



**BYLAWS OF THE  
NATIONAL EMPLOYMENT LAWYERS ASSOCIATION  
An Ohio Nonprofit Corporation**

**ARTICLE I. OFFICES**

- (a) The principal office of the National Employment Lawyers Association shall be located in Cincinnati, Ohio. The Board may change the location of the principal office from time to time.
- (b) The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

**ARTICLE II. STATEMENT OF PURPOSE**

The purposes of the National Employment Lawyers Association are as follows:

- (a) To safeguard and advance the legal rights of individual employees.
- (b) To promote the profession and interests of lawyers who advocate for equality and justice in the American workplace.
- (c) To increase the number of lawyers representing aggrieved employees and to enhance the quality of legal representation provided to them.
- (d) To engage in any lawful act or activity for which the Association may be organized under state and federal law.

**ARTICLE III. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Ohio Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, any reference to a specific gender includes the other gender and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person. In addition:

- 1. The term "Association" and the acronym "NELA" mean the National Employment Lawyers Association, an Ohio nonprofit corporation which was incorporated on June 26, 1986 and organized under Section 501(c)(6) of the Internal Revenue Code.

2. The term “Board” means the Board of Directors of the National Employment Lawyers Association.

3. The term “Director” means a member of the Board.

4. The term “Executive Committee” means the Executive Committee of the Board.

5. The terms “Affiliate” and “Chapter” shall be used interchangeably and shall mean informal and formal organizations or groups of plaintiff employment lawyers that are officially recognized by NELA as being related to the Association.

6. Notice that is required to be given under these Bylaws may be given by first-class mail, telephone, telegraph, facsimile transmission or electronic mail.

## **ARTICLE IV. MEMBERSHIP**

### **Section 1. Membership Dues and Status.**

The Board shall establish dues for each class of membership and shall determine the appropriate class of membership, if any, for each applicant or member. Any individual eligible for NELA membership may become a member upon completion of a NELA membership application and payment of annual dues. Annual membership dues are payable on the anniversary date of membership in NELA.

### **Section 2. Classes of Membership.**

(a) Regular Member: Any member of the bar in private or public interest practice in the United States who subscribes to NELA's purposes and who certifies that more than 50% of his or her employment-related legal representation is on behalf of employees. Only Regular Members in good standing may vote for or be eligible to serve on NELA's Board.

(b) Associate Member: Any other member of the bar of any state or country, who is ineligible to join NELA as a Regular Member, but who subscribes to NELA's purposes and certifies that no more than 49% of his or her employment-related legal representation is on behalf of employers. Associate Members are not eligible to vote for or to serve on NELA's Board.

(c) Law Student Members: Any law student. Law Student Members are not eligible to vote for or to serve on NELA's Board.

(d) Paraprofessional Members: Any paraprofessional employed by an

attorney eligible to be a Regular or Associate Member. Paraprofessional Members are not eligible to vote for or to serve on NELA's Board.

### **Section 3. Certificates of Membership.**

NELA may issue certificates or other evidence of membership in NELA in such form or forms as the Board may determine.

### **Section 4. Termination or Suspension of Membership.**

(a) The Board may terminate the membership of, expel, suspend, or censure any member for failure to meet membership requirements, for non-payment of a financial obligation to NELA, or for any other just cause.

(b) A member may resign from NELA at any time effective upon receipt of the member's written resignation at NELA headquarters. Such termination shall not relieve the terminating member from payment of dues for the expired portion of the member's current billing cycle or give the terminating member any right to rebate of dues paid.

(c) In the event any NELA member becomes delinquent in the payment of dues or other financial obligation to NELA, such member shall be notified of the delinquency. If such a delinquency continues for a period of thirty (30) days after such notice, such member may be declared in default and may be suspended from NELA until such time as the dues and/or financial obligation are paid. Said member may not receive any benefits of NELA during this suspension.

### **Section 5. Transferability of Membership.**

Upon approval by the Executive Director and/or Membership Director, a NELA member may transfer his or her membership to another individual so long as that individual meets NELA's membership eligibility requirements and is employed by the same law firm, organization, government agency or law school as the person transferring the membership.

### **Section 6. Reinstatement of Membership.**

A person whose NELA membership has terminated or has been suspended may be reinstated only upon the Board's acceptance of a new application and payment of outstanding dues and/or financial obligation.

### **Section 7. Hardship.**

In cases of hardship, the Executive Director and/or Membership Director of the Association shall have the power to extend the time of payment of unpaid dues, to reduce the amount of dues paid, to grant complimentary membership or to take other

action as they deem appropriate.

## **ARTICLE V. MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting.**

An annual meeting of NELA's membership shall be held in conjunction with NELA's Annual Convention, to be designated no later than six (6) months prior to the date of the meeting. Notice of the location and time of the annual meeting shall be published in advance of the meeting.

### **Section 2. Other Meetings.**

In addition to the annual meeting, NELA may hold such meetings, including special and regional meetings, as the Board may prescribe. Special meetings of NELA's membership shall be called at the request of 50% of all Regular Members of NELA or 33% of the Board. Meetings under this Section shall be called at such time and place as the Board may select. The Secretary shall give thirty (30) days notice of any meetings under this Section to all members of NELA.

### **Section 3. Voting.**

Any action requiring a vote by the membership shall be conducted by written and/or electronic ballot. Voting members shall not be permitted to vote or act by proxy.

