

COESRA

**Central Ohio Employee Services
and Recreation Association**

Code of Regulations

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Code of Regulations & Bylaws

Table of Contents

ARTICLE I NAME.....2
ARTICLE II PURPOSE AND OBJECTIVES.....2
ARTICLE III MEMBERSHIP.....2
ARTICLE IV VOTING3
ARTICLE V DUES.....4
ARTICLE VI FISCAL YEAR.....4
ARTICLE VII MEETINGS.....4
ARTICLE VIII BOARD OF DIRECTORS4
ARTICLE IX COMMITTEES.....8
ARTICLE X RULES OF ORDER8
ARTICLE XI DISSOLUTION & DISTRIBUTION.....8
ARTICLE XII ESM AFFILIATION8
ARTICLE XIII AMENDMENTS9
ARTICLE XIV LIABILITY.....9

ARTICLE I. NAME

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 To 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. Components includes: Employee Stores, Community Services, Convenience Services, Dependent Care, Recreation Programs, Recognition Programs, Special Events, Travel Services, Voluntary Benefits, and Wellness.
- 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 Association purposes, rules and regulations, By-laws or its Code of Ethics.

- **APPLICATION FOR MEMBERSHIP** - Application for membership shall be on a form provided for such purpose by the Association.
- **TERMINATION** - A qualified violation of the "privilege of membership" may cause severance from the Association as determined by the Board.
- **APPEAL** - A written appeal for non-acceptance or termination of membership can be presented to the Board for review.

Section 2 Eligible organizations, vendors, or individuals shall become members of COESRA upon written application, payment of prescribed dues, approval by the Board of Directors, and a good rating with the Better Business Bureau.

Section 3 Membership shall consist of the following types: General, Vendor, Dual, National Vendor, Community Service and Individual.

- a. **GENERAL MEMBERSHIP** - available to companies/organizations that wish to offer an inexpensive discount/benefit program to their employees. General membership is open to all types of organizations and includes membership in Employee Services Management Association, herein also referred to as ESM, and the COESRA. Each member company is limited to two representatives.
- b. **VENDOR MEMBERSHIP** - available to companies, trade associations, and other business organizations and enterprises willing to offer specific discounted products and/or services to the COESRA membership only and includes membership in the COESRA only. Each member company is limited to two representatives.
- c. **DUAL MEMBERSHIP** - *available to companies that want both General (COESRA & ESM) and Vendor (COESRA) memberships. IMPORTANT! - Products and Services can be marketed to individuals/companies of the COESRA membership only.* Includes membership in ESM and the COESRA. Reduced COESRA Vendor membership fee for being an ESM/COESRA General member. Each member company is limited to two representatives.
- d. **NATIONAL VENDOR MEMBERSHIP** - *for an ESM Associate member who has paid fees to become a member of ESM and wants to join COESRA locally.* Reduced COESRA Vendor membership fee for being an ESM Vendor member. COESRA application must be submitted.
- e. **COMMUNITY SERVICE MEMBERSHIP** - *for organizations that want COESRA membership only.* Does not include the benefits of an ESM membership. Charity and/or COESRA Board approved nonprofit organization. Each member company is limited to two representatives. This membership has no voting privileges.
- f. **INDIVIDUAL MEMBERSHIP** - *available to individuals that wish to have access to the COESRA Discount Program.* COESRA membership only and does not include the benefits of a National Membership. Membership provides for a single COESRA card with all of the discount and service privileges of a COESRA card. This membership has no voting privileges.

ARTICLE IV. VOTING

Section 1 Each membership except Community Service and Individual shall be entitled to one vote whether it is in person, mail, by proxy or electronic means.

ARTICLE V. DUES

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

ARTICLE VI. FISCAL YEAR

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

ARTICLE VII. MEETINGS

Section 1 **MEETINGS**

- COESRA will hold at least one general membership meeting that will include but not be limited to: education, business discussions, networking and vendor fairs.
- All proposed presentations to the general membership must be approved by the Board of Directors.

