

**The Ohio Provider Resource Association**  
**Amended and Restated Code of Regulations**

**ARTICLE I – MEMBERSHIP – THE CORPORATION**

**Section 1.1 - Name and Organizational Structure.** The Ohio Provider Resource Association (the “Association”) is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

**Section 1.2 - Tax Status and Purposes.** In accordance with the status of the Association as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law)(the “Code”), the Association is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

**ARTICLE II - MEMBERSHIP**

**Section 2.1 - Active Members.** Any individual, partnership, limited liability company, 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~~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~~Directors or its delegate. Each Active ~~member~~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 1-22.2 - Associate Membership.** Any individual, partnership, limited liability company, 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~~Directors, shall be eligible for Associate ~~membership~~Membership. Such individual, partnership, limited liability company, firm, association or corporation shall become an Associate Member in accordance with procedures established by the Board of ~~Trustees~~Directors or its delegate. Each Associate Member in good standing shall be a non-voting member of the Association.

**Section 1-32.3 - Membership Book.** The Association shall keep a membership book (which may be electronic) containing the name and address of each member, the date of admission to membership and the class to which such member belongs. The name of the member representative of every member shall also be kept in the membership book beneath the name of such member.

**Section 2.4 - Representation of Active Members.** Each individual Active Member shall be his or her own member representative. All Active Members ~~that are not individuals~~ shall be represented in the Association by the ~~Administrator or his/her designee~~ a member representative. The Chief Executive of each such Active Member 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.~~ shall provide written notice to the Secretary of the Association who shall be the member representative of such organization. The member representative for each such organization may be changed from time to time by said Chief Executive by providing written notice to the Secretary. If there is a dispute as to the qualifications of the person so designated to represent the organization it who the proper member representative is for a particular Active Member, such dispute shall be resolved by the Board of Trustees. Directors. The Association shall be entitled to recognize the person so certified to the Secretary ~~named by said Chief Executive~~, or so determined by the Board of Trustees ~~Directors~~, as the member representative of the Active Member, until such time as actual written notice to the contrary is served on the Secretary of the Association by said Chief Executive. The member representative shall conclusively be deemed to have authority to vote on behalf of the Active Member and to appoint proxies and execute written consents, waivers and releases on its behalf.

**Section 4.42.5 - 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 ~~Directors~~ 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 1-52.6 - Suspension or Expulsion.** Any member in default in the payment of its ~~dues~~Membership Fees or other charges shall not be entitled to exercise any privileges of membership until the default is cured. Any member whose ~~dues~~Membership Fees are in arrears for more than ~~three~~one (31) ~~months~~month, or whose conduct is considered prejudicial to the best interests of the Association may be suspended or expelled, by a two ~~thirds~~ (2/3) vote of the ~~Board of Trustees taken~~Directors present at a meeting of the Board of Directors at which a quorum is present. 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~~membership book 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 1-62.7 - 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~~Membership Fees or other charges 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~~Directors determines, by a two ~~thirds~~ (2/3) vote ~~that the grounds~~thirds (2/3) vote of the Directors present at a meeting of the Board of Directors at which a quorum is present, that the basis for its expulsion no longer exist~~exists~~.

**Section 1-72.8 - Membership Fees.** Membership Fees shall consist of Annual Dues and Special Assessments as herein provided. The Board of Trustees~~Directors~~ shall establish the rates of Annual Dues for Active and Associate Members ~~by majority vote~~. The Board of Directors may, in addition, make Special Assessments to Active and Associate Members in order to raise additional funds. Special assessments~~Assessments~~ shall be considered based on individual issues, ~~and~~ may be mandatory or optional, ~~and shall require a majority vote by the Board~~.

The rates of ~~annual dues~~Annual Dues shall remain in effect until changed by majority vote of the ~~quorum of the Board of Directors~~. Special assessments~~Assessments~~ shall be valid for only one (1) year. All annual dues and special assessments~~Annual Dues and Special Assessments~~ with respect to any year shall be due and payable January 1 ~~unless on such date or dates as determined by the Board of Trustees makes provision for installment payments~~Directors.

