

Article VII – Board of Directors

Section 1. – Composition of the Board

The Board of Directors shall consist of the elected Officers: President, Vice-President, Treasurer, and Secretary; as well as the Immediate Past-President, the Conference Coordinator, and any member(s) of the National PELRA Board of Directors; and four (4) At-Large Board Members.

The Immediate Past President, Conference Coordinator, and member(s) of the National PELRA Board of Directors shall serve as ex-officio members of the Board of Directors and shall be entitled to vote in meetings of the Board. The four (4) At-Large Board Members shall be Active or Affiliate members who may be nominated by the President or the membership and elected by the membership during the annual business meeting. The Conference Coordinator shall be appointed by the President with the approval of the Board of Directors.

The President shall have no vote in meetings of the Board of Directors or the membership unless there is a tie.

Section 2. – Duties of the Board of Directors

The Board of Directors shall manage the affairs of OHPELRA and set policy in accordance with these By-Laws. This includes approving a request from the President, based on business-need, to delegate OHPELRA related tasks be performed by others not appointed to the Board of Directors. Any action or policy decision issued by the Board of Directors may be modified or reversed by appropriate motion and majority vote of the membership at the annual meeting or other duly scheduled meeting of the membership.

Section 3. – Continuance on the Board

All officers and at-large members of the Board of Directors shall serve until their successor is duly nominated, elected and qualified, unless removed from office under one of the following circumstances:

By unanimous vote of the members of the Board of Directors or by a two-thirds vote of the membership in attendance at the annual conference or a special meeting called for this purpose. The officer or at-large member of the Board of Directors is not entitled to a vote in this instance. Prior to any such removal, each member of the Board of Directors (or the membership, if appropriate) shall receive at least fourteen (14) days' prior, written notice of vote on removal of the officer or director, and if the officer or director so

requests, he or she shall have the opportunity to speak or submit a written statement to those voting prior to the vote.

- By assuming a new position that would render him or her ineligible for membership in OHPELRA. Any decision regarding ineligibility for membership shall be made by the Board of Directors.
- By written resignation.
- By failing to meet membership requirements, except for a reasonable period as described in Article IV, Section 3, for members changing positions and/or employment.