

BYLAWS OF THE  
OKLAHOMA HOSPITAL ASSOCIATION, INC.

**ARTICLE 1**

**Name and Objective**

- 1.1 This Association will be known as the Oklahoma Hospital Association, Incorporated and hereafter referred to as OHA.
- 1.2 Its objective will be to promote the welfare of the public through leadership and assistance to its members in the provision of better health care services for Oklahomans.

**ARTICLE 2**

**Membership**

- 2.1 Membership on an institutional or personal basis will be available to organizations and individuals interested in the objective of the Association on application and election as provided herein. The Board of Trustees will determine conditions of membership.
- 2.2 Institutional members will be of the following types:
  - 2.2.1 Type I members will include hospitals, both general and special, that care primarily for patients with conditions normally requiring a comparatively short stay and will include short-term hospitals that are freestanding or operating units of health care systems.
  - 2.2.2 Type II members will include all other hospitals that provide inpatient care, including long-term hospitals that are freestanding or operating units of health care systems.
  - 2.2.3 Type III members will include the corporate headquarters or other similar entity of a health care system.
  - 2.2.4 Type IV members will include non-hospital preacute and postacute health delivery and education organizations and will be of the following types:
    - 2.2.4.1 Type IV-A members will include non-hospital preacute and postacute health care organizations that are owned or leased by a Type I, Type II or Type III member. They include home care, hospice, other ambulatory care organizations, health maintenance organizations, facilities for long-term and intermediate care and other health care delivery organizations.

- 2.2.4.2 Type IV-B members will include the same types of health care organizations described in 2.2.4.1 that are not owned or controlled by a Type I, Type II or Type III member.
- 2.2.5 Type V members will include companies who have current, signed agreements to participate in the OHA Preferred Savings Network.
- 2.3 Provisional membership may be granted to hospitals in the planning or construction stage but not yet in operation that, upon completion, will be eligible for Type I or Type II institutional membership.
- 2.4 Associate membership will include all other organizations interested in the objectives of the Association but not eligible for institutional membership.
- 2.5 Personal members will be of the following types:
  - 2.5.1 Type A personal members will include persons employed by institutional or associate members.
  - 2.5.2 Type B personal members will include faculty of and full-time students in healthcare administration programs; persons employed by governmental health agencies; any person employed by a not-for-profit organization in the health field, provided such organization does not provide health care services; and such others as are designated from time to time by the Board of Trustees.
  - 2.5.3 Type C personal members will include all persons holding membership in any affiliated society of the OHA who are not employed by an institutional or associate member.
- 2.6 Honorary Membership will be granted as directed by the Board of Trustees from time to time.
- 2.7 Resignation, Termination and Reinstatement.
  - 2.7.1 Resignation. Any member may at any time file a resignation in writing with the chief executive officer of the Association, and such resignation will become effective as of the date filed.
  - 2.7.2 Termination. The Board of Trustees may censure, suspend or expel any member for cause after giving such member an opportunity to have a hearing as provided in the Regulations of the Oklahoma Hospital Association, but no additional hearing will be granted if termination of membership is based upon grounds considered and determined at another hearing within the previous 12-month period.

- 2.7.3 Reinstatement. Any member suspended or expelled may be reinstated by submitting an application and receiving an affirmative vote of a majority of the members of the Board of Trustees present and voting.

### ARTICLE 3

#### Membership Dues

- 3.1 The dues structure and computation of dues for all members will be as set by the Board of Trustees. A current dues structure will be prepared each year and included with the annual dues billing.

### ARTICLE 4

#### Affiliation

- 4.1 The Association may enter into agreements of affiliation with other health care organizations at the discretion of the Board of Trustees.

