



-Central Ohio Employee Services and Recreation Association

Bylaws

Central Ohio Employee Services and Recreation Association

Bylaws

Table of Contents

ARTICLE I NAME	2
ARTICLE II PURPOSE AND OBJECTIVES	2
ARTICLE III MEMBERSHIP	2
ARTICLE IV VOTING	3
ARTICLE V DUES	3
ARTICLE VI FISCAL YEAR	3
ARTICLE VII MEMBERSHIP MEETINGS	3
ARTICLE VIII BOARD OF DIRECTORS	4
ARTICLE IX OFFICERS	7
ARTICLE X RULES OF ORDER	7
ARTICLE XI DISSOLUTION & DISTRIBUTION OF ASSETS	7
ARTICLE XII AFFILIATION	7
ARTICLE XIII AMENDMENTS	7
ARTICLE XIV POLICES	8
ARTICLE XV LIABILITY AND INDEMNIFICATION	8

ARTICLE I. NAME

Section 1 The name of this organization is the Central Ohio Employee Services and Recreation Association (herein referred to as "COESRA" or the "Association"), a non-profit organization incorporated under the laws of Ohio on July 6, 1978.

ARTICLE II. PURPOSE AND OBJECTIVES

Section 1 Provide the forum for education and networking for employee services professionals and to provide vendor members the opportunity to promote their products and services.

- Promote the principle that employee services, recreation, discount and wellness programs are essential to effective work/life balance.
- Provide the opportunity for professional growth of members by providing education and networking on the employee services components.
- Assist in the continuous improvement of industry/community relations.

ARTICLE III. MEMBERSHIP

Section 1 PRIVILEGE OF MEMBERSHIP

The Association reserves the right to accept, reject, or terminate membership on the grounds of nonconformance to the Association's purposes, rules and regulations, By-laws or Code of Ethics.

Section 2 **TYPES OF MEMBERS** - Membership shall consist of the following types: General, Vendor, and other types as determined beneficial by the Board.

- **GENERAL MEMBERSHIP** - available to companies/organizations that wish to offer the benefits of the COESRA program to their employees.
- **VENDOR MEMBERSHIP** - available to companies and other business organizations and enterprises willing to offer specific discounted products and/or services to the COESRA membership.

Section 3 **APPLICATION AND ACCEPTANCE FOR MEMBERSHIP** - Application for membership shall be on a form provided for such purpose by the Association and is subject to the receipt of payment of prescribed dues and approval by the Board of Directors (hereinafter sometimes referred to as the "Board").

Section 4 **TERMINATION** - A qualified violation of the "privilege of membership", which can be found in the Code of Ethics, may cause severance from the Association as determined by the Board. All members that voluntarily terminate their membership or are terminated by the Board will forfeit their dues.

Section 5 **APPEAL** - A written appeal for non-acceptance or termination of membership by the Board can be presented to the Board for review within 30 days of notification. The Board will respond within 30 days of its receipt of the appeal.

Section 6 **MEMBERSHIP RECORDS** - The Association shall maintain a record of its members containing the name, address and date of admission to membership of each member

ARTICLE IV. VOTING

Section 1 **Voting Rights** - Each General and Vendor member shall be entitled to one vote whether it is in person, mail, by proxy or electronic means.

Section 2 **QUORUM** - A majority vote of the Voting Members present, whether voting in person, mail, by proxy or electronic means, shall constitute a quorum.

ARTICLE V. DUES

Section 1 The annual dues shall be established for each category of membership by the Board. Dues must be submitted upon application.

ARTICLE VI. FISCAL YEAR

Section 1 The fiscal year of this corporation shall be January 1st thru December 31st.

ARTICLE VII. MEMBERSHIP MEETINGS

Section 1 MEETINGS

- COESRA will hold an annual meeting during the first quarter of the fiscal year. The agenda will include, at a minimum, year-end financial reports, election of directors and reports on previous and current year objectives. Additional meetings shall be held at such date, time and place as the Board from time to time may determine.
- All proposed presentations to the membership and agenda items should be submitted to the Board within 15 days prior to a meeting for Board approval.

