

## **ARTICLE VII - Officers and Committees:**

**Section 1.** Officers of the Association: The Officers of the Association shall be the Executive Director, one or more Assistant Executive Directors, the Chairperson of the Board, the Secretary, and Treasurer, and such officers and assistant officers as the Board may from time to time elect in order to carry out the mandate of the Association. Officers need not necessarily be Board Members and shall serve at the will of the Board. Any two (2) or more offices may be held by the same person except the office of Executive Director and Assistant Executive Director(s).

**Section 2.** Executive Director: The Executive Director shall be the general managerial officer of the Association except as otherwise determined by the Board, and shall report directly to and receive all directions and instructions solely from the Board. He/she shall be vested with the powers and duties generally incident to the Office of Executive Director of a not-for-profit corporation, except as otherwise determined by the Board, or as may be set forth in these by-laws. The Executive Director shall direct and supervise all Association staff and contractors. He/she shall report at each Board Meeting on all significant activities for the period from the prior meeting as well as summarize routine matters. He/she cannot be a member of the Board of Directors if this is a salaried position. He/she will, in cooperation with the Treasurer, be responsible for the timely issue of all accounts receivable and the collection and deposit of all funds. The Executive Director will pay all bills authorized by the Treasurer. He/she shall be an ex-officio member of all committees.

**Section 3.** Assistant Executive Director: In the absence of the Executive Director, or in the event of his/her inability or refusal to act, the Assistant Executive Director is empowered to act, and thereupon be vested with the powers and duties of the Executive Director.

**Section 4.** (a) Chairperson of the Board: The Chairperson of the Board shall preside over all regular and special meetings of the Board, and at the Annual Meeting of the Association and at all special meetings of the Association. He/she will call the meeting to order, verify the agenda, state and put all questions properly before the assembly, preserve order and decorum and decide all questions of order. In all cases he/she can vote. He/she also has the right to address the assembly on a question, in which case, the Assistant Chairperson or another Board member shall be called to Chair. The Chairperson shall act as liaison between the Board and the Officers in the absence of the Board. Instructions to Officers and staff may only be given by the Chairperson if and when specifically authorized by the Board. In an emergency, the Chairperson and/or the Executive Director will consult with and or call a meeting of the Executive Committee (a majority of the Officers) and as soon as possible thereafter the full Board.

(b) Assistant Chairperson: In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Assistant Chairperson is empowered to act, and therefore be vested with the powers and duties of the Chairperson.

**Section 5.** The Secretary and Assistant Secretary: The Secretary and Assistant Secretary of the Association shall keep the minutes of the business and other matters transacted at the meetings of the members and the Board. He/she shall have custody of the minutes, which shall be open for inspection by any member in good standing. They shall have custody of the Corporate Seal and record, maintain a list of the members and their addresses, and perform all other duties incident to the office of Secretary.

**Section 6.** Treasurer: (a) The Treasurer shall report on all financial matters to the Board. The Treasurer shall have custody of the funds of the Association, supervise the collection of monies due and authorize the payment of all association obligations. The Treasurer shall be responsible to maintain accurate financial reports and present these routinely to the Board. The Treasurer shall assist in preparing the Annual Budget Report. If it is expedient and subject to the approval of the Board of Directors, these duties may be carried out by the Executive Director. In this case the Treasurer is still responsible for verification and submitting monthly Financial Reports to the Board. The Board shall require that the Treasurer be bonded for such

amount and under such conditions as the Board may require, and such bond shall be at the expense of the Association.

(b) Assistant Treasurer: In the absence of the Treasurer, or in the event of his/her inability or refusal to act, the Assistant Treasurer is empowered to act, and thereupon be vested with the powers and duties of the Treasurer. The Board shall require that the Assistant Treasurer be bonded. The expense of such bonding shall be an obligation of the Association.

**Section 7. Removal of Officers:** Any officer may be removed when, in the judgment of a majority of the entire Board, the best interests of the Association will be served by such removal. Removal may be voted only at a regularly scheduled or special meeting of the Board.

**Section 8. Audit of Work of Officers:** At the end of each Fiscal Year, the financial records of the Association shall be audited by an independent Certified Accountant. The report of the Accountant shall be maintained at the registered office of the Association and may be examined by any member, in good standing, of the Association during regular office hours. In lieu of the foregoing right to examine the financial report, the summary of the Accountant may be printed and mailed to all members or published in any newspaper, newsletter, or periodical published under the auspices of the Association and distributed to all members.

**Section 9. Committees:** Committees and their chairpersons shall, except where otherwise provided in these by-laws, be appointed from time to time by the Executive Director with the advice and consent of the Board of Directors. Committee chairpersons, except where otherwise provided in these by-laws, shall organize and conduct committee meetings and shall submit written reports to the Board at each regular Board Meeting or when otherwise directed. All committees must contain at least one (1) member of the Board and any another members, in good standing, of the Association.