

The Ohio Provider Resource Association

Code of Regulations

ARTICLE I - MEMBERSHIP

Section 1.1 - Active Members. Any individual, partnership, firm, association or corporation engaged in the maintenance and operation of a residential facility or other community based support services in the State of Ohio for the developmentally disabled which meets the licensing or certification standards of the State of Ohio, shall be eligible for active membership. It shall become an Active Member upon submitting an application and being issued a certificate of membership in accordance with procedures and standards established by the Board of Trustees or its delegate. Each Active member in good standing shall be a voting member of the Association. Active OPRA members whose dues payment reflects provision of services to 1-50 individuals will receive one (1) vote; 51-100 individuals will receive two (2) votes, and 101 or more individuals will receive three (3) votes.

Section 1.2 - Associate Membership. Any individual, partnership, firm, association or corporation having an interest in promoting the policies and activities of the Association, and possessing such other qualifications as may be established from time to time by the Board of Trustees, shall be eligible for Associate membership. Such individual, partnership, firm, association or corporation shall become an Associate Member in accordance with procedures established by the Board of Trustees or its delegate. Each Associate Member in good standing shall be a non-voting member of the Association.

Section 1.3 - Representation of Active Members. All Active Members shall be represented in the Association by the Administrator or his/her designee in charge of the direction and operation of the residential facility or service program which entitles the organization to Active membership, regardless of the title of such person within the organization.

The organization or individual admitted to Active membership shall certify to the Secretary, in accordance with the procedures established by law or by its governing documents, the name of the individual entitled to represent it in the Association. In the case of a corporation, the certification shall be by one of the following: its chairperson of the board, president, any vice president, secretary or treasurer, or by resolution of its trustees, directors or executive committee. If there is a dispute as to the qualifications of the person so designated to represent the organization it shall be resolved by the Board of Trustees.

The Association shall be entitled to recognize the person so certified to the Secretary, or so determined by the Board of Trustees, as the representative of the Active Member, until such time as actual notice to the contrary is served on the Secretary of the Association.

Section 1.4 - Resignation. Any member may resign from the Association by giving written notice to the Secretary. The Secretary shall present the notice at the next meeting of the Board of Trustees or the Executive Committee. The resignation shall not affect the member's liability with respect to any unfilled obligation on its part at the time of the resignation.

Section 1.5 - Suspension or Expulsion. Any member in default in the payment of its dues or other charges shall not be entitled to exercise any privileges of membership until the default is cured. Any member whose dues are in arrears for more than three (3) months, or whose conduct is considered prejudicial to the best interests of the Association may be suspended or expelled, by a two thirds vote of the Board of Trustees taken at a meeting. Notice of the charges, and of the time and place of holding the meetings at which they are to be considered, shall be mailed to the member, at its address appearing on the rolls of the Association, at least fifteen (15) days prior to the day of the meeting. The member shall be given reasonable opportunity to present a defense at the meeting.

Section 1.6 - Reinstatement. A member which has resigned in good standing may be reinstated without prejudice. A member which has been suspended or expelled for non-payment of dues may be reinstated upon payment of outstanding debts. A member which has been suspended for any other reason may be reinstated in accordance with the terms of the suspension. A member which has been expelled for any other reason may be reinstated if the Board of Trustees at a meeting determines by a two thirds vote that the grounds for its expulsion no longer exist.

Section 1.7 - Membership Fees. Membership Fees shall consist of Annual Dues and Special Assessments as herein provided. The Board of Trustees shall establish the rates of Annual Dues for Active and Associate Members by majority vote. The Board may, in addition, make Special Assessments to Active and Associate Members in order to raise additional funds. Special assessments shall be considered based on individual issues, may be mandatory or optional, and shall require a majority vote by the Board.

The rates of annual dues shall remain in effect until changed by majority vote of the quorum of the Board. Special assessments shall be valid for only one year. All annual dues and special assessments with respect to any year shall be due and payable January 1 unless the Board of Trustees makes provision for installment payments.

ARTICLE II - MEETINGS OF MEMBERS

Section 2.1 - Places of Meetings. All meetings shall be held at such place as may be determined by the Board of Trustees, or in the absence of such determination, in Columbus, Ohio.