Section 2 **ANNUAL MEETING** - The first quarterly meeting of the fiscal year will include year-end financial reports, election results of officers, and report on previous and current year objectives.

Section 3 **QUORUM** – Attendance of 20 voting members, represented in person or by proxy, will constitute a quorum for the transaction of business at any meeting of members except as otherwise provided by statute or by the Articles of Incorporation. However, if at any regular or special meeting or at any adjournment thereof, such a quorum is not present, then a majority rule vote of the Voting Members present in person or by proxy shall constitute a quorum for the purpose of adjourning a meeting until a quorum competent to act on any matter or proposal is present.

Section 4 Notice of time, place and purpose of general meetings will be issued by the Board of Directors not less than 10 days in advance.

Section 5 **ELECTRONIC PARTICIPATION** - Electronic participation shall constitute presence in person at meetings. Any action required or permitted to be taken at any meeting may be taken without a meeting via different forms of electronic participation. Such consent shall be treated as a vote for all purposes.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1 The affairs and business of this association shall be managed by its Board of Directors, herein also referred to as the Board, in accordance with this code of regulations.

Section 2 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. Electronic participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Board may

be taken by the Board without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of Board meetings. Such consent shall be treated as a vote for all purposes.

Section 3 The Board of Directors should consist of seven (7) members with voting privileges to include the offices of President Vice-President, Secretary and Treasurer. It's recommended that a balance of membership types be represented on the Board.

Section 4 No more than two (2) members, who are employees of the same company, enterprise, or business organization or other entity, including any subsidiary thereof, shall concurrently serve on the Board.

Section 5 **QUALIFICATIONS**
The Board of Directors must be current members.

Section 6 **TERM OF OFFICE**

- Each elected board member will serve for a three-year term and until a successor is elected and assumes office. The term of office will be January 1st to December 31st for three consecutive years.
- Addendum - With regard to 2007 nominations for 2008 Board of Director positions the length of term served will be determined by number of votes, highest to lowest.
 - 2 positions are 3 year terms
 - 3 positions are 2 year terms
 - 2 positions are 1 year terms

Section 7 **VACANCIES**

- By a majority vote, the Board may fill any Director vacancy, provided that such interim Director shall serve only until the next election. At that time, the office shall be voted upon by general election for the unexpired portion of the term of the Director whose office was vacated.

Section 8 **DUTIES OF OFFICERS**

- The following lists are a representation of duties and other duties may be assigned as needed.
- All officers are entitled to cast one vote on motions brought before them.

a. Duties of the President

- Preside at all meetings of the Membership and the Board of Directors.

- Call special meetings as necessary.
- See that the By-laws and such rules and regulations as have been adopted by the Membership and Board of Directors be enforced.
- Supervise, generally, all the affairs of COESRA.
- At the annual meeting shall make a report of the general business of COESRA for the previous year.
- Authority to execute, all contracts, bonds, and other instruments, in writing, which first and must be approved by the Board of Directors.
- Authority to approve emergency expenditures up to \$250 without prior Board approval, but limited to \$250 between Board approvals. Must notify Board members of expenditure immediately.
- The president, or designated representative, may represent the chapter at all ESM Association national meetings and/or conference and shall make an official report to the Board of Directors and general membership as the budget allows.
- Serve as a mentor to the Vice President in the event they are elected to the office of President.

b. Duties of the Vice President

- Shall act as President in the absence of this officer.
- Shall serve as Chair of the Program Committee contracting monthly meeting locations/hosts and program arrangements.
- In the event the Vice-President replaces the President, He/She shall do so for the full term of his/her elected office.
- A replacement Vice-President for the vacated officer shall be appointed per Article VIII, Section 7.

c. Duties of the Treasurer

- Shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of the receipts and disbursements in the books belonging to the corporation.
- Reconcile membership dues.
- Shall disburse the funds of the corporation as ordered by the Board of Directors.
- Account for all transactions as Treasurer.
- Provide data to qualified individual or accounting firm regarding yearly Income and Expense statement and any ESM Headquarters' and/or IRS requirements (i.e., Taxes, Forms, etc.).
- Provide reports of the accounts of COESRA from the previous year at the annual meeting.
- Provide monthly financial and budget reports to Board members