### **Section 4. Quorum.**

Membership meetings of NELA do not require a quorum in order for the Association to take any action on its own behalf.

## **ARTICLE VI. AFFILIATES AND CHAPTERS**

### **Section 1. Establishment of Affiliates and Chapters.**

NELA and its regional, state and local Affiliates and Chapters work together to advance the purposes of NELA as stated in Article II of these Bylaws. Every region, state, city and territory of the United States and the District of Columbia shall be eligible to establish an Affiliate or Chapter of NELA. For these purposes, the District of Columbia and the Commonwealth of Puerto Rico shall be considered states.

### **Section 2. Organizational Relationship.**

(a) NELA and recognized Affiliates and Chapters are separate organizations. Each Affiliate and Chapter shall operate in a manner consistent with its own individual organizational bylaws, if any, and the applicable provisions of NELA's Bylaws.

(b) Each Affiliate and Chapter shall be legally and financially independent of

NELA. To the extent required by law, Affiliates and Chapters shall obtain their own Federal Taxpayer Identification Number and shall file their own tax returns.

- (c) No Affiliate or Chapter shall be or hold itself out to be an agent of NELA.

### **Section 3. Recognition and Eligibility.**

The Board may recognize Affiliates and Chapters, and may establish requirements for such recognition. In order to be recognized by NELA as an Affiliate or Chapter within NELA's organizational structure, each Affiliate or Chapter must enter into a Memorandum of Understanding regarding this Article.

- (a) Eligibility.

Any region, state, city, or territory of the United States with three (3) or more Regular Members of NELA in good standing is eligible to establish an Affiliate or Chapter, so long as the requirements for Affiliate or Chapter membership are not inconsistent with the membership requirements of NELA.

- (b) Process for Affiliate or Chapter Recognition.

- (i) An Affiliate Relations Committee, appointed by the President, will recommend to the Board what Affiliates and Chapters should be recognized or should have their recognition withdrawn.

- (ii) The Board may recognize an Affiliate or Chapter upon receiving a petition for recognition, including the Memorandum of Understanding, signed by three (3) or more Regular Members of NELA in good standing from the petitioning region, state, city or territory.

- (iii) The Board may also recognize an Affiliate or Chapter sua sponte.

### **Section 4. Standards and Activities.**

- (a) Each Affiliate and Chapter must support and promote the purposes and goals of NELA as articulated in its Articles of Incorporation, Bylaws, and Board Resolutions. Nonetheless, an Affiliate or Chapter may have policies or positions that deviate from those of NELA, provided they are not fundamentally inconsistent with the principles of NELA as set forth in its Articles of Incorporation, Bylaws and Board Resolutions.

- (b) Each Affiliate and Chapter shall appoint an individual who is a Regular Member of NELA to serve as a liaison to NELA.

- (c) Each Affiliate and Chapter shall, upon reasonable request, furnish to NELA copies of the following: any newsletters or other publications; any programs or course materials for any workshop, conference, or seminar; and shall, to the extent required by laws any financial statements, budgets or financial reports, and any other written communications sent to the members of the Affiliate or Chapter.

(d) NELA may discount its dues for NELA members of recognized Affiliates and Chapters.

(e) Recognized NELA Affiliates and Chapters are required to develop and maintain an identity separate from all organizations other than the National Employment Lawyers Association. It is acknowledged and encouraged that NELA and its Affiliates and Chapters frequently work with other bar associations on activities of common interest. In order to avoid any conflicts of interest with other bar associations, or any confusion about NELA's identity or membership criteria, it is NELA's policy that Affiliates and Chapters may not be officially part of such bar associations. For example, a recognized NELA Affiliate or Chapter may not be a formal component of a state trial lawyers organization, or use the name of another group as part of its own name.

This standard is not applicable to nominal affiliations for administrative purposes only which do not affect the ability of the Affiliate or Chapter to act for the Affiliate or Chapter solely in the name of the Affiliate or Chapter or to make decisions independently on behalf of the Affiliate or Chapter.

(f) The Board may from time to time impose other requirements upon Affiliates and Chapters consistent with this Article.

#### **Section 5. Membership.**

(a) Affiliates and Chapters may establish membership requirements in addition to but not any less than the minimum requirements established by NELA.

(b) Affiliates and Chapters may have as members persons who are not NELA members, though Affiliates and Chapters are strongly urged to promote membership in NELA among their members.

(c) Each Affiliate or Chapter shall determine the amount of its dues and the method for collecting them, if any.

#### **Section 6. Process for Withdrawal of Affiliate or Chapter Recognition.**

(a) The Board of NELA may withdraw its recognition of an Affiliate or Chapter at any time. In such cases, the Affiliate or Chapter must discontinue use of NELA's name and logo and any other indications of affiliation with NELA. The process for withdrawing NELA recognition of an Affiliate or Chapter shall be as follows:

(i) NELA (by its President or its Board) shall give written notice to the Affiliate or Chapter (through its designated liaison or leader) setting forth the reason(s) for the proposed withdrawal;

(ii) The Affiliate or Chapter shall be given the opportunity to submit a written response and/or to make an oral presentation to the Board at its next meeting;

and

(iii) The withdrawal must be approved by an affirmative vote of a majority of the members of the Board.