### ARTICLE 5

#### Membership Meetings

- 5.1 Annual Meeting. There will be an annual meeting of the membership of the Association held at the annual convention. The agenda of the annual meeting will include the election of the chairman-elect and two (2) at-large members to the Board of Trustees. The annual report of the Association and other matters requiring approval of the membership will also be presented.
- 5.2 The time and place of the annual meeting will be designated by the Board of Trustees and will be announced at least sixty (60) days prior to the date so fixed.
- 5.3 Special Meetings. Special meetings of the members may be called by the chairman, president or Board of Trustees and will be called by the chairman at the request of not less than twenty (20%) percent of the voting members.

### ARTICLE 6

#### Voting

- 6.1 Eligibility. Each Type I, Type II, and Type III institutional member will be entitled to one vote.
- 6.2 Institutional Member Representatives. The chief executive officer of each Type I, Type II, and Type III institutional member will be the accredited representative and will be entitled to the right to vote for that institution in accordance with Section 1 of this Article.

- 6.3 Voting by Proxy. Voting by proxy will only be permitted at the annual meeting by persons employed by or in a governance capacity of the institution or its system who present an authorization signed by the Chief Executive Officer (CEO) or Chief Operating Officer (COO) as defined in 7.2.1.1.

## ARTICLE 7

### Board of Trustees

- 7.1 Composition. The Board of Trustees will be composed of the following voting members and a non-voting secretary-treasurer who will be appointed from the OHA staff by the Board of Trustees. The secretary-treasurer will also serve as parliamentarian of the Board of Trustees.

4 Officers:

Chairman  
Chairman-Elect  
Immediate Past Chairman  
President

6 Regional Chairmen

7 At-large Members

American Hospital Association State Delegate(s)

American Hospital Association State Alternate Delegate(s)

OHA-PAC Chair

- 7.1.1 Ex-officio Members - OHA members serving the American Hospital Association (AHA) as section or constituent delegates or alternate delegates, along with the OHA-PAC chair, will serve as ex-officio members. Ex-officio members are not eligible to vote.

- 7.2 Officers. The officers of the Board of Trustees will be: a chairman, chairman-elect, an immediate past chairman and the president (chief executive officer) of the Association.

- 7.2.1 Eligibility. Persons eligible to be officers of the Board of Trustees will reside in Oklahoma and be:

- 7.2.1.1 Chief executive officer or chief operating officer regularly performing the duties of the chief executive officer (verification of the duties of the chief operating officer must be furnished by the member institution) of a Type I, Type II or Type III institutional member of the Association in good standing at the time of their election and during the term of their office; or

7.2.1.2 Chief executive officer of a hospital foundation, trust or multi-hospital structure whose Type I and Type II institutions are members of the Association in good standing at the time of their election and during the term of their office; or

7.2.1.3 An experienced hospital chief executive officer holding a position of direct line responsibility for two or more hospital chief executive officers in a multi-hospital structure where Type I and/or Type II institutions are members of the Association in good standing at the time of his/her election and during the term of his/her office.

7.2.2 Term. Elected officers of the Board of Trustees will serve for a one-year term beginning with the adjournment of the annual meeting following their election and continuing until the adjournment of the next annual meeting.

7.2.3 Duties. The duties of the officers of the Board will be as follows:

7.2.3.1 The chairman will perform all duties incident to the office of chairman, including that of presiding at all meetings of the members and of the Board of Trustees and such other duties as may be prescribed from time to time by the Board of Trustees and by these bylaws.

7.2.3.2 The chairman-elect will automatically become chairman at the close of the annual meeting following his installation as chairman. In the absence of the chairman, the chairman-elect will perform the duties of the chairman. The chairman-elect will perform such other duties as may be assigned from time to time by the chairman or by the Board of Trustees.

7.2.3.3 The immediate past chairman of the Board of Trustees will serve as the chairman of the nominating committee and perform other duties of the office subject to the provisions of such regulations as the Board of Trustees may enact from time to time.

7.2.3.4 The president is the chief executive officer of the Association. He will have the general responsibility, under the direction of the Board of Trustees, for the supervision and control of all the business and affairs of the Association. He will be a member of the Board of Trustees. He may sign, with other duly authorized officer or officers of the Association, any deeds, bonds or contracts requiring special authorization from the Board of Trustees; and, with or without the signature of an officer of the Association, he and those authorized by him, may sign such other instruments as may be consistent with the general authority conferred by the Board of Trustees. In general, he will perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees.

7.2.3.5 The secretary-treasurer will perform the duties of the office subject to the provisions of such regulations as the Board of Trustees may enact from time to time.

7.2.4 Reports. The chairman of the Board of Trustees will submit an annual report to the membership at the annual meeting.

7.2.5 Vacancies. If the chairman of the Board of Trustees becomes unable to perform the duties of his office, the chairman-elect will succeed to the office of chairman of the Board of Trustees. If both the chairman and chairman-elect become unable to perform the duties of their offices, the Board of Trustees will appoint, from the membership of the Board of Trustees, a chairman pro tempore to serve for the remaining portion of the unexpired term until a new chairman is elected at the next annual meeting.

7.2.6 Executive Committee. There will be an executive committee of the Board of Trustees composed of the chairman, chairman-elect, immediate past chairman, and the president. In addition, the Board of Trustees will elect at its January regular meeting, for a one-year term, one of its current members to serve as an at-large member of the Executive Committee. The term will begin at the conclusion of the January board meeting. The Executive Committee will have the power to act on behalf of the Board of Trustees between meetings of the Board when, in the judgement of the committee, necessity requires action.

### 7.3 Chairman-Elect

7.3.1 Election and Term of Office. The chairman-elect will be elected at the annual meeting. Election will be by a majority vote of those members present and voting. At the close of the annual meeting following the one-year term of office, the chairman-elect automatically becomes chairman and remains a member of the Board.

7.3.2 Vacancies. If the office of chairman-elect becomes vacant, the chairman of the Board of Trustees will submit candidates to the Board to be voted on at its next regularly scheduled meeting. The newly approved chairman-elect will serve the remainder of the unexpired term and become chairman at the next annual meeting.

### 7.4 Regional Chairmen

7.4.1 Election and Term of Office. The members of each region (as defined in Article XI) will elect a chairman for their region, who will serve as a member of the Board of Trustees for a term of three (3) years in accordance with this article of the bylaws. No person will serve more than two successive terms as chairman except that a chairman who has served two successive terms will be eligible for re-election as chairman after at least one year has intervened between the expiration of each such six-year period of service.

The Board will provide that one third (1/3) of these terms expire each year. The term of office will commence immediately after the adjournment of the annual meeting following the election.

- 7.4.1.1            Nominations. Recommendations for regional chairman may be made by the chief executive officer of any Type I, Type II or Type III member in good standing enrolled and entitled to vote in the respective region created by these bylaws. Such recommendations will be requested by the Nominating Committee not later than sixty (60) days prior to the election and all recommendations must be received in the office of the OHA no later than thirty (30) days prior to the election. Following deliberation by the Nominating Committee, two nominees will be placed on the ballot for election. The election will be held sixty (60) days prior to the annual meeting of the membership.
  
- 7.4.1.2            Ballots. The president will prepare and print ballots containing the names and organizations of the nominees. The ballots will be numbered consecutively and will state the date and purpose of the election and will advise the voter with respect to voting.
  
- 7.4.1.3            Mailing of Ballots. The president will, not less than twenty (20) days before the election, cause to be mailed one (1) ballot to each institutional member of the OHA eligible to vote and in good standing in the region from which a regional chairman is to be elected. The voter will print or type his name and office address on the ballot, sign his name and mail or deliver it to the president.
  
- 7.4.1.4            Voting. Each Type I, Type II or Type III member of the OHA in good standing, enrolled in the region from which a chairman is to be elected and for whom such member is entitled to vote, may cast one vote for one candidate nominated.
  
- 7.4.1.5            Canvassing the Ballots. The president, with the assistance of two persons designated by the chairman will open and canvass all ballots received at the office of the OHA on the day of the election. No ballots will be valid unless cast by an institutional member of the OHA in good standing in the region from which a member or members of the Board of Trustees are being elected and unless the ballot is signed.
  
- 7.4.1.6            When Candidate Declared Elected. After the election and canvass of the votes, the person or persons receiving the highest number of votes will be declared elected. In case of a tie vote, a special ballot containing the names of the candidates tied will be mailed from the president's office within seven (7) days after the canvass of the votes. Such ballots will be returned and counted within two (2) weeks from the date on which they were mailed from the president's office.

- 7.4.2 Tie Vote. In the event of a tie vote and the process by which such tie vote is resolved, as set forth in 7.4.1.6 above, makes it impossible to determine the identity of the candidate who has been elected to the Board of Trustees prior to the expiration of the term of a trustee who is serving, then, the current trustee will continue to serve until the tie vote has been resolved.
- 7.4.3 Two Positions Held. When a regional chairman member of the Board of Trustees becomes chairman-elect, his position as regional chairman will be automatically vacated and a successor elected in accordance with Article 7.4.1.1 above.
- 7.4.4 Notification of Results. The president will immediately notify the members as to the results of any election.
- 7.4.5 Vacancies. If the office of regional chairman becomes vacant between regular elections, the unexpired term of office will be filled as outlined in the procedures in Article 7.4.1 above providing the individual elected to fill the vacancy will have the opportunity to attend at least 2 board meetings prior to the end of the term of office. If this opportunity does not exist, the office will remain vacant until the next regularly scheduled election.
- 7.5 At-Large Members
- 7.5.1 Election and Term of Office. At-large members will be elected at the annual meeting. Election will be by a majority vote of those members present and voting. The seven - (7) at-large members will serve for a term of three (3) years. The Board will provide for one of the at-large members to be a physician, and for the other six at-large members that one third (1/3) of these terms expire each year. The term of office will commence immediately following the adjournment of the annual meeting at which the trustee is elected.
- 7.5.2 Nominations. The Nominating Committee will meet to determine nominees to be placed on the ballot for at-large members to the Board of Trustees. Two names will be placed on the ballot for any position. The election will be held at the annual meeting of the membership.
- 7.5.3 Voting. Each Type I, Type II or Type III member of the OHA in good standing is entitled to vote for one candidate nominated for each position.
- 7.5.4 Two Positions Held. If an at-large member of the Board of Trustees becomes chairman-elect, his position will automatically be vacated and a successor will be appointed as outlined in Section 7.5.5 of this Article.
- 7.5.5 Vacancies. If the office of an at-large member of the Board of Trustees becomes vacant the chairman of the Board of Trustees will submit candidates to the Board to



be voted on at its next regularly scheduled meeting to fill the vacancy for the remainder of the unexpired term.

7.6 American Hospital Association State Delegate(s) and Alternate Delegate(s)– OHA members serving the American Hospital Association as delegate(s) or alternate delegate(s).

7.6.1 Election and Term of Office. The members of the Association will elect AHA delegates and alternate delegates as required by AHA. Eligibility for nomination for AHA delegate or alternate delegate requires being associated with an AHA and an OHA member institution. Alternates may serve consecutive terms, one as alternate and one as delegate. Delegates may not serve full consecutive terms. Terms of office are determined by AHA.

7.6.1.1 Nominations. Recommendations for AHA delegate or alternate delegate may be made by the chief executive officer of any Type I, Type II or Type III member in good standing. Such recommendations will be requested by the Nominating Committee not later than sixty (60) days prior to the election and all recommendations must be received in the office of the Oklahoma Hospital Association no later than thirty (30) days prior to the election. Following its deliberation, the Nominating Committee will place two names on the ballot.

7.6.1.2 Ballots. The president will have prepared and printed ballots containing the names and organizations of the nominees. Such ballots will be numbered consecutively and will state the date and purpose of the election and will advise the voter with respect to voting.

7.6.1.3 Mailing of Ballots. The president will, not less than twenty (20) days before the election, cause to be mailed one (1) ballot to each institutional member of the OHA eligible to vote and in good standing. The voter will print or type his name and office address on the ballot, sign his name and mail or deliver it to the president.

7.6.1.4 Voting. Each Type I, Type II or Type III member of the OHA in good standing is entitled to vote and may cast one vote for one candidate nominated.

7.6.1.5 Canvassing the Ballots. The president, with the assistance of two persons designated by the chairman will open and canvass all ballots received at the office of the OHA on the day of the election. No ballots will be valid unless the ballot is signed.

7.6.1.6 When Candidate Declared Elected. After the election and canvass of the votes, the person receiving the highest number of votes will be declared elected. In case of a tie vote, a special ballot containing the names of the candidates tied will be mailed from the president's office within seven (7)

days after the canvass of the votes. Such ballots will be returned and counted within two (2) weeks from the date on which they were mailed from the president's office.

- 7.6.2 Vacancies. Any vacancy occurring in the position of American Hospital Association delegate will be filled for the unexpired term by the alternate delegate. The alternate delegate position will be filled as outlined in the procedures in Article 7.6.1 above providing the individual elected to fill the vacancy will have the opportunity to attend at least two (2) OHA board meetings prior to the end of the term of office. If this opportunity does not exist, the office will remain vacant until the next regularly scheduled election.
- 7.7 Election to and continuation as a member of the Board of Trustees will require concurrent affiliation with a Type I, Type II or Type III member institution unless otherwise determined by the Board of Trustees. No more than one person from an institution will be represented on the Board of Trustees.
- 7.8 Regional chairmen and at-large members may not serve more than two (2) successive terms in their position as members of the Board of Trustees. Those who have served two successive terms will be eligible for re-election after one year has intervened between the expiration of each such six-year period of service. Partial terms will not be considered in the computation of the six-year period.
- 7.9 Meetings. Regularly scheduled meetings of the Board of Trustees will be held each quarter. Other meetings of the Board of Trustees may be called by the chairman of the Board of Trustees or the president at the written request of at least three members of the Board of Trustees. Special meetings will be scheduled within 30 days of such request with at least five- (5) working days notice.
- 7.10 Quorum. A majority of the Board of Trustees will constitute a quorum. Once a quorum is established a quorum will be deemed in effect for the remainder of the meeting.
- 7.11 Powers. The Board of Trustees will have charge of the property, control and management of the affairs and funds of the Association, final authority over the acts of the councils, committees and officers and power and authority to establish Association regulations and to do and perform all acts and functions not inconsistent with these bylaws or with any action taken by the membership. The Board of Trustees will act as a referral committee to which resolutions and bylaw changes will be submitted before being placed before the membership.
- 7.12 Indemnification of Trustees. The OHA will indemnify the officers and trustees of the Association for liability incurred by any of them for acts performed and actions taken within the scope of their duties as officers or trustees of the OHA except for malfeasance and for acts performed and actions taken maliciously.

- 7.13 Attendance. If an elected member of the Board of Trustees is absent from two consecutive meetings of the Board, the Executive Committee will conduct a “board membership review” with the board member. Additionally, at any time during a board member’s tenure on the board the member’s attendance appears to be a concern, the Executive Committee may conduct a similar review which may lead to compulsory resignation

## **ARTICLE 8**

### **Oklahoma Hospital Education and Research Foundation**

- 8.1 Oklahoma Hospital Education and Research Foundation. The Association will sponsor a hospital educational and research foundation to receive contributions for financing special educational research projects. The trustees of the Oklahoma Hospital Education and Research Foundation will be the chairman of the Board of Trustees, the president of the Oklahoma Hospital Association, and the chairman-elect of the Board of Trustees of the Oklahoma Hospital Association. The Board of Trustees of the Oklahoma Hospital Association will have the right to transfer to the Oklahoma Hospital Education and Research Foundation donations made to the Association that are not otherwise restricted. The trustees of the Oklahoma Hospital Education and Research Foundation will make reports of activities of the trust in accordance with such regulations as may be established by the Board of Trustees of the Association. The Oklahoma Hospital Education and Research Foundation will also submit to the membership at its annual convention meeting an annual report of the Oklahoma Hospital Education and Research Foundation based on an audit by a certified public accountant.

## **ARTICLE 9**

### **Councils**

- 9.1 The Board of Trustees may create or discontinue councils, as it deems advisable. The Board of Trustees will approve the chairman and members of each council, on recommendation by the chairman of the Board of Trustees. The councils concerned with major activities and interests of the Association will have powers and duties and terms of office, not inconsistent with these bylaws, as defined in the Association Regulations.

## **ARTICLE 10**

### **Committees**

- 10.1 Appointments. The Board of Trustees may create or discontinue committees, as it deems advisable. The Board of Trustees will approve the chairman and members of each committee upon recommendation by the chairman of the Board of Trustees except as herein otherwise provided.
- 10.2 Quorum. A majority of the members of any committee will constitute a quorum. Once a quorum is established a quorum will be deemed in effect for the remainder of the meeting.

10.3 Vacancies. The chairman of the Board of Trustees will have power to fill vacancies on any committee subject to approval of the Board of Trustees.

10.4 Nominating Committee

10.4.1 Composition. The Nominating Committee will consist of the past chairs of the Board of Trustees who are eligible to serve as members of the Board. The immediate past chairman will serve as chairman of the committee.

10.4.2 Duties. The committee will establish and use criteria, approved by the Board of Trustees to nominate candidates for:

- (1) Chairman-Elect for the Board of Trustees.
- (2) Regional Chairmen and At-Large Members for expiring terms that may exist on the Board of Trustees.
- (3) AHA Delegate(s) and Alternate Delegate(s).

10.4.3 The Nominating Committee will cause the names of its nominees to be mailed to members of the Association not less than ten (10), nor more than ninety (90), calendar days before the election will take place at the annual meeting. Other nominations for any one or all of these offices may be made from the floor at the annual meeting.

10.5 Committee on Bylaws.

10.5.1 Composition. The Committee on Bylaws will be an ad hoc committee that will consist of at least three members of the Board of Trustees approved by the Board of Trustees, on recommendation of the chairman of the Board

10.5.2 Duties. The Committee on Bylaws will have the authority to review the bylaws of the Association and organize all recommendations for changes in said bylaws before the Board of Trustees takes any action.

## ARTICLE 11

### Regional Designations and Organizations

11.1 Regions of the Association. The Association membership will be divided into six (6) regions, which will respectively consist of the following:

11.1.1 Tulsa Region. Tulsa County

11.1.2 Greater Oklahoma City Region. Cleveland, Logan, Oklahoma, Canadian Counties

- 11.1.3 Northeast Region. Sequoyah, Muskogee, Okfuskee, Okmulgee, Lincoln, Payne, Creek, Wagoner, Cherokee, Adair, Delaware, Mayes, Rogers, Osage, Pawnee, Noble, Kay, Washington, Nowata, Craig, Ottawa Counties
- 11.1.4 Northwest Region. Cimarron, Texas, Beaver, Harper, Woods, Alfalfa, Grant, Garfield, Major, Woodward, Ellis, Dewey, Blaine, Kingfisher, Roger Mills Counties
- 11.1.5 Southeast Region. Garvin, Carter, Love, Marshall, Murray, Johnston, Pontotoc, Pottawatomie, Seminole, Hughes, Coal, Atoka, Bryan, Choctaw, Pittsburg, McIntosh, Haskell, LeFlore, Latimer, Pushmataha, McCurtain Counties
- 11.1.6 Southwest Region. Custer, Beckham, Washita, Caddo, Grady, McClain, Jefferson, Stephens, Cotton, Comanche, Tillman, Jackson, Harmon, Greer, Kiowa Counties
- 11.2 These regions have been described in general and variance from them may be allowed at the discretion of the Board of Trustees.

## **ARTICLE 12**

### **Affiliated Societies**

- 12.1 The OHA will establish a formal affiliation agreement with societies representing related interest groups of the health care industry to assure coordination of efforts in the areas of education, advocacy and representation.

## **ARTICLE 13**

### **Amendments**

- 13.1 Bylaws. Proposals for amendment to these bylaws may be initiated by the Board of Trustees or by petition of any twenty (20%) percent of the Association's voting members in good standing.
  - 13.1.1 Every proposed amendment will be submitted in writing to the Association's president and will be referred by the Board of Trustees to the appropriate committee of the Association for study and recommendation.
  - 13.1.2 Proposed amendments and recommendations will be filed with the president at least 90 days prior to the meeting at which such amendment is to be considered. The president will cause notice of each proposed amendment, with recommendations thereon, to be given in writing to voting members of the Association not less than ten days, nor more than ninety days, prior to the meeting at which the amendment is to be considered.

- 13.1.3 After being reported to the membership in the manner described above, an amendment may be adopted and it will become effective upon receiving an affirmative vote of at least two-thirds of the voting members present.
- 13.1.4 The president will review the bylaws biennially to determine any changes needed to the bylaws. The president will report his findings to the Board of Trustees for referral to the Committee on Bylaws.
- 13.2 Articles of Incorporation. The Board of Trustees may recommend from time to time amendments to the Articles of Incorporation, and, in each case, it will direct that each such proposed amendment be submitted to a vote of the institutional members. Meetings of institutional members for such purpose may be held at such time and place, within or without the state of Oklahoma, upon such written notice as may be filed by the chairman of the Board of Trustees or by the Board of Trustees at least thirty days prior to the date of such meetings. A proposed amendment will be adopted upon receiving affirmative votes from at least two-thirds of the voting members represented at such meetings.

## **ARTICLE 14**

### **Fiscal Year**

- 14.1 The Board of Trustees will have the power and authority to fix the fiscal year of the Corporation to begin and end on dates, which it shall determine.

## **ARTICLE 15**

### **Dissolution**

- 15.1 This Association may dissolve and finalize its affairs as follows: The Board of Trustees will adopt a resolution recommending that the Association be dissolved and directing that the question of such dissolution be submitted to a vote at an annual or a special meeting of members. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Association, will be given to each member entitled to vote at such meeting, within the time and in the manner provided for the giving of notice of meetings of members. A resolution to dissolve the Association will be adopted upon receiving at least two-thirds of the votes which members present at such meeting are entitled to cast.
- 15.2 Upon dissolution of the Association, the Board of Trustees will, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively as an organization with purposes and activities similar to this Association as will at the time qualify as an exempt organization or organizations under 501 (c) (4) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees will determine. Any assets not so disposed of will be disposed of by the Court of

competent Jurisdiction in and for the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

**ARTICLE 16**

**Seal**

16.1 The Board of Trustees will provide for a corporate seal.

**ARTICLE 17**

**Parliamentary Authority**

17.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised will govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

**ARTICLE 18**

**Rules and Regulations**

18.1 The Board of Trustees may establish such rules and regulations as it deems necessary for the effective implementation of these bylaws.

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Al Allee, Chairman

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Craig W. Jones, President

(11/85)  
(11/89)  
(11/90)  
(11/98)  
(11/99)  
(11/02)  
(11/09)