Section 2.2 - Meetings. Meetings of members may be called by any of the following:

- (a) The President or, in case of the President's absence, death or disability, the Vice-President authorized to exercise the authority of the President;
- (b) The Trustees by action at a meeting or a majority of the Trustees acting without a meeting;
- (c) The lesser of ten (10) percent of the Active Members or twenty-five (25) of such members.

Section 2.3 - Attendance. All Active Members in good standing shall be entitled to notice of, and to attend and participate in all meetings of members. Associate Members shall be entitled to notice of and to attend and participate (other than to vote) at meetings of members, but only to the extent expressly provided by resolution of the Board of Trustees or of the Active Members at the meeting. However, failure to give any Associate Member notice shall not affect the validity of action taken at the meeting.

Section 2.4 - Notice. Written notice stating the time and place of a meeting of members and the purpose or purposes for which the meeting is called shall be given either by personal delivery, telephone, mail or other electronic means of communication not less than twenty-four (24) hours prior to the meeting.

- (a) to each Active Member in good standing and to each Associate Member entitled thereto;
- (b) by or at the direction of the President or the Secretary or by persons or members calling the meeting.

Such notice shall be addressed to the member at their address as it appears on the records of the Association. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. Notice of meetings may be waived as provided by law.

Section 2.5 - Mail Ballots. Mail ballots include ballots submitted by mail, fax or other means as long as the other provisions of this section are followed. Any vote or other action required under these regulations to be taken by the voting members of the association may be conducted by mail ballot. Whenever a mail ballot is to be conducted with respect to action to be taken at a meeting of members, the ballot shall be enclosed with the notice of the meeting. Each form of ballot shall make provision for the member to indicate their vote on the action to be taken, and for the member's representative to date and sign the ballot. It shall state the address at which the ballot is to be returned, and the time by which it must be returned. A mail ballot, in order to be effective, must be signed and dated by the Active Member's representative and be received at the address indicated on the ballot no later than 5:00 p.m. local time on the date referenced on the

ballot. Any mail ballot may be amended or revoked by a subsequent mail ballot so long as the subsequent ballot is properly executed and timely received. The action taken by a majority of those voting members whose ballots are properly executed and timely received shall be taken as the action of the members with respect to the matter(s) referenced on the mail ballot.

Section 2.6 - Proxies. Subject to such limitations as may be imposed by the Board of Trustees, the representative of an Active Member may designate a proxy to act in his/her stead at any meeting of the members. The proxy shall be either a bona fide trustee, officer or supervisory person of the Active Member, or the representative of another Active Member. The Officers and Trustees are not authorized to solicit proxies from the membership. A proxy as designated shall have the right to participate in the vote on behalf of the Active Member at the meeting.

Section 2.7 - Quorum and Voting at Meetings. Active Members present at a Special Meeting of members, either in person, by proxy or by mail ballot, who comes from a majority of the Districts established in Article III for the election of District Trustees, shall constitute a quorum for the meeting. Any district which does not have an active member in the association shall not be taken into consideration for quorum purposes. The affirmative vote of the majority of the active members voting, either in person or by proxy, at a meeting at which a quorum is present, shall be necessary for the authorization of taking any action voted upon by the members, unless the law, the Articles of Incorporation, or these regulations require a different proportion or number of active members.

ARTICLE III - TRUSTEES

Section 3.1 - Authority. All of the authority of the Association shall be exercised by a Board of Trustees, except where the law, the Articles of Incorporation, or these Regulations require that action be otherwise taken or authorized.

Section 3.2 - Number and Composition. The Board of trustees shall be comprised of no less than (3) Trustees, the exact number of which may be determined from time to time by the Board of Trustees. Effective January 1, 1998, the trustees shall be divided into the following general classifications: District Trustees, Officer Trustees, Past President, At-Large Trustees and Honorary Trustees.

Section 3.3 -District Trustees. An Officer Trustee shall serve as a Trustee for the term of his/her office. The District Trustees shall be divided into three classes designated Class I, Class II, and Class III.

(a) District Trustees shall be elected from each of the following districts within the state of Ohio:

District 1 shall be comprised of active members serving the following counties: Butler, Warren, Clinton, Hamilton, Brown, Adams, Highland, Pike, Scioto, Clermont and Lawrence.

District 2 shall be comprised of active members serving the following counties: Darke, Shelby, Logan, Hardin, Miami, Champaign, Clark, Preble, Montgomery, Mercer, Auglaize and Greene.