(b) An Affiliate or Chapter may terminate its affiliation with NELA at any time. Notice of such termination must be provided to the Board or its agent.

### **Section 7. Affiliate or Chapter Dissolution.**

An Affiliate or Chapter may dissolve itself. Notice of such dissolution must be provided to the Board of NELA or its agent.

## **ARTICLE VII. Board**

### **Section 1. General Powers.**

The Board shall be the governing body of NELA and shall control and formulate policies of NELA and direct its affairs through NELA's officers and committees. The Board shall do all things necessary and proper to accomplish the purposes of NELA and may delegate any of its functions to any officers and Board members.

The Board shall have, within its sole discretion, the right to interpret these Bylaws and to establish policies that further the Association's interests. The Board's interpretations of these Bylaws and its policies shall be final and binding unless prohibited by law.

### **Section 2. Specific Powers.**

Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the Association's Board shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the Board, all corporate agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

(b) Borrow money and incur indebtedness on the Association's behalf and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(c) Adopt and use a corporate seal; and alter the forms of the seal and certificates.

(d) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Association.

### **Section 3. Composition.**

The Board shall be composed of twenty-four (24) seats, consisting of seven (7) who are appointed by the Board, fourteen (14) who are elected by Regular Members in good standing, the President of NELA, the Immediate Past President of NELA and NELA's founder, Paul H. Tobias. The members of the Board, elected by the membership or appointed by the Board, shall have staggered terms with one-third of the members standing for election or appointment each year. The President of NELA shall be elected by the Board from among the Board's members. Upon taking office, the President will vacate his or her seat on the Board and it will be filled pursuant to the procedure described in Section 11 " Board Vacancies," below.

### **Section 4. Qualifications.**

The following shall be qualifications to serve as a member of the Board of NELA:

1. A Board member must be a Regular Member of NELA who has paid all past dues.
2. A Board member must have a minimum of two years of Regular membership in NELA.
3. A Board member may not be an owner, partner, or shareholder of a law practice that includes mandatory arbitration or at-will employment provisions in contracts with its employees, in its handbooks and agreements, excluding any notifications required by law.
4. A Board member may not, in a matter publicized by local or national media, represent an employer or an individual aligned with an employer, or make an argument, whether legal or factual, that is inconsistent with the mission or policies of NELA, as determined by the Board in its sole discretion.
5. A Board member may not take any action that reflects adversely on NELA or its Affiliates and Chapters, as determined by the Board in its sole discretion.

### **Section 5. Process for Determining Whether a Board Member Fails to Meet Qualifications.**

(a) Notification to Officer or Board Member. As soon as an officer or Board member becomes aware that an officer or Board member may not qualify as an officer or Board member of NELA, he or she shall notify an officer or Board member of NELA.



This includes a duty to self-report to another officer or Board member in the event an officer or Board member engages in an act or omission that may call his or her qualifications into question. A staff member of NELA who becomes aware that an officer or Board member may not qualify as an officer or Board member of NELA may also notify another officer or Board member of NELA. The officer or Board member whose qualification is at issue will be notified.

(b) Initial Notification to Board or Executive Committee. The officer or Board member notified shall be charged with immediately raising the issue of the officer or Board member's qualifications with the Board or the Executive Committee. A special meeting by the Board or Executive Committee will be convened with two weeks of the notice to discuss the matter.

(c) Hearing at Meeting. The affected Board member shall be given an opportunity to be heard, either orally or in writing, as he or she prefers, at the applicable Board or Executive Committee meeting (pursuant to Section 5(b) above).

(d) Determination. Following the hearing, the Board may, in its sole discretion, and by a majority vote, decide whether or not the officer or Board member has met the qualifications for the office or Board membership. If the hearing is before the Executive Committee, the Executive Committee shall notify the Board of its recommendation in the matter and the Board shall approve or disapprove the recommendation, or take such other action it deems appropriate, by a majority vote. Alternatively, the Board or Executive Committee, as applicable, shall have the latitude to fix a procedure to investigate the situation, which could include the delegation to a person or persons the task of gathering further facts as appropriate or necessary, and the setting of a meeting to receive the result of such fact-finding. In all cases, the ultimate decision on the qualification of a Board member shall rest with the majority vote of the Board, and shall be final, and the Board member whose qualifications are at issue shall be notified of the final decision.

(e) Voluntary Resignation or Withdrawal. At any time, the officer or Board member whose qualifications are at issue may resign as such pursuant to Section 6 of this Article or, if applicable, withdraw from the representation at issue, if such withdrawal is permitted under the applicable rules of professional responsibility.

## **Section 6. Resignation and Removal of Board Members.**

a) Resignation. Any member of the Board may resign by giving written notice to the President, Secretary, or the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

b) Removal by the Board.

(i) Any member of the Board may be removed for cause by a vote of

two-thirds of the members of the Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and the reasons for the proposed removal are given as provided in these Bylaws.

(ii) The Board may remove any Board member for failing to meet the required qualifications for Board membership, provided the procedures of Section 5 of this Article have been followed.

(iii) Any member of the Board who does not attend three successive Board meetings may be automatically removed from the Board of Directors unless:

(A) the Board member requests a leave of absence for a limited period of time, and the leave is approved by the members of the Board at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present);

(B) the Board member suffers from an illness or disability that prevents him or her from attending meetings; or

(C) the Board by majority resolution agrees that a Board member who has missed three meetings may be reinstated.

