

OPRA BY-LAWS

March 2011

Updated as follows:

TERMINOLOGY CHANGES THROUGHOUT:

<u>Current Language</u>	<u>New Terminology</u>
Trustee	Director
Board President	Chair
Dues	Membership Fees

ADDITIONS:

Article 6 – Delineates the duties of President

Article 8 – Indemnification section (recommended for inclusion by legal)

CHANGES:

Article 2.6 - If you are one month in arrears on payment of membership fee you may be suspended or expelled by 2/3 vote of Directors (was 3 months)

Article 3.5 - Changed notification time from 24 to 48 hours.

Article 4 – District 8 (multi-county providers) may change from that district to a home office district, annually

Article 4.5(a) – At-Large Directors may be selected for up to a three year term (had been 1 year).

Article 4.8(e) – Electronic participation in meetings was incorporated. Attendance requirements may be met via electronic means. A Director may participate in a regular or special meeting of the Board or of a Committee by telephone, video conference, or other electronic means so long as all participants may simultaneously hear one another during the meeting. A Director participating in such a manner is deemed to be present in person at such a meeting.

Article 4.10 – Quorum – Once a quorum is established during the course of a meeting, such quorum shall be valid for all action taken at that meeting following the time said quorum is established.

Article 5.3 – Nominating Committee has a 3 year term renewable for an additional consecutive term (was 1 year term with, renewable for another year)

Article 5.3 – Officers term is 2 years limited to three consecutive terms (was a 2 year term, limited to two consecutive terms)

Article 7.1 – Committee minutes documenting outcomes/recommendations will be prepared and submitted to OPRA staff monthly. They will be made available to Directors and, as appropriate, to members upon request. (Previously the minutes requirement was inconsistently followed.)

Article 7.2(a) – Additional Language: The Executive Committee is responsible for conducting the performance review, negotiating a compensation package and serving in an advisory capacity to the President.

The Executive Committee shall routinely and, as needed, meeting with industry stakeholder leadership (such as the ARC, County Boards Association, DoDD, DD Council, OLR, among others) to confer with, develop positions, strategize or provide input on issues facing the field.

Added language that requires immediate notification to the Board of any actions that the Executive Committee makes when it is acting with the full authority of the Board.

CLARIFICATION:

Committees – Board Chair makes the appointment of the Committee Chairs.