District 3 shall be comprised of active members serving the following counties: Holmes, Tuscarawas, Carroll, Harrison, Jefferson, Coshocton, Muskingum, Guernsey, Belmont, Perry, Morgan, Noble, Monroe, Washington, Athens, Hocking, Ross, Vinton, Jackson, Gallia and Meigs.

District 4 shall be comprised of active members serving the following counties: Fulton, Williams, Lucas, Ottawa, Defiance, Henry, Wood, Sandusky, Seneca, Paulding, Hancock, Putnam, Van Wert, Wyandot, Crawford, Allen and Richland.

District 5 shall be comprised of active members serving the following counties: Ashland, Medina, Summit, Portage, Trumbull, Mahoning, Columbiana, Wayne and Stark.

District 6 shall be comprised of active member serving the following counties: Marion, Union, Delaware, Licking, Knox, Madison, Morrow, Franklin, Fayette, Fairfield and Pickaway.

District 7 shall be comprised of active members serving the following counties: Erie, Huron, Lorain, Cuyahoga, Lake, Geauga, and Ashtabula.

District 8 shall be comprised of those active members serving more than one (1) of the districts designated 1 through 7 above, and which elects to be classified in District 8 in

accordance with this Section 3.2 (a). For purposes of these regulations, those active members providing services in more than one (1) district shall elect to be included, and have the individuals they serve counted, either: (i) in the district where the majority of the individuals they serve reside; or (ii) in District 8. Such election must initially occur no later than September 1, 1997. Active members may change their option every four years upon written notification to the Board of Trustees.

Each of those districts having active members who cumulatively serve 1- 1,000 individuals shall be represented by two (2) trustees on the board, and each of those districts having active members who cumulatively serve more than 1,000 individuals shall be represented by three (3) trustees on the board.

(b) **Nomination and Election.** The Nominating Committee shall prepare a slate of candidates for the purpose of nominating persons to serve as district trustees. Only representatives of active members from within a district shall be eligible for nomination with respect to that district. The Nominating Committee shall accept nominations submitted from each of the districts by a date established by the Nominating Committee, but no later than November 15 of each year. If no nominations are received from any district, the Nominating Committee shall select one or more nominees for that district. Each district trustee shall be elected by the active members from the district for which its candidates have been nominated. All such elections shall be conducted by mail ballot, with those candidates receiving the greatest numbers of votes being elected to office. District trustees may be re-elected.

(c) **Term.** District Trustees shall be divided into three separate classes. Class I Trustees shall be those district trustees elected from Districts 1, 4 and 7; Class II Trustees shall be those district trustees elected from Districts 2, 3, and 5; and Class III Trustees shall be elected from Districts 6 and 8. District trustees shall be elected initially by mail vote in October 1997. In connection with this election process, all Class I Trustees shall be elected for a term expiring December 31, 1998; all Class II Trustees shall be elected for a term expiring December 31, 1999; all Class III Trustees shall be elected for a term expiring December 31, 2000. Thereafter, all successor district trustees shall be elected for terms of three (3) years each.

The foregoing Districts shall not be changed, except by amendment to these regulations.

The Past President shall serve a term, commencing upon the election of a new President and ending after one (1) year or until such new President becomes Past President, whichever is later. A vacancy in the term of a Past President shall not be filled by appointment or other method of selection.

Section 3.4 - Officer Trustees. The President, Vice President, Secretary and Treasurer of the Association shall serve on the Board of Trustees for terms that are consistent with their terms as officers of the association.

Section 3.5 - Past President Trustee - the Immediate Past President of the Association shall serve on the Board of Trustees.

Section 3.6 - At-Large Trustees - The Board of Trustees may appoint up to five (5) At-large Trustees, each of whom shall serve for terms of one (1) year. Only representatives of active

members shall be eligible to serve as At-Large Trustees. The appointment of any At-Large Trustees shall coincide generally with the election of district trustees. In making any such appointments, the board shall consider the needs of the board based on the composition of the board following district elections, and shall take into account factors including, but not limited to, a member's geographic location, size, type of services provided, and the member's ability and knowledge of the field. The intent of this provision is to ensure a board that is representative of the membership.

