

Executive Board shall establish policies to discipline members (including permanent expulsion from membership) who do not abide by this section, or whose actions defame the good name and reputation of the corporation.

#### **Article IV – Membership Meetings**

##### **Section 1 – Annual Meeting**

There shall be an annual meeting of the membership of the corporation for the purpose of electing members of the Executive Board, and for any other lawful business that may come before the membership. This meeting shall take place during the month of May, at a date, time, and place as determined by the Executive Board. The Executive Board shall determine the manner of holding the annual meeting, and determine the procedures for conducting it.

##### **Section 2 – Special Meetings**

A special meeting of the membership may be called by the Executive Board, which shall also determine its time and location. No business may be conducted at a special meeting that was not included in the call for that meeting.

##### **Section 3 – Notice**

Notice of any annual or special meeting shall be provided to each active member not less than ten days prior to the meeting, in a manner or manners determined by the Executive Board.

##### **Section 4 – Quorum**

A quorum for meetings of the membership shall consist of ten active members of the corporation.

#### **Article V – Executive Board**

##### **Section 1 – Composition**

The corporation shall be governed by an Executive Board which will consist of at least six, but not greater than ten members. The initial Executive Board will consist of six members. An additional board member (up to the maximum) shall be elected at the annual meeting in any year in which the membership of the corporation exceeds one hundred members, and thereafter at a ratio of one additional board member for each one hundred additional members. This shall be determined by examining the membership roll on April 15 of each year.

##### **Section 2 – Powers and Duties**

The Executive Board shall have general authority over the corporation, shall set meeting dates, establish committees, and shall have such authority as would normally devolve on such governing boards as determined by the laws of the State of Ohio, and as contained in the parliamentary authority.

##### **Section 3 – Policies**

The Executive Board shall establish policies to govern the corporation, and provide for its effective administration. All such policies shall be binding upon all members and officers as a condition of membership. Officers may give advisory opinions, and the like, concerning any topic within the scope of their office, but these opinions are not, by