## **Section 7. Nominations.**

A Nominating Committee will be established by the President to develop a slate of candidates for: (1) election to the Board by Regular Members in good standing; and (2) appointment to the Board by members of the Board. The Nominating Committee shall consist of the Executive Director, two members of the Board, and two individuals from the NELA membership.

(a) The Nominating Committee shall be charged with:

(i) Soliciting the names of potential candidates from the Board, Affiliate Representatives, the Chairs of NELA's committees, and from NELA's general membership preceding the election;

(ii) Causing to be distributed a questionnaire to be completed by potential candidates regarding their qualifications to serve on the Board; and

(iii) Developing a list of candidates from the names resulting from the solicitation. The Nominating Committee should be encouraged, but shall not be required, to recommend two to three candidates for each vacancy each year.

(b) Ballot. The ballot shall list all candidates nominated by the Nominating Committee and separately list any "write-in" candidates. Each list shall be in alphabetical order.

(c) Diversity. In developing the slate of candidates, the Nominating Committee, and all members of the Board, shall endeavor to identify, recruit and nominate individuals who enhance the diversity of the Board. For members of the Board, an important consideration in appointing individuals to the Board shall be enhancing the diversity of the Board.

### **Section 8. Election of Board Members.**

(a) At-Large Elections. All Board members elected by the Regular Members of NELA in good standing shall be on an at-large basis. Board members so elected shall begin their terms on the first Monday following the conclusion of the NELA Annual Convention. Candidates elected to the Board will be announced in all appropriate NELA publications and communications.

(b) Election Procedures. Regular Members of NELA in good standing shall elect members to the Board in April of each year. Only Regular Members of NELA who have paid all dues owed to NELA as of April 1<sup>st</sup> of the election year shall be eligible to vote. The Nominating Committee appointed by the President pursuant to Section 7 of this Article shall present a slate of candidates to Regular Members of NELA. Written ballots and electronic ballots shall be sent to these members during the first week in April. Written ballots postmarked and electronic ballots cast on or before May 1 shall be counted for the election. The candidates receiving the most votes for the vacant Board seats shall be elected to the Board.

(c) Election Oversight Committee. The President shall appoint an Election Oversight Committee to ensure the integrity of the election process. The Election Oversight Committee shall consist of the Executive Director, one member of the Board, and one Regular Member in good standing from the NELA membership. It shall be the duty of the Election Oversight Committee, among other things, to cause official ballots to be prepared, sent to Regular Members eligible to vote by postal or electronic mail, and tabulated.

### **Section 9. Appointment of Board Members.**

(a) At-Large Appointments. Board members appointed by members of the Board of NELA shall be appointed on an at-large basis. Board members so appointed shall begin their terms on the first Monday following the conclusion of the NELA Annual Convention.

(b) Appointment Procedures. Board members appointed by the Board shall be appointed at the Board meeting following the NELA Annual Convention each year by

the members of the Board present at that meeting. Board members who are unable to attend the meeting may cast their vote by written ballot by providing the ballot to the Executive Director of NELA in advance of the meeting. The Nominating Committee appointed by the President pursuant to Section 7 of this Article shall present a slate of candidates for the Board's consideration. Additional nominations can be made by Board members at the meeting. The candidates receiving the most votes for the vacant Board seats shall be appointed to the Board. Board members so appointed shall begin their terms on the first Monday following the conclusion of the NELA Annual Convention.

### **Section 10. Length of Terms and Term Limits.**

(a) Length of Term. The term of each Board member, whether elected or appointed, shall be three years.

(b) Term Limits. Board members shall be limited to three (3) terms. Should a Board member be elected by the Board to be President, that person may serve the maximum number of terms allowed as President and as Immediate Past President, regardless of any Board term limits. Members serving on the Board as of June 2013 who are in their third or fourth terms shall be allowed to remain on the Board for four (4) full terms.

### **Section 11. Board Vacancies.**

(a) The Board shall have the power to fill any vacancies on the Board. Anyone selected by the Board to fill a vacancy created for any reason shall be appointed to fill out the term of the Board member whose departure creates the vacancy.

(b) A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of any of the following:

- (i) the death, resignation or removal of any Board member;
- (ii) the declaration by resolution of the Board that a member of the Board Director has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under applicable state law;
- (iii) an increase in the authorized number of members of the Board;
- (iv) the failure of the Board at an y meeting, to appoint the proper number of Board members scheduled to be appointed at such meeting;

- (v) the failure of a Board member to attend three (3) consecutive regular meetings of the Board, subject to Section 6(b)(iii) of this Article;
- (vi) the failure of a Board member to pay annual dues to NELA; or
- (vii) the election of a Board member to the presidency of NELA.

## **Section 12. Meetings.**

(a) The Board shall meet at least once a year. Meetings may be called by the President or by any six members of the Board. The quorum for any meeting shall be a majority of the Board. The Board may act without a meeting by written vote of a majority of its members. No proxy voting is permitted.

(b) Written notice of all Board meetings shall be given at least four (4) weeks in advance of the meeting.

(c) Notice of a meeting need not be given to any Board member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the Association's records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Board member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

(d) Special Meetings of the Board.

- (i) Special meetings of the Board for any purpose may be called at any time by the President or any Vice President, the Secretary, the Treasurer or any six members of the Board.
- (ii) Notice of the time and place of special meetings shall be given to each director by (a) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (b) facsimile; or (c) electronic mail. All such notices shall be given or sent to the director's address, electronic mail address, telephone number or facsimile number as shown on the Association's records.
- (iii) Notice must be given at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the

place. The notice need not specify the purpose of the meeting.

(e) Board members may participate in a meeting of the Board by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under these conditions shall constitute presence in person at the meeting if both the following apply:

- (i) Each member participating in the meeting can communicate concurrently with all other members.
- (ii) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

A written record shall be made of all actions taken at the meeting conducted by such means, and shall be filed with the Association's official records.

(f) Adjournment of Meetings.

(i) A majority of the members of the Board present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(ii) Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the members of the Board who were not present at the time of the adjournment.

### **Section 13. Electronic Voting**

(a) When the Board is not in session, voting on issues that require the Board's immediate attention may be conducted by e-mail exclusively through the Board discussion group pursuant to the procedures described in this Section. Electronic voting by the Board shall address only a single issue at one time. If multiple issues are required to be addressed, separate electronic votes shall be taken on each issue. A quorum of the Board shall be presumed to exist at the time of the electronic voting. Electronic voting shall not be subject to the provisions provided for Special Meetings under Section 12.

(b) When an electronic vote is to be conducted, the original main motion shall be emailed to the Chief Executive Officer. The Board member must specifically state what he/she is proposing and must provide the specific language of the motion. The Chief Executive Officer shall e-mail the motion to the Board members through the Board discussion group. The subject line of the message shall read: "Board

Vote Required” and shall be e-mailed with high importance.

(c) No second shall be required for any motion made pursuant to this Section.

(d) Once the original main motion is e-mailed through the Board discussion group, the Board shall have two business days to discuss the motion on the discussion group. During the discussion period, potential subsidiary motions and amendments may be discussed, but no motions or amendments are allowed to be officially proposed in order to provide for a full discussion on the original main motion.

(e) After the discussion period has passed, the Chief Executive Officer shall announce on the Board discussion group that the time for discussion on the original main motion has expired and Board members may offer amendments and motions within 24 hours pursuant to the procedure described in Section (e)(ii).

(i) No amendments or subsidiary motions proposed. If no amendments or other subsidiary motions are proposed during the 24-hour time period, the Chief Executive Officer shall announce that voting on the original main motion shall proceed. The Board shall then have 24 hours to vote on the motion. If during the discussion period an Board member announces his/her vote and does not change his/her vote during the voting period, then the vote will count as if the Board member voted during the voting period.

(ii) Proposed amendments and subsidiary motions.

(A) Board members proposing amendments and other subsidiary motions to the original main motion must do so formally on the Board discussion group. The Board member must specifically state what he/she is proposing and must provide the specific language of the amendment or other subsidiary motion.

(B) Once an amendment or other subsidiary motion is proposed, the Board members will have 24 hours to discuss it. If more than one amendment and/or subsidiary motion is proposed, the amendment and/or subsidiary motion will be addressed by the Board in the order received as determined by the date and time stamp on the e-mail message on the Board discussion group. However, the President (or if he/she is not available, the officer who would normally preside over a vote) may, in his/her discretion alter the order of voting on multiple amendments or subsidiary motions if doing so would make more sense.

(C) At the end of the discussion period, the Chief Executive Officer shall announce on the Board discussion group that the time for discussion has expired and that voting by the Board on the amendment or other subsidiary motion shall proceed. The Board shall then have 24 hours to vote on the amendment or other subsidiary motion.

(D) When the time period for voting on the amendment or other

subsidiary motion has expired, if the original main motion has not been disposed of the Board shall then have 24 hours to vote on the original main motion if the amendment or the subsidiary motion does not pass. If during the discussion period, a Board member makes clear how he/she will vote on the amendment or subsidiary motion, the Board member's vote may be counted as if he/she voted during the voting period.

(f) For a motion to pass by electronic voting, it must receive the same number of votes required for passage as if the Board was meeting in person and all Board members were present.

(g) If for any reason it is determined that voting should be done by secret ballot, instead of voting on the Board discussion group, members will vote by privately emailing their votes to the Chief Executive Officer during the prescribed voting period.

(h) Any time period for voting and/or discussion mentioned above may be altered by the President (or if he/she is not available, by the officer who would normally preside over a vote), depending on the exigencies of the circumstances or the complexity of the motion.

(i) At the conclusion of the voting period, the Chief Executive Officer shall announce the vote on the Board discussion group. The Secretary shall print the entire thread of the Board's vote on the issue(s) and shall retain the printed thread to produce the minutes of the Board's vote.

## **ARTICLE VIII. OFFICERS**

### **Section 1. Officers.**

The officers of the Association shall be the President, the First Vice President, the Vice President of Public Policy, the Vice President of Diversity, Equity, and Inclusion, a Secretary, a Treasurer, the Immediate Past President, and a Chief Executive Officer, who shall be the Executive Director of the Association. The outgoing President becomes the Immediate Past President. Other than the Chief Executive Officer, all officers shall be elected from among the members of the Board of the Association subject to the qualification requirements in this Article.

### **Section 2. Qualifications.**

Officers of the Board, with the exception of the Chief Executive Officer (also known as the Executive Director), shall have paid all past NELA dues, shall have had at least one year of service on the Board prior to the officer election, and shall be members of the Board at the time they are elected by the Board. For the purposes of this section "one year of service" shall be defined as the time period between two



Annual Conventions.

**Section 3. Election of Officers.**

Officers of the Board, with the exception of the Chief Executive Officer, shall be elected annually by the members of the Board. Officers shall be elected by the Board at its annual Summer Meeting, which shall be held in the course of NELA's Annual Convention at the same location. In the case of a tie vote for any officer position a second ballot shall be conducted for the election to that position. Should the vote remain tied after the second ballot then the winner of the election will be decided by a coin flip.

**Section 4. Appointment of Other Officers.**

The Board may appoint and authorize the President or another officer to appoint any other officers that the organization may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws or established by the Board.

**Section 5. Term of Office.**

The term of each elected officer shall be one year in duration and shall commence on the first Monday following the conclusion of the NELA Annual Convention.

**Section 6. Term Limits.**

An elected officer may serve no more than three consecutive terms per office.

**Section 7. Duties of Officers.**

(a) President.

The President shall be the general manager of the Association and shall supervise, direct, and control the Association's activities, affairs, and officers. The President shall preside at all Board and Executive Committee meetings. The President shall have such other powers and duties as the Board or the Bylaws may require.

(b) Vice Presidents.

(i) First Vice President. If the President is absent or is unable to perform the duties of the President, the First Vice President shall perform all duties of the President. When so acting, the First Vice President shall have all powers of and be subject to all restrictions on the President. The First Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may require.

The position of First Vice President shall be designated to succeed to the presidency should the President leave office for any reason during the course of his or

her term.

Should both the President and the First Vice President leave office for any reason in the same year, the Board shall elect one of the remaining Vice Presidents to serve as Acting President for the remainder of the year. The Acting President shall have all powers of and be subject to all restrictions on the President. The Board shall then elect a new President and First Vice President at its next Annual Summer meeting.

(ii) Vice Presidents. The Vice President of Diversity, Equity, and Inclusion shall advocate for and advance NELA's diversity, equity, and inclusion initiatives and programs as adopted by the Board and as set forth in NELA's diversity, equity, and inclusion policies, by, *inter alia*, acting as a liaison to NELA's committees and staff with regard to NELA's Diversity, Equity & Inclusion Policy, and by reporting to the Executive Committee and the Board on the implementation, progress, and effectiveness of the diversity, equity, and inclusion efforts of NELA's programs and initiatives. In addition, the Vice Presidents shall have such powers and perform such duties as the Board or the Bylaws may require.

(c) Secretary.

The Association's Secretary shall keep or cause to be kept, at the Association's principal office or such other place as the Board may direct, a book of minutes of all meetings of the Board and the Executive Committee. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and Executive Committee meetings. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Association's Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and the Executive Committee that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

(d) Treasurer.

The Association's Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The Treasurer shall send or cause to be given to the Association's directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Association's Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Board may designate; (ii) disburse the Association's funds as the Board may order; (iii)

render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Association; and (iv) have such other powers and perform such other duties as the Association's Board or the Bylaws may require.

If required by the Board, the Treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Association of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

(e) Immediate Past President.

The Immediate Past President shall have such powers and perform such duties as the Board or the Bylaws may require.

(f) Chief Executive Officer.

The Chief Executive Officer shall manage the Association in administering the conduct of its business. Where appropriate, the Board shall place the Executive Director under a contract of employment. The Executive Director shall be responsible to and governed by the Board, shall report to and advise the Board on all significant matters of the Association's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for or otherwise represent the Association between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The Executive Director shall be responsible for the hiring and firing of all personnel other than the officers elected by the Board, and shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. The Executive Director is authorized to contract, receive, deposit, disburse, and account for funds of the Association and fulfillment of the Association's objectives; to execute in the name of the Association all bonds, contracts, deeds, leases, and other written instruments to be executed by the Association; and to negotiate all material business transactions of the Association.

**Section 8. Executive Committee of the Board.**

The officers of NELA shall constitute the Executive Committee of the Board.

**Section 9. Authority of the Executive Committee of the Board.**

The Executive Committee of the Board is authorized to take any action necessary to implement policies and procedures adopted by the Board and to achieve NELA's purposes and priorities. No action of the Executive Committee may: (a) be

inconsistent with any existing Board policies or resolutions; (b) cause expenditures to exceed the annual budget set by the Board; (c) involve encumbering or selling any assets of the Association; or (d) authorize obtaining or making loans.

#### **Section 10. Meetings of the Executive Committee of the Board.**

Meetings of the Executive Committee of the Board may be held without notice at such time and place as the Executive Committee or the Board may determine from time to time. A meeting of the Executive Committee for any purpose may be called at any time by the President, any Vice President, the Secretary, the Treasurer or any to Board members.

#### **Section 11. Minutes of the Executive Committee of the Board.**

The Executive Committee of the Board shall keep a record of its actions which shall be provided to all members of the Board within 30 days of the action taken.

#### **Section 12. Personnel.**

The Executive Committee of the Board shall periodically review the performance of the Executive Director of the Association and make recommendations to the Board regarding the Executive Director's salary, benefits, conditions of employment and continued service. Other than salary and benefit decisions and requests involving expenditures in excess of the annual budget, the Executive Committee shall also act upon any recommendations or requests from the Executive Director concerning personnel matters. The Executive Committee shall make recommendations to the Board as to any proposed adjustments in salary and/or benefits for staff requested by the Executive Director and as to any personnel action requiring expenditures exceeding the annual budget set by the Board. The Board may establish procedures for staff appeals of disciplinary actions.

#### **Section 13. Board Review of Executive Committee Actions.**

The Board may review and override any action of the Executive Committee.

#### **Section 14. Officer Vacancies.**

- (a) An officer vacancy shall be deemed to exist on the occurrence of any of the following:
  - (ii) the death, resignation or removal of any officer;
  - (iii) the officer having been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under applicable state law; or

- (iv) the failure of an officer to pay annual dues to NELA following reasonable notice of the delinquency and a reasonable opportunity to cure.
- (b) An appointment to fill a vacancy other than for Executive Director is for the remainder of the term of the officer whose departure creates the vacancy.
- (c) A vacancy in the position of Executive Director shall be filled by the Board. The nominee(s) for Executive Director shall be named by an ad hoc Search Committee, appointed as any other ad hoc committee. The Executive Committee shall have the power to appoint one or more interim Executive Directors.
- (d) A vacancy in the position of Immediate Past President shall be filled by the prior Immediate Past President, or, if that Immediate Past President is unable or unwilling to serve, by any prior President appointed by the Executive Committee.
- (e) In the event of a vacancy of any officership other than Immediate Past President or Executive Director, the Executive Committee shall determine whether the vacancy shall be filled at the next meeting of the Board or by electronic voting. If the Executive Committee determines to fill the vacancy by electronic voting, then the President shall set a schedule for nominations, campaigning, and voting.

## **ARTICLE IX. COMMITTEES**

### **Section 1. Committees of the Board.**

The Board may, by resolution adopted by a majority of members of the Board, provided a quorum is present, create any number of Board Committees, each consisting of one or more Board members, to serve at the pleasure of the Board. Appointments to any Board Committees shall be made by the President. The President may appoint one or more Board members as alternate members of such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in any Board resolution, may be given all the authority of the Board, except for the powers to:

- (a) fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) fix compensation of the Board members for serving on the Board or on any committee;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board that by its express terms is not amendable or repealable;

(e) create any other committees of the Board or appoint the members of committees of the Board;

(f) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Association; and

(g) approve any contract or transaction to which NELA is a party and in which one or more of its Board members has a material financial interest, except as otherwise required by law.

## **Section 2. Standing Committees.**

The Board may establish standing committees to serve at the pleasure of the Board, such as: Diversity, Equity, & Inclusion, Affiliate Relations, Convention, Governance, Judicial Nominations, Legislative and Public Policy, Membership, and an *Amicus* Advisory Council. The chairs of the standing committees shall be appointed by the President, subject to override by the Board. In addition to members of the Board, only a Regular Member of NELA in good standing may chair a standing committee and at least one chair for each standing committee shall be a Board member.

## **Section 3. Advisory Ad Hoc Committees and Task Forces.**

The President or the Board may establish advisory ad hoc committees and task forces to serve at the pleasure of the Board for specific purposes or activities of the Association. The authority of such committees and task forces is limited to that of advising the Board. The members of any advisory ad hoc committee or task force may consist of Board members and/or NELA members in good standing, and may be appointed as the President or the Board determines. The chair(s) of an advisory ad hoc committee or task force may be designated by the President. Advisory ad hoc committees and task forces may not exercise the authority of the Board to make decisions on behalf of NELA, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

## **Section 4. Committee and Task Force Membership.**

Except as otherwise provided in this Article, a NELA member in good standing is eligible to be a member of a committee or task force.

## **Section 5. Committee and Task Force Meetings.**

(a) Notice. All committee and task force meetings provided for under this Article may be called by the chair(s) of the committee or task force upon notice to each member by written, telephonic or electronic communication.

(b) Waiver of Notice. Any notice of meetings required to be given under this Article may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein.

## **ARTICLE X. STANDARD OF CARE**

### **Section 1. General.**

A member of the Board shall perform the duties of a director, including the duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in or not opposed to the best interests of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. For purposes of this Article, the term “director” means the same as “Board member.”

In performing the duties of a Board member, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Association whom the director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person’s professional or expert competence; or
- (c) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the Board member acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause reliance to be unwarranted.

Except as provided in Article VIII (relating to Officers) a person who performs the duties of a Board member in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceeded or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

### **Section 2. Investments.**

Except with respect to assets held for the use or used directly in carrying out the Association's tax-exempt activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing the Association's investments, the Association's Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Association's capital. No investment violates this Section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Association.

## **ARTICLE XI. CONFLICT OF INTEREST POLICY**

### **Section 1. Purpose.**

The purpose of this conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations. For purposes of this Article, the term "director" means the same as "Board member."

### **Section 2. Definitions.**

(a) Interested Person: Any director, principal officer, employee, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) an ownership or investment interest in any entity with which the Association has a transaction or arrangement;

(ii) a compensation arrangement with the Association or with any entity or individual with which the corporation has a transaction or arrangement; or

(iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XI, Section 3 of this policy, a person who has a financial interest may have a conflict of



interest only if the appropriate Board or committee decides that a conflict of interest exists.

### **Section 3. Procedures.**

(a) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(b) **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.**

(i) An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The President of the Board or committee shall, if appropriate, appoint a special committee to investigate alternatives to the proposed transaction or arrangement. The special committee shall be composed entirely of nonmembers of the Board or committee.

(iii) After exercising due diligence, the special committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the special committee shall determine whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **Section 4. Violations of the Conflict of Interest Policy.**

(a) If the Board or committee has reasonable cause to believe a Board member has failed to disclose actual or possible conflicts of interest, it shall inform the Board member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Board member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Board member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 5. Records of Proceeding**

The minutes of the Board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 6. Compensation.**

(a) A voting member of the Board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section 7. Annual Statements.**

Each member of the Board, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

(a) has received a copy of the conflicts of interest policy;

(b) has read and understands the policy;

(c) has agreed to comply with the policy; and

(d) understands the Association is a nonprofit tax-exempt corporation and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 8. Periodic Reviews.**

To ensure the Association operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 9. Use of Outside Experts.**

When conducting the periodic reviews as provided for in this Article, the Association may, but need not, use outside advisors. The Association shall consider, in determining whether to use outside advisors, the extent and quality of the survey information available; the ability of the Association to relate the survey information to the transactions under consideration; and the cost of outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE XII. PROHIBITED TRANSACTIONS**

### **Section 1. Self-Dealing Transactions.**

For purposes of this Article, the term "director" means the same as "Board member." No director of the Association nor any other corporation, firm, association, or other entity in which one or more of the Association's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Association, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes,

or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Association could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Association for its own benefit enters into the transaction, which is fair and reasonable to the Association at the time the transaction is entered into.

This does not apply to a transaction that is part of a tax-exempt activities of the Association if it (a) is approved or authorized by the Association in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because the yare in the class of persons intended to be benefitted by the tax-exempt activities of the Association. The corporation may engage in a self-dealing transaction if the transaction is approved by a court, Ohio Attorney General or as otherwise required by law.

## **Section 2. Loans.**

The Association shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the Ohio Attorney General; provided, however, that the Association may advance money to a director or officer of the Association for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Association.

## **ARTICLE XIII. INDEMNIFICATION**

To the fullest extent permitted by law, the Association may indemnify its directors, officers, employees, and other persons including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including an action by or in the right of the corporation, by reason of the Bylaw, shall have the same meaning as in that section of the Ohio Corporations Code 1702.12.

On written request to the Association's Board by any person seeking indemnification under Ohio Corporation Code 1702.12, the Board shall promptly decide under that section whether the applicable standard of conduct set forth in Ohio Corporations Code sections 1702.12(E)(1) or 1702.12(E)(2) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be

advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Association for those expenses.

#### **ARTICLE XIV. INSURANCE**

The Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

#### **ARTICLE XV. CONTRACTS AND FINANCES**

##### **Section 1. Fiscal Year.**

The fiscal year of the Association is January 1 through December 31. The fiscal year may be changed by resolution of the Board.

##### **Section 2. Execution of Corporate Instruments.**

The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Association.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Association, and other corporate instruments or documents, and certificates of shares of stock owned by the Association, shall be executed, signed, or endorsed by the President of the Board or the Executive Director and by the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Association, or in special accounts of the Association, shall be signed by such person or persons as the Board shall authorized to do so.

#### **ARTICLE XVI. MAINTENANCE AND INSPECTION OF CORPORATE DOCUMENTS AND RECORDS**

##### **Section 1. Maintenance of Articles and Bylaws.**

The Association shall keep at its principal office the original or a copy of the

Articles of Incorporation and Bylaws, as amended to the current date.

**Section 2. Maintenance of Corporate Records.**

The Association shall keep the following:

- (a) Adequate and correct books and records of account;
  - (b) Minutes of the proceedings of its Board, and committees of the Board;
- and
- (c) The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

**Section 3. Board Members' Right to Inspection.**

Every member of the Board of the Association shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Board member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**Section 4. Members' Right To Inspection.**

Every member of the Association shall have the right at any reasonable time to inspect in person the Association's membership and financial books, records and documents. The right of inspection includes the right to copy and make extracts of documents at the member's expense.

**ARTICLE XVII. REQUIRED REPORTS**

The Association's Board shall cause an annual report to be provided to members of the Association's Board at the Board's first meeting in the following year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Association's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Association's expenses or disbursements for both general and restricted purposes; and

(d) Any information required by Article XVI (Maintenance Of Corporate Records) of these Bylaws.

### **ARTICLE XVIII. AMENDMENT**

(a) Amendment Process. These Bylaws may be amended by (i) a referendum of postal or electronic ballots of the Regular Members of NELA in good standing, in which two-thirds of the valid returned ballots approve the amendment(s), or (ii) two-thirds vote of the Board members present at a Board meeting, provided notice of the meeting and of the proposed amendment(s) is sent to the members of the Board at least thirty calendar days before the meeting.

(b) Waiver of Notice. Notice of the Board meeting and of the proposed amendment(s) may be waived upon approval by three-quarters vote of all Board members.

### **ARTICLE XIX. DISSOLUTION**

Upon the dissolution of the Association, the Board, after paying or making provision for the payment of all liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

### **ARTICLE XX. GOVERNING LAW**

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with the applicable law, the Ohio Nonprofit Corporation Law and federal laws as then in effect shall apply.

As Amended Through April 2020.