## ARTICLE ~~IIII~~ - MEETINGS OF MEMBERS

**Section ~~2.13.1~~ - Places of Meetings.** All meetings ~~of the members~~ shall be held at such place as may be determined by the Board of Trustees~~Directors~~, or in the absence of such determination, in Columbus, Ohio.

**Section ~~2.23.2~~ – Annual Meeting.** There shall be an annual meeting of the members on such date as may be determined by the Board of Directors.

**Section 3.3 - Meetings.** Meetings of members may be called by any of the following:

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

**Section ~~2.33.4~~ - 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~~Directors~~ or of the Active Members at the meeting. However, failure to give any Associate Member notice shall not affect the validity of any action taken at the meeting.

**Section ~~2.43.5~~ - Notice.** Written notice stating the ~~time and place and time~~ 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 to each member at least forty-eight (48) hours prior to such meeting. Any such notice shall be given by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid. Notice of any meeting given by personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the member in accordance with the member's personal information specified in the membership book 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 3.6 - Waiver of Notice.** Notice of the place, time and purpose or purposes of any meeting of the members may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of such meeting. The attendance of any member, in person, by proxy or by mail ballot, at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by such member of notice of such meeting.

**Section 2.53.7 - Mail Ballots.** Mail ballots include ballots submitted by mail, fax, ~~electronic mail transmission~~ or other means as long as the other provisions of this section ~~Section~~ are followed. Any vote or other action required under these ~~regulations~~ Regulations to be taken by the ~~voting members~~ Active Members of the ~~association~~ 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~~ Active Members, the ballot shall be enclosed or attached with the notice of the meeting. Each form of ballot shall make provision for the ~~member~~ Active Member to indicate their vote on the action to be taken, and for the member's representative of the Active Member 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 member~~ representative of the Active Member 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 2.63.8 - Proxies.** Subject to such limitations as may be imposed by the Board of Trustees, ~~the representative of Directors~~, an Active Member may designate a proxy to act in ~~his/her~~ the Active Member's stead at any meeting of the members. The proxy shall be either a bona fide director, trustee, officer, member, manager or supervisory person of the Active Member, or the member representative of another Active Member. The Officers and Trustees Directors of the Association 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 2.73.9 - Quorum and Voting at Meetings.** Active Members present at a ~~Special Meeting of members~~ meeting of Active Members, either in person, by proxy or by mail ballot, who ~~comes~~ come from a majority of the Districts established in Article ~~III~~ IV for the election of District Trustees Directors, shall constitute a quorum for the meeting. Any ~~district~~ District which does not have an ~~active member~~ Active Member in the ~~association~~ Association shall not be taken into consideration for quorum purposes. The ~~affirmative~~ vote of the majority of the ~~active members~~ Active Members voting, either in person, by proxy or by ~~proxy~~ mail ballot, at a meeting at which a quorum is present, shall be necessary for the authorization of taking any action voted upon by the ~~members~~ Active Members, unless the law, the Articles of Incorporation, or these ~~regulations~~ Regulations require a different proportion or number of ~~active members~~ Active Members.

## **ARTICLE III ~~IV~~ - TRUSTEES ~~DIRECTORS~~**

**Section 3-14.1 - Authority.** All of the authority of the Association shall be exercised by a Board of ~~Trustees~~Directors, except where the law, the Articles of Incorporation, or these Regulations require that action be otherwise taken or authorized.

**Section 3-24.2 - Number and Composition.** The Board of ~~trustees~~Directors shall be comprised of no less than (3) ~~Trustees~~Directors, the exact number of which may be determined from time to time by the Board of ~~Trustees~~. ~~Effective January 1, 1998, the trustees~~Directors. ~~The Directors~~ shall be divided into the following general classifications: District ~~Trustees~~, Officer ~~Trustees~~, Past ~~President~~Directors, ~~Immediate Past Chair Director~~, At-Large ~~Trustees~~Directors and Honorary ~~Trustees~~Directors.

**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.~~  
**4.3 - District Directors.**

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

**District 1** shall be comprised of ~~active members~~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~~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~~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~~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~~Active Members serving the following counties: Ashland, Medina, Summit, Portage, Trumbull, Mahoning, Columbiana, Wayne and Stark.

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

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

**District 8** shall be comprised of those ~~active members~~Active Members serving more than one (1) of the ~~districts~~Districts designated 1 through 7 above, and which elects to be classified in District 8 in accordance with this Section ~~3.2-4.3~~4.3(a). For purposes of these ~~regulations~~Regulations, those ~~active members~~Active Members providing services in more than one (1) ~~district~~District shall elect to be included, and have the individuals they serve counted, either: (i) in the ~~district~~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 ~~election annually~~ upon written notification to the Board of Trustees Directors by March 15<sup>th</sup> of a given year.

Each of those ~~districts~~Districts having ~~active members~~Active Members who cumulatively serve 1 - 1,000 individuals shall be represented by two (2) ~~trustees~~Directors on the ~~board~~Board, and each of those ~~districts~~Districts having ~~active members~~Active Members who cumulatively serve more than 1,000 individuals shall be represented by three (3) ~~trustees~~Directors on the ~~board~~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~~District Directors. Only member representatives of ~~active members~~Active Members from within a ~~district~~District shall be eligible for nomination with respect to that ~~district~~District. The Nominating Committee shall accept nominations submitted from each of the ~~districts~~Districts by a date established by the Nominating Committee, but no later than November 15<sup>th</sup> of each year. If no nominations are received from any ~~district~~District, the Nominating Committee shall select one (1) or more nominees for that ~~district~~District. Each ~~district trustee~~District Director shall be elected by the ~~active members~~Active Members from the ~~district~~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~~Directors may be re-elected.

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

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

~~The Past President~~**Section 4.4 – Immediate Past Chair Director** - The Immediate Past Chair of the Association shall serve on the Board of Directors. The Immediate Past Chair shall serve a term, commencing upon the election of a new President~~Chair~~ and ending after one (1) year or until on the date such new President~~Chair~~ becomes the Immediate Past President, whichever is later~~Chair~~. A vacancy in the term of a~~the Immediate~~ Past President~~Chair~~ 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 3.64.5 - At-Large TrusteesDirectors** - The Board of Trustees~~Directors~~ may appoint up to five (5) At-large Trustees~~Large Directors~~, each of whom shall serve for terms of one (1) year~~up to three (3) years as determined by the Board of Directors~~. Only member representatives of active members~~Active Members~~ shall be eligible to serve as At-Large Trustees~~Directors~~. The appointment of any At-Large Trustees~~Directors~~ shall coincide generally with~~follow~~ the election of district trustees~~District Directors~~. In making any such appointments, the board~~Board~~ shall consider the needs of the board~~Board~~ based on the composition of the board~~Board~~ following district~~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~~Board~~ that is representative of the membership.

**Section 3.74.6 - Honorary Trustees.** ~~Trustees~~**Directors.** ~~Directors~~ shall consist of not more than three (3) Honorary Trustees~~Directors~~. Candidates for Honorary Trustees~~ships~~**Directorships** shall be nominated by the Board of Trustees~~Directors~~ and submitted to the Board for election by written ballot. Honorary Trustees~~Directors~~ shall serve one (1) year terms and need not be members of the Association. Honorary Trustees~~Directors~~ shall not be considered for quorum purposes and shall have no vote.

**Section 3.84.7 - Vacancies.** If the seat of any District Trustee~~Director~~ becomes vacant by death, resignation, or otherwise, a successor District Trustee~~Director~~ 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 3.44.3 of these regulations~~Regulations~~. The Board of Trustees~~Directors~~ is authorized to resolve any disputes with respect thereto.

**Section 3.9 – 4.8 – Meetings and Notice.** ~~An Organizational Meeting of the Board of Trustees shall take place each January, or as soon as practicable thereafter. Other~~

(a) Regular 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~~**Directors**. Written notice of the time and place of each regular meeting of the Trustees~~Directors~~ shall be given to each Trustee, either by personal delivery or by mail, telegram, telephone, fax or other appropriate means~~Director~~ at least fourteen (14) days before the date of



~~such 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.~~

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

(c) All meetings of the Board of Directors shall be held within the State of Ohio.

(d) Any notice referred to in this Section 4.8 may be given by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid, and need not specify the purposes of the meeting. Notice of any meeting given by personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the Director in accordance with the Director's personal information specified in the records of the Association. Notice of adjournment of any meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

(e) Directors may attend and participate in any meeting of the Board of Directors through any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Director involved and allows all persons participating in the meeting to contemporaneously communicate with each other.

**Section 4.9 – Waiver of Notice.** Notice of the time and place of any meeting of the Board of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of such meeting. The attendance of any Director at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Director of notice of such meeting.

**Section 3.10-4.10 – Quorum and Voting.** A majority of the Trustees~~Directors~~ then serving in office, excluding Honorary Directors, but including at least one (1) Director that is an Officer-Trustee, is necessary to constitute a quorum for a meeting of the ~~Trustees~~Directors 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~~If a quorum is present at a meeting of the Directors, it cannot be broken by the subsequent withdrawal of one or more Directors, unless otherwise decided by the Board.~~ Except as otherwise required by law, the Articles of Incorporation or these Regulations, each Director then in office (other than Honorary Directors) shall have one (1) vote, and the vote of a majority of the Directors present 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~~Board of Directors.

**Section 3-114.11 - Signatures.** The Board of ~~Trustees~~Directors 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~~Chair, the Vice ~~President~~Chair, 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~~Directors 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 3-124.12 - Duties of ~~District Trustees~~Directors.** It is both an honor and a responsibility to be elected to the Board of ~~Trustees~~Directors. The elected ~~Trustee~~Director must be a true representative of his/her District; therefore the responsibility is to represent all members of the District equally.

(a) Attendance of ~~Trustees~~Directors is expected at all official meetings. Any ~~Trustee~~Director who is not present at a minimum of fifty percent (50%) of the meetings within an organizational year may have his/her ~~Trusteeship~~Directorship terminated (Refer to Section 3-124.13). The Board Secretary shall monitor attendance and report to the Executive Committee should problems arise.

(b) ~~Trustees~~District Directors must hold District meetings at least quarterly at a scheduled, predetermined place with all Active Members and non-members ~~of in the district~~District being notified ~~by at least fourteen (14) days before the meeting. Any such notice may be given by any reasonable means, including, but not limited to, personal delivery, mail, telegram, telephone, or other appropriate means at least fourteen (14) days before~~telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid, and need not specify the purposes of 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~~District members at least two (2) days prior to the meeting. Non-members of the District may be invited to District meetings.

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

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

(e) Other duties and responsibilities provided by law or as directed by the Board of ~~Trustees~~Directors.

**Section 3-13-~~Termination~~4.13 - Removal of Trusteeship Director.** If a ~~Trustee~~Director fails to carry out the responsibilities as defined in Section 3-12.4.12, or engages in activities

considered detrimental to the association, ~~termination~~ Association, removal proceedings may be initiated as follows:

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

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

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

(d) If the ~~Findings~~ findings of the Executive Committee include a recommendation for removal of the ~~trustee~~ Director in question from office, the finding will serve notice to the ~~trustee~~ Director that the issues will be considered by the ~~entire Board of Trustees~~ Directors at a special meeting. The notice of the special meeting will be issued in compliance with Section 3.94.8 of these ~~regulations~~ Regulations. The notice shall also inform the ~~trustee~~ Director in question of his/her opportunity to address the ~~entire board~~ Board prior to the ~~board~~ Board's action.

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

(f) ~~The decision of the board is final. Board of Directors may remove the Director in question at a special meeting if it finds that the Director has failed to carry out the responsibilities as defined in Section 4.12 or has engaged in activities considered detrimental to the Association. The decision by the Board to remove a Director is final.~~

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

## ARTICLE IVV - OFFICERS

**Section 4-15.1 - Officers Designated.** The Officers of the Association shall be the PresidentChair, Vice PresidentChair, Immediate Past Chair, Secretary and Treasurer and such other Officers as may be determined from time to time by the Board of TrusteesDirectors.

### **Section 4-25.2 - Duties of Officers.**

(a) The PresidentChair shall preside at all meetings of the members and of the Board of Trustees. He/SheDirectors. Except as otherwise provided in these Regulations, 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 Presidenthave the general powers and duties usually vested in the chief executive officer of a nonprofit corporation under the laws of the State of Ohio and shall have such other powers and duties as may be prescribed by the Board of Directors or these Regulations.

(b) The Vice PresidentChair, under the direction of the PresidentChair, shall be responsible for and shall further assist the PresidentChair in any manner requested by the PresidentChair. In the absence or disability of the PresidentChair, the Vice PresidentChair shall perform the duties of the PresidentChair. The Board-Vice-PresidentChair shall assist and reinforce the TrusteesDirectors; assure that TrusteesDirectors hold District meetings a minimum of once per calendar year quartersemi-annually and submit to the Board summaries of these meetings; and assure TrusteesDirectors attend Board meetings at the minimum frequency required by these regulationsRegulations. He/She shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

(c) The Immediate Past Chair shall provide support and guidance to the Chair and shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

(d) The Secretary shall keep minutes of all meetings and shall be responsible for notifying members and TrusteesDirectors of meetings as provided herein. He/She shall ensure documentation of attendance. He/She shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

(de) The Treasurer shall supervise all funds of the Association and shall supervise and review allprovide oversight for disbursements made by the Executive DirectorPresident. 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 TrusteesDirectors. He/She shall have adequate bond, if any, as determined by the Board of TrusteesDirectors. He/She shall present quarterly reports to the Board of TrusteesDirectors. 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. He/She shall coordinate and be the

primary contact for an annual audit of the Association. He/She shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

**Section 4.35.3 - Nomination and Election.** The Officers shall be elected by the ~~Trustees~~Directors of the Association by written ballot at a date specified by the Board of ~~Trustees~~Directors. At a meeting of the Board, candidates for Officers will be nominated by the Nominating Committee. Only current ~~Trustees~~Directors shall be eligible to serve as Officers of the Association. If an Officer should cease to be the member representative of an Active ~~member~~Member, his/her office shall be deemed to be vacant.

The Nominating Committee shall be a three member committee appointed by the ~~President~~Chair for the purpose of preparing a slate of nominees for ~~President~~Chair, Vice ~~President~~Chair, Secretary and Treasurer. All Nominating Committee members shall be current ~~Trustees~~Directors. The term of office for members of the Nominating Committee shall be ~~one~~three (~~1~~3) ~~year~~years, or until the election of the next ~~President~~Chair, and shall be limited to two (2) consecutive terms. No current Officer of the ~~association~~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~~Directors, classes of ~~Trustees~~Directors and ~~Code of Regulations~~the requirements of Officers in these Regulations.

The Nominating Committee shall submit a slate of Officers to the ~~Trustees~~by mailDirectors no later than the forty-fifth (45th) day preceding the date of the meeting at which Officers are to be elected, unless the ~~Trustees~~Directors 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.~~Directors.

Elected Officers shall serve for a term of two (2) years commencing on January 1 ~~of each year~~<sup>st</sup>. provided, however, the Immediate Past Chair shall serve a term commensurate with his/her term as the Immediate Past Chair as provided in Section 4.4. No person shall be elected to the same office for more than ~~two~~three (~~2~~3) consecutive terms.

**Section 4.45.4 - Vacancies.** In the event of a vacancy in the office of ~~President~~the Chair, the Vice ~~President~~Chair shall become ~~President~~Chair. In the event of a vacancy in ~~any other~~the office of Vice Chair, Secretary or Treasurer, 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.~~Directors. In the event of a vacancy in the office of Immediate Past Chair, the vacancy shall not be filled.

## **ARTICLE VVI - PRESIDENT**

**Section 6.1 - Employment of a President.** The Association may employ a President to be selected by the Board of Directors.

**Section 6.2 - Duties of President.** The President shall manage and have general supervision, administration and direction over the operations of the Association and its facilities and employees, subject to the overall authority of the Board of Directors. The President shall be responsible for providing administrative staff support to committees; providing information to the various committees necessary for the fulfillment of their functions; maintaining appropriate relationships with community, governmental and professional bodies and the Association's administrative and professional staff. The President shall have the power and authority to appoint, hire, dismiss, regulate hours of work, and set and adjust rates of pay for all subordinate personnel of the Association. The President shall have such other authorities and duties as may be prescribed by the Board of Directors.

## **ARTICLE VII- COMMITTEES**

**Section 5.17.1 - General.** The~~Except as otherwise provided in these Regulations, 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~~committee shall prepare a report summary of each committee meeting and submit the summary and attendant recommendations to the Secretary within thirty (30) days of the meeting. The summary of committee meetings shall be made available to the Board of Directors. Additionally, the summary of committee meetings shall be made available to any member that makes a written request to the Secretary for such minutes. 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~~Directors.~~ Except as otherwise provided in these Regulations, each committee shall act by a majority vote of its members present at a meeting.

**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.~~  
**7.2 - Standing Committees.** Except as otherwise provided in these Regulations, membership on the Association's standing and ad hoc Committees are open to any Active Member and Associate Member unless otherwise determined by the Board of Directors. The Chair, or the Board of Directors through an affirmative motion, may assign items of discussion to Committees for deliberation and formulation of future action recommendations to the Board of Directors.

~~(a) **Executive Committee.** The Executive Committee shall consist of the Chair, Vice Chair, Immediate Past Chair, Secretary and Treasurer. The Executive Committee shall be responsible for conducting the performance review of the President, negotiating the compensation package of the President, and serving in an advisory capacity to the President. The Executive Committee shall, as needed, meet 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.~~

~~**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. When this occurs, immediate notification of such action will be communicated to Board of Trustees of all Executive Committee meetings. The Executive Committee shall meet at the call of any member of the Executive Committee, provided that notice has been given in any reasonable manner at least three (3) days in advance of the meeting. 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.~~

(b) **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 Directors by the December meeting of the Board of Directors. Monthly financial statements shall be delivered to Directors at least one week prior to the Board meeting by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid. The Finance Committee shall also be responsible for the oversight of the Association's investments and employee retirement plan. 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 Directors.

(c) **Nominating Committee.** The Nominating Committee shall be appointed and conduct its affairs in accordance with Section 4.3 and Section 5.3 of these Regulations.

**Section 7.3 - Other Committees.** The Board of Directors may create other committees from time to time to assist in the conduct of the affairs of the Association. The committee shall be approved by the Board of Directors. The Chair shall appoint the chairperson of the committee.

## **ARTICLE VIII – INDEMNIFICATION AND INSURANCE**

**Section 8.1 - Mandatory Indemnification.** The Association shall indemnify any Officer or Director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Association), by reason of the fact that he or she is or was a Director, Officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Section 8.1 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, rebut such presumption.

**Section 8.2. Court-Approved Indemnification.** Anything contained in these Regulations or elsewhere to the contrary notwithstanding:



(a) The Association shall not indemnify any Officer or Director of the Association who was a party to any completed action or suit instituted by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Association or misconduct (other than negligence) in the performance of his or her duties to the Association unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

(b) The Association shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 8.2.