Section 3.7-Honorary Trustees. Trustees shall consist of not more than three (3) Honorary Trustees. Candidates for Honorary Trusteeships shall be nominated by the Board of Trustees and submitted to the Board for election by written ballot. Honorary Trustees shall serve one (1) year terms and need not be members of the Association. Honorary Trustees shall not be considered for quorum purposes and shall have no vote.

Section 3.8- Vacancies. If the seat of any District Trustee becomes vacant by death, resignation, or otherwise, a successor District Trustee shall be elected as soon as possible for the unexpired term by the Active Members in the District for which the vacancy exists in conformance with Section 3.4 of these regulations. The Board of Trustees is authorized to resolve any disputes with respect thereto.

Section 3.9 - Meetings and Notice. An Organizational Meeting of the Board of Trustees shall take place each January, or as soon as practicable thereafter. Other meetings of the Board, which shall be held at least quarterly, may be called by the President, any Officer, or by any four (4) Trustees. Meetings shall be held within the State of Ohio. Written notice of the time and place of each meeting of the Trustees shall be given to each Trustee, either by personal delivery or by mail, telegram, telephone, fax or other appropriate means at least fourteen (14) days before the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Emergency or special meetings of the board may be called by the President, any officer, or by any four (4) trustees. Written notice of the time and place of each meeting of the trustees shall be given to each trustee by personal delivery, mail, telegram, fax or other appropriate means at least twenty-four (24) hours before the meeting.

Section 3.10- Quorum and Voting. A majority of the Trustees then serving in office, including at least one (1) Officer Trustee, is necessary to constitute a quorum for a meeting of the Trustees unless the act of a greater number is required by law, the Articles of Incorporation or these Regulations. The action of a majority of those trustees at a meeting at which a quorum is present shall constitute the action of the board. All trustees, with the exception of Honorary Trustees, shall be counted for quorum and voting purposes.

Section 3.11 - Signatures. The Board of Trustees is authorized to determine or provide the method of determining the manner in which deeds, contracts, and other obligations and instructions of the Association shall be executed. The Board shall be entitled to rely upon the actions of the President, the Vice President, the Secretary, or the Treasurer in executing contracts and other obligations and instruments, other than deeds, of the Association as having been duly authorized, and to rely upon the action of any two (2) of said Officers in executing deeds in the

name of the Association as having been duly authorized. The Board of Trustees of the Association is authorized to designate depositories of the funds of the Association and to determine or provide the method of determining the manner in which checks, notes, bills of exchange and similar instruments shall be signed, counter-signed or endorsed.

Section 3.12- Duties of District Trustees. It is both an honor and a responsibility to be elected to the Board of Trustees. The elected Trustee must be a true representative of his/her District; therefore the responsibility is to represent all members equally.

(a) Attendance of Trustees is expected at all official meetings. Any Trustee who is not present at a minimum of 50% of the meetings within an organizational year may have his/her Trusteeship terminated (Refer to Section 3.12). The Board Secretary shall monitor attendance and report to the Executive Committee should problems arise.

(b) Trustees must hold District meetings at least quarterly at a scheduled, predetermined place with all Active Members and non-members of the district being notified by personal delivery, mail, telegram, telephone, or other appropriate means at least fourteen (14) days before the meeting. Additional meetings may be called as needed or desired by the District members with the appropriate notice as described above given to district members at least two (2) days prior to the meeting.

(c) As communication is essential to the existence of the organization, it is the Trustee's responsibility to promptly disseminate pertinent information to the District members, including minutes of District meetings.

(d) It is also the responsibility of the Trustee to actively participate in the Association's activities.

(e) Other responsibilities as directed by the Board of Trustees.

Section 3.13- Termination of Trusteeship. If a Trustee fails to carry out the responsibilities as defined in Section 3.12, or engages in activities considered detrimental to the association, termination proceedings may be initiated as follows:

(a) Any association member may refer his/her concern/complaint to the chairperson of the Executive Committee for review.

(b) The Executive Committee is responsible for notifying the trustee in question and investigating the concern/complaint lodged against the trustee. This investigation will include interviewing any person(s) who can provide pertinent information regarding the concern/complaint, including the trustee in question.

(c) Upon conclusion of its review, the Executive Committee will issue a written finding of its investigation including a recommendation for action to be considered by the entire Board of Trustees. This finding will be mailed to each trustee, including the trustee in question.