- at each Board meeting.
 - Ensure Directors and Officers and General Liability insurance premiums are current.
- d. Duties of Secretary**
- Develop Board and General meeting agendas.
 - Coordinate nominations of open Board positions.
 - Prepare minutes of the Board of Director meetings and General Membership meetings
 - Record attendance at meetings.
 - Prepare the official correspondence of COESRA.
 - Send minutes seven (7) working days after a meeting.
- e. Duties of Additional Directors**
- Each additional director should share each of the committees in Section 9.
 - Each Director is entitled to cast one vote on motions brought before them.

Section 9

COMMITTEES

a. Membership Committee

- Shall act as liaison between Board of Directors and General, Community and Individual members.
- Develop a committee to review attendance and contact non-attending representatives to encourage their future participation.
- Assist Public Relations/Special Events Chair in solicitation efforts to increase membership.
- Maintain membership list for all members.
- Distribute COESRA cards to renewing and new members.

b. Public Relation/Special Events Committee

- Coordinate all publicity and promotional materials used on behalf of COESRA.
- Assist Membership Chair in solicitation efforts to increase membership.
- Assist Vice President with monthly meeting and program arrangements.
- Coordinate all special events.
- Coordinate COESRA marketing tools.

c. Vendor Committee

- Act as liaison between the Board of Directors and the COESRA Vendor Members.
- Create Vendor committees to support networking opportunities.

- Coordinate Employee Vendor Fairs.

Section 10 **ELECTION OF OFFICERS**

Election of the members of the Board of Directors shall be by the membership. Officer installation will be completed at the December general meeting

Section 11 **NOMINATIONS**

- The Secretary will send a notice to the membership soliciting potential Board of Director candidates by September 30th.
- The Secretary will contact nominees to verify their acceptance and to obtain their bio.
- Board of Directors will review and approve nominees.
- Secretary will create a ballot with nominees and bio information and this will be sent to membership for voting prior to the December General meeting.
- If only one candidate was nominated for each term the President can declare that candidate elected by general consent.

Section 12 **ACCOUNTING**

COESRA shall retain a qualified individual or accounting firm as designated by the Board of Directors to maintain the financial records of the organization. Duties shall include:

- a. Reconcile COESRA accounts and provide reports on a monthly basis.
- b. Prepare and file all paperwork for audits and IRS reports.
- c. Provide financial reports as requested.

Section 13 **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. COMMITTEES

The Board may appoint Special Committees as deemed necessary, but these committees will not have Board voting privileges.

ARTICLE X. RULES OF ORDER

The rules contained in the latest revision of Robert's Rules of Order shall govern COESRA in all cases in which they are applicable and in which they are not inconsistent with these regulations or any special rules COESRA may adopt, or any applicable local, state or federal law.

ARTICLE XI. DISSOLUTION & DISTRIBUTION OF ASSETS

Section 1 Notice of proposed dissolution must be submitted to all membership. Dissolution must be approved by a quorum of members.

Section 2 Notify all affected entities.

Section 3 Distribution of Assets

- Finalize all liabilities and obligations of the association.
- Distribute any remaining assets to ESM Association.

ARTICLE XII. AFFILIATION

Section 1 This Association is affiliated with the ESM Association with a “Chapter” Status.

Section 2 The Board has the right to determine COESRA’s affiliation with other organizations.

ARTICLE XIII. AMENDMENTS

These regulations may be amended by a majority vote of all voting members at any meeting. The secretary must notify membership of proposed amendments at least 5 business days prior to such meeting.

ARTICLE XIV. LIABILITY

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. No officer or former officer of the association shall be liable to the association or any other person for any loss or damage sustained as a result of any action taken or omitted by said officer in good faith, if they have exercised or used the same degree of care and skills as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs.