-President shall serve ex-officio. No Director member of the Board who has served two full three-year terms will be eligible for reelection until at least one (1) year has elapsed. There shall be no more than one member of the same organization at the time of election.

Section 2. A quorum of the Board of Directors shall consist of a majority of its members.

Section 3. The officers of the Society shall consist of a President, a President-Elect, who shall be President the next year, and a Treasurer, who shall be President- Elect the following year. The Treasurer shall be elected annually in June, by the Board of Directors from among its class (a) Directors members, provided, however, the Board may designate someone other than a member to assist in handling the affairs of the Society. The limitation as to term of service as stated in Section 1 of this Article does not apply to an individual elected as an officer.

Section 4. Duties of the officers shall be such as their title, by general usage, would indicate them to be, and such other duties as may be assigned to them by the Board from time to time.

Article VII ELECTIONS

Section 1. Elections to the Board of Directors shall be held at the Annual Meeting of the Society. Notice to the Membership of the candidates for election to the Board and the Annual Meeting Board elections will be made at least 30 days prior to in advance.

Section 2. A nominating committee, consisting of at least three Association Executive or Convention and Visitors Bureau members shall be appointed by the President in advance of the Annual Meeting, and shall submit nominations for places on the Board of Directors to be filled at such meeting. Nominations also may be made from the floor. Nominations for the Affiliate Director shall be made by a nominating committee appointed by the Affiliate Director member.

Section 3. Elections may take place by a mail ballot or authorized electronic means (herein referenced as electronic ballot) according to ORC 1702.20.

Section 4. Nominees receiving a majority of the votes cast on the first ballot shall be deemed elected. If it becomes necessary to have a second ballot, then the persons receiving the highest number of votes shall be deemed elected to any remaining vacancies.

Section 5. Vacancies of the Board of Directors or among the officers shall be filled by the Board of Directors and persons so elected by the Board shall serve the remainder of the term for the vacant seat.

Article VIII FISCAL AND ELECTIVE YEARS

Section 1. The fiscal and elective years of the Society shall begin on January 1 and end December 31.

Article IX SOCIETY BUSINESS

Section 1. Conduct of the business of the Society shall be carried out by the Executive Director with approval by the Board of Directors.

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ARTICLE X AMENDMENTS

Section 1. These Articles may be repealed or amended by a majority vote cast in the same manner as is provided in Article V, Section 3, at any meeting of the Society duly called and regularly held, providing thirty days notice of such proposed change has been sent in writing to the Association Executive and Convention and Visitors Bureau members by a mail or electronic ballot on any matter to be voted upon at any meeting of the members. If voting by a mail or electronic ballot is to be permitted in lieu of voting at such meeting of the members the notice of such meeting shall so state, shall summarize the matter or matters to be voted upon at the meeting, and shall describe the method by which a mail or electronic ballot may be obtained and cast. Provided notice is properly given, the voting members which vote shall constitute a quorum and a majority of those voting shall determine the question, unless another percentage is required by law or this Constitution.

ARTICLE XI INDEMNIFICATION

Section 1.

(a) In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding seeks indemnification from the Society against expenses (including attorney's fees), and in the case of actions other than those by or in the right of the Society, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a director, officer, employee, agent or volunteer of the Society, or is or was serving at the request of the Society as a director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Society shall determine or cause to be determined in the manner provided in Section 1702.12 (E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in division (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

(b) Expenses, including attorney's fees, incurred by a director, officer, employee, agent or volunteer in defending any action, suit or proceeding referred to in Paragraph (a) of this Section may be paid by the Society as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, agent

or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Society as authorized in this Article.

(c) The indemnification authorized by Paragraph (a) of this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles, the regulations, any agreement, vote of members or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a director, director officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(d) For purposes of this Article, the term "volunteer" is used as defined in Chapter 1702 of the Ohio Revised Code, as amended.

(e) The provisions of Section 1702.12(E)(5)(a)(i) applicable to automatic advance payment of expenses shall not apply to this Society.

Section 2. The Board of Directors, to the extent permitted by Chapter 1702 of the Ohio Revised Code, may secure and maintain such policies of insurance as it may consider appropriate to insure any person who is serving or has served as a member of the Board of Directors, officer, member of a committee, volunteer, or employee against liability and expenses arising out of any claim of breach of duty, error, misstatement, misleading statement, omission or other acts done or attempted solely by reason of their being such member of the Board of Directors, officer, member of a committee, volunteer, or employee of the Society and to insure the Society against liability by reason of the foregoing indemnity.

ARTICLE XII DISSOLUTION

This Association shall use its funds only to accomplish its objectives and purposes specified in this Constitution, and no part of said funds will inure, or be distributed, to the members of this Association. Upon dissolution of this Association any funds remaining will be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the Board of Directors.

AMENDED MAY 6, 2011