(d) If the Findings of the Executive Committee include a recommendation for removal of the trustee in question from office, the finding will serve notice to the trustee that the issues will be

considered by the entire Board of Trustees at a special meeting. The notice of the special meeting will be issued in compliance with Section 3.9 of these regulations. The notice shall also inform the trustee in question of his/her opportunity to address the entire board prior to the board's action.

(e) The trustee in question shall have the opportunity to resign from the board at any time during this process without prejudice.

(f) The decision of the board is final.

(g) If the decision of the board results in a trustee vacancy, the vacancy will be filled pursuant to these regulations.

ARTICLE IV - OFFICERS

Section 4.1 - Officers Designated. The Officers of the Association shall be the President, Vice President, Secretary and Treasurer and such other Officers as may be determined from time to time by the Board of Trustees.

Section 4.2 - Duties of Officers.

(a) The President shall preside at all meetings of the members and of the Board of Trustees. He/She shall appoint the chairpersons of all standing committees prior to the organizational meeting. He/She shall consult with each chairperson to ensure that committee personnel are identified prior to the organizational meeting. He/She shall act as the executive officer of the Association and, in general, shall perform the duties usually associated with the office of President.

(b) The Vice President, under the direction of the President, shall be responsible for and shall further assist the President in any manner requested by the President. In the absence or disability of the President, the Vice President shall perform the duties of the President. The Board Vice-President shall assist and reinforce the Trustees; assure that Trustees hold District meetings a minimum of once per calendar year quarter and submit to the Board summaries of these meetings; and assure Trustees attend Board meetings at the minimum frequency required by these regulations.

(c) The Secretary shall keep minutes of all meetings and shall be responsible for notifying members and Trustees of meetings as provided herein. He/She shall ensure documentation of attendance.

(d) The Treasurer shall supervise all funds of the Association and shall supervise and review all disbursements made by the Executive Director. He/She shall see that the funds are deposited in the name of the Association in a bank or banks designated and approved by the Board of Trustees. He/She shall have adequate bond, if any, as determined by the Board of Trustees. He/She shall present quarterly reports to the Board of Trustees. He/She shall be the chairperson of the Finance Committee. He/She shall ensure that, on an annual basis, the Board discusses and determines whether to secure an independent review of the Association's financial status.

Section 4.3 - Nomination and Election. The Officers shall be elected by the Trustees of the Association at a date specified by the Board of Trustees by written ballot. At a meeting of the Board, candidates for Officers will be nominated by the Nominating Committee. Only current Trustees shall be eligible to serve as Officers of the Association. If an Officer should cease to be the representative of an Active member, his/her office shall be deemed to be vacant.

The Nominating Committee shall be a three member committee appointed by the President for the purpose of preparing a slate of nominees for President, Vice President, Secretary and Treasurer. All Nominating Committee members shall be current Trustees. The term of office for members of the Nominating Committee shall be one (1) year, or until the election of the next President, and shall be limited to two (2) consecutive terms. No current Officer of the association shall serve as a member of the Nominating Committee. The Nominating Committee shall be furnished by the Secretary with a list of duties of the various Officers, attendance

records of Trustees, classes of Trustees and Code of Regulations requirements of Officers.

The Nominating Committee shall submit a slate of Officers to the Trustees by mail no later than the forty-fifth (45th) day preceding the date of the meeting at which Officers are to be elected, unless the Trustees specify a later date. Prior acceptance of nomination shall have been obtained from each nominee. The slate shall be subject to approval by the Board of Trustees. Ballots will be mailed to each Trustee following the Board Meeting, where the slate of Officer nominees was approved, to be returned prior to or on the date of the Board Meeting at which the election results will be announced. Only the Board Trustees shall be eligible to vote for Officers.

Elected Officers shall serve for a term of two (2) years commencing on January 1 of each year. No person shall be elected to the same office for more than two (2) consecutive terms.

Section 4.4 - Vacancies. In the event of a vacancy in the office of President, the Vice President shall become President. In the event of a vacancy in any other office, the vacancy shall be filled for the unexpired term by the Board of Trustees.

Section 4.5 - Executive Director. This section authorizes the Board to employ an Executive Director.

ARTICLE V - COMMITTEES

Section 5.1 - General. The majority of members of any Committee shall be either Active Members or Associate Members of the Association, but in all instances the chairperson shall be an Active Member. Each Committee shall submit a written report of its activities to the Secretary monthly prior to the monthly meeting of the Board of Trustees. With the exception of the Executive Committee, no committee shall be authorized to possess or execute any power or authority of the Board of Trustees.

Section 5.2 - Standing Committees. Membership on OPRA's Standing and Ad Hoc Committees are open to any active and associate member unless otherwise determined by the board. However, each District will be allocated a number of voting representatives who may serve on each OPRA standing and ad hoc committee in any calendar year. This number will be equal to the number of trustees from each OPRA district as determined in Section 3.2. This number will be communicated to each Trustee by the Association President. Should the number of committee members from any district exceed the number of voting members permitted under this section, the association president shall determine the committee's voting members. For the purposes of acting on an issue, a simple majority of those voting members in attendance at any committee meeting is needed to pass an issue.

Unless otherwise stipulated in the regulations of the Association, each Committee will recommend to the President a Committee Chairperson who has been selected by a ballot of the Committee members. The Chairpersons having been appointed by the President will be approved by the Board of Trustees along with their Committee at its organizational meeting.

(a) Finance Committee - The Finance Committee shall consist of the Treasurer, who shall be the Chairperson, and at least two (2) other Active Members. The Finance Committee shall prepare the annual budget of the Association and present it to the Board of Trustees by December 15th of each year for approval. Monthly financial statements shall be mailed to Trustees at least one week prior to the Board meeting. The Finance Committee shall also be responsible for the oversight of OPRA's investments, the OPRA employee pension plan, and the workers' compensation rating group.

(b) Nominating Committee - The Nominating Committee shall be appointed and conduct its affairs in accordance with Section 4.3 and Section 3.4 of the Association's Code of Regulations.

Section 5.3 - Other Committees. The Board of Trustees may create other committees from time to time to assist in the conduct of the affairs of the Association. The committee and the Chairperson shall be approved by the Board of Trustees.

Section 5.4 - Executive Committee. In particular, the Board of Trustees may create an Executive Committee which shall consist of elected officers including the Immediate Past President. The Executive Committee may exercise, under the direction of and subject to limitations established by the Trustees, all of the authority of the Board of Trustees.

The Executive Committee shall act with the authority of the Board of Trustees, when, due to the emergency nature, an issue cannot be postponed until the next scheduled Board meeting. Written minutes shall be kept and distributed to the Board of Trustees of all Executive

Committee meetings. The Executive Committee shall meet at the call of any member, provided that notice has been given in any reasonable manner at least three (3) days in advance.

Notice may be waived by any member before, at, or after the meeting, and presence at any meeting shall constitute waiver of notice. Action may be taken by the affirmative vote of the majority of the members of the Executive Committee.

ARTICLE VI - AMENDMENTS

Section 6.1 - General. The Articles of Incorporation and the Code of Regulations of the Association may be amended from time to time, as hereinafter provided. Proposed amendments shall be approved by the Board of Trustees, or proposed by any five (5) Active Members not more than three (3) of which shall come from the same District. The proposed amendment shall be submitted to the membership in written form and voting shall be by mail ballot. The affirmative vote of a majority of the Active Members voting by mail ballot shall be sufficient for the adoption of the amendment. An Amended or Restated Articles of Incorporation or Code of Regulations may be adopted in the same fashion.

Section 6.2- Requested Articles of Incorporation and Code of Regulations. The Board of Trustees may adopt Restated Articles of Incorporation, or a Restated Code of Regulations to consolidate the original Articles or Code and all previously adopted amendments that are in force at the time in lieu of having such Restated Articles or Code adopted by the members as provided in Section 6.1 above.

Section 6.3 - Notification. Copies of all amendments to the Articles of Incorporation and Amended Code of Regulations, shall be distributed to all Board Members and made available to all Active Members as soon as practicable after adoption.

A recommendation by the Finance Committee is not required for an expenditure of funds which has previously been identified for items or categories of items in the current year's budget of the Association approved by the Board of Trustees.

The President of the Board of Trustees, or the Board through an affirmative motion, may assign items of discussion to Committees for deliberation and formulation of future action recommendations to the Board.

Notwithstanding Section 1.1 of Article 1 of the Ohio Provider Resource Association Code of Regulations, each Officer and Trustee of the Board shall have one (1) vote on all matters presented to the Board for action.