Section 2 **NOTICE** - Written notice of time, place and purpose of meetings will be communicated, with any expenses prepaid by the Association to each member company not less than 10 nor more than 60 days in advance of the meeting. If mailed, such notice shall be addressed to the member's company address as it appears on the records of the Association.

Section 3 **ELECTRONIC PARTICIPATION** - Electronic participation shall constitute presence in person at meetings. Members may vote, participate in and act at any meeting through the use of a

conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1 **POWER AND AUTHORITY OF THE BOARD** - The affairs and business of this Association shall be managed by its Board of Directors, in accordance with these bylaws and applicable law. Directors shall represent the Board and the Association at all functions where appropriate and shall support the policies, procedures, and programs sponsored or endorsed by the Association.

Section 2 **MEETINGS** - Board meetings will be held a minimum of four times per fiscal year. The Board may meet by electronic means whereby each Director can communicate with the other Directors. Board members may vote, participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Special meetings of the Board may be called by the President, or in the case of the absence or disability of the President, by the Vice President, or in the case of the absence or disability of both, by the Secretary/Treasurer. A special meeting of the Board may be called upon the written request of not less than twenty-five (25) percent of the Board.

Any actions which may be authorized or taken at any meeting of the Board may be authorized or taken without a meeting by the affirmative written approval of all members of the Board. The written approval(s) shall be filed with or entered upon the records of the Board.

Section 3 **NOTICE OF MEETING OF BOARD OF DIRECTORS** - Notice of the place, date and time of each meeting of the Board shall be given to each member of the Board not more than 60 days nor less than 10 days before the date of such meeting. Notice may be given by any reasonable means, including, but not limited to, personal delivery, facsimile, 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, facsimile, 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 of the Board in accordance with his or her personal information specified in the records of the Association. The giving of notice shall be deemed to be waived by any member of the Board who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any member of the Board either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

- Section 4 **QUORUM** - A majority of the members of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- Section 5 **VOTING** - Except as otherwise provided in the Articles of Incorporation or these bylaws, each member of the Board then in office shall have one vote, and the vote of a majority of the members of the Board present at a meeting at which a quorum is present shall constitute the action of the Board.
- Section 6 **NUMBER** - The number of Board of Directors should be not less than three, nor not more than nine. It is recommended that a balance of membership types be represented on the Board. The Board of Directors has the right to add Board members as necessary. Current Board duties are found in the Board Policy.
- Section 7 **QUALIFICATIONS** - Each Board of Director must be a representative of the current membership in good standing. No more than two representatives from a member company, enterprise, or business organization or other entity, including any subsidiary thereof, shall concurrently serve on the Board.
- Section 8 **TERM OF OFFICE** - Each elected board member will serve for a three-year term or until his/her successor is duly elected and qualified or until his/her earlier resignation, removal from office or death. The term of office will be January 1st to December 31st for three consecutive years or until his/her successor is duly elected and qualified or until his/her earlier resignation, removal from office or death. Directors may be reelected.
- Section 9 **VACANCIES** - By a majority vote, the remaining Directors may fill any Director vacancy for the unexpired portion of the term, whether due to resignation, death or removal by the Board.
- Section 10 **REMOVAL FROM BOARD OF DIRECTORS** - A two-thirds (2/3) vote of the entire Board will result in removal from the Board if a Director is no longer a member in good standing, or if individual circumstances, which may include absence from meetings of the Board as noted in the Board Policy, are deemed by the Board to

substantially impair the ability of a Director to participate in the activities of the Board. A Director may voluntarily resign from the Board.

Section 11 **ELECTIONS OF DIRECTORS**

- Election of the members of the Board of Directors shall be by the membership.
- If only one candidate was approved by the Board for a Director position, the President can declare that candidate elected by general consent. Any remaining positions may be filled pursuant to Article VIII, Section 9.

Section 12 **NOMINATIONS**

- The Board will send a notice to the membership soliciting potential Director candidates within six months of term expiration.
- The Board will contact nominees to verify their acceptance and to obtain their biographical information.
- The Board will review and approve nominees as stated in Article VIII, Section 4.
- The Board will create a ballot with nominees and biographical information and this will be sent to membership for voting within 60 days of term expiration.

Section 13 **FINANCIALS**

- **RECORDS** - The Board shall maintain the financial records of the Association, which consists of reconciling accounts and providing reports on a regular basis.
- **BUDGET** - The Board shall establish a budget and have Board approval by the end of the first quarter.
- **AUDITS** - Audits will be performed as deemed necessary by the Board.
- **BONDING** - The Board will be bonded as finances allow.

Section 14 **ASSOCIATION RECORDS** - The records of the Association shall belong to the Association, and no member shall have rights to such records, except as otherwise provided by law. Upon direction of the Board, each officer shall turn over all records of the Association as directed.

ARTICLE IX. OFFICERS

Section 1 The officers shall consist of a President, a Secretary, a Treasurer and such other officers as the Directors may from time to time designate. The duties of each officer shall be determined by the Board.

Section 2 Election of officers shall take place at each annual meeting of the Board of Directors or, if action is not then taken or if there is a vacancy, at any regular or special meeting for which notice is given.

Section 3 The same individual may be elected to more than one office.

Section 4 All officers shall be elected by the Board of Directors by vote of the majority of the Directors present at a meeting of Directors called for such purpose and shall hold office at the pleasure of the Directors.

ARTICLE X. RULES OF ORDER

Section 1 The Board will designate which rules of order will be used.

ARTICLE XI. DISSOLUTION & DISTRIBUTION OF ASSETS

Section 1 Notice of proposed dissolution must be submitted to all members. Dissolution must be approved by a majority of the members at a meeting at which a quorum exists and pursuant to Ohio law.

Section 2 The Board shall notify all affected entities of a dissolution.

Section 3 The distribution of assets shall be in accordance with applicable laws.

ARTICLE XII. AFFILIATION

Section 1 The Board has the right to determine COESRA's affiliations.

ARTICLE XIII. AMENDMENTS

Section 1 These bylaws may be amended by a majority vote of all voting members at any meeting at which a quorum exists. The Board must notify membership of proposed amendments at least 5 business days prior to such meeting.

ARTICLE XIV. POLICIES

Section 1 The Board of Directors may adopt such policies governing the conduct of its own meetings and the meetings of its committees, as it deems desirable. All such Board policies are to be established and modified by majority vote of the Board of Directors.

ARTICLE XV. LIABILITY AND INDEMNIFICATION

Section 1 It is implicitly understood that the Association assumes no responsibility or liability for the well being of any employees or representatives of member companies attending, managing, directing or participating in meetings, outings, tournaments or other functions sponsored by the Association.

Section 2 The Association shall indemnify each officer and member of the Board (which officer or member of the Board shall be referred to hereinafter as the "Indemnatee") to the greatest extent permitted by Ohio law, with respect to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and specifically including any and all appeals or other proceedings related thereto, to which the Indemnatee was or is a party by reason of the fact that the Indemnatee is or was an officer or member of the Board. Indemnification hereunder shall include

all expenses, including attorney's fees, judgments, fines and amounts paid in settlement if actually and reasonably incurred by the Indemnitee in connection with such action, suit or proceeding, and appeals or other proceedings related thereto. Such expenses shall be paid in advance of the final disposition of such action, suit or proceeding or appeal or other proceedings upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amounts if the Board ultimately shall determine that the Indemnitee is not entitled to be indemnified by the Association. The indemnification provided by this Article XV shall not be deemed to exclude any other rights of such persons, including, without limitation, any insurance benefits of the heirs, the executors, administrator or successors of such persons.

Section 3 COESRA may provide and maintain insurance or furnish similar protection as finances allow.