**Section 8.3 - Indemnification for Expenses.** Anything contained in these Regulations or elsewhere to the contrary notwithstanding, to the extent that an Officer or Director of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Association against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

**Section 8.4 - Determination Required.** Any indemnification required under Section 8.1 and not precluded under Section 8.2 shall be made by the Association only upon a determination that such indemnification of the Officer or Director is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 8.1. Such determination may be made only:

(a) by a majority vote of a quorum of Directors of the Association who were not and are not parties to, or threatened with, any such action, suit or proceeding;

(b) if such a quorum is not obtainable or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Association, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Association, or any person to be indemnified, within the past five (5) years;

(c) by the Active Members; or

(d) by the Court of Common Pleas of Franklin County, Ohio or (if the Association is a party thereto) the court in which such action, suit or proceeding was brought, if any.

Any such determination may be made by a court under division (d) of this Section 8.4 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested Directors under division (a) or by independent legal counsel under division (b) or by the Active Members under division (c) of this Section 8.4). No decision for any reason to make any determination required under this Section 8.4, and no decision for any reason to deny any such determination, by the disinterested Directors under division (a) or by independent legal counsel under division (b) or by the Active Members under division (c) of this Section 8.4 shall be evidence in rebuttal of the presumption recited in Section 8.1. Any determination made by the disinterested Directors under division (a) or by independent legal counsel under division (b) or by the Active Members under division (c) of this Section 8.4 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Association shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

**Section 8.5 - Advances for Expenses.** Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 8.1 shall be paid by the Association in advance of the final disposition of such action, suit or proceeding to or on behalf of the Officer or Director promptly as such expenses are incurred by him or her, but only if such Officer or Director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

(a) if it shall ultimately be determined as provided in Section 8.4 that he or she is not entitled to be indemnified by the Association as provided under Section 8.1; or

(b) if, in respect of any claim, issue or other matter asserted by or in the right of the Association in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Association or misconduct (other than negligence) in the performance of his or her duties to the Association, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

**Section 8.6. - ARTICLE VIII Not Exclusive.** The indemnification provided by this ARTICLE VIII shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or these Regulations or any agreement, vote of Active Members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or Director of the

Association and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.7 - Insurance.** The Association may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of any person who is or was a Director, Officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the obligation or the power to indemnify him or her against such liability under the provisions of this ARTICLE VIII. Insurance may be purchased from or maintained with a person in which the Association has a financial interest.

**Section 8.8 - Certain Definitions.** For purposes of this ARTICLE VIII, and as examples and not by way of limitation:

(a) A person claiming indemnification under this ARTICLE VIII shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

(b) References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Association" shall include any service as a Director, Officer, employee, agent or volunteer of the Association which imposes duties on, or involves services by, such Director, Officer, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" within the meaning of that term as used in this ARTICLE VIII;

(c) The term "volunteer" shall mean a Director, Officer or agent of the Association, or another person associated with the Association, who (i) performs services for or on behalf of, and under the authority or auspices of, the Association, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the Association and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed

pursuant to this ARTICLE VIII, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

**Section 8.9 - Venue.** Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE VIII may be maintained by the person claiming such indemnification, or by the Association, in the Court of Common Pleas of Franklin County, Ohio. The Association and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio, in any such action, suit or proceeding.

## ARTICLE ~~VII~~X - AMENDMENTS

**Section 6-~~19.1~~2 - General.** The Articles of Incorporation and the ~~Code of these~~ Regulations of the Association may be amended from time to time, as hereinafter provided. Proposed amendments shall be approved by the Board of Trustees~~Directors~~, 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-~~29.2~~2 - Requested Articles of Incorporation and Code of Regulations.** The Board of Trustees~~Directors~~ 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-~~19.1~~1 above.

**Section 6-~~39.3~~3 - Notification.** Copies of all amendments to the Articles of Incorporation and Amended Code of Regulations, shall be distributed to all members of the Board Members of Directors 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.~~

Adopted: \_\_\_\_\_

~~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.~~2011 9212115 V.7

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