



The Ohio Steel Association
Build with Steel

CONSTITUTION
AND
BY-LAWS
of the
OHIO STRUCTURAL STEEL &
ARCHITECTURAL METALS
ASSOCIATION, INC.
dba, OHIO STEEL ASSOCIATION
(OSA)

Founded June 27, 1997

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

ARTICLE I – NAME, PURPOSE AND DEFINITIONS

1. NAME OF ASSOCIATION

A. The name of this Association shall be the OHIO STRUCTURAL STEEL and ARCHITECTURAL METALS ASSOCIATION, INC., dba OHIO STEEL ASSOCIATION (OSA).

2. PURPOSE

A. The objects and purposes for which this organization is formed are:

1. To promote and expand the use of structural steel and architectural metal products as a building material in the State of Ohio.
2. To bring into closer touch those persons with an interest in the use of structural steel and architectural metal products as a construction material.
3. To disseminate accurate and reliable information concerning technical developments, construction techniques, and general business conditions in the structural steel and architectural metal products construction industry.
4. To encourage continuing development of and adherence to appropriate standards of safety and quality in all the activities relating to the design, procurement, fabrication, erection, and maintenance of steel structures and architectural metal products.
5. To work cooperatively and harmoniously with the American Institute of Steel Construction, Inc. (A.I.S.C.) and other industry groups, trade associations, corporations and individuals whose objects and purposes are consistent with the objects and purposes of the Association.
6. To discuss better methods of design, shop practice and erection of structural steel, and architectural metal products, and to foster free and open competition between members, and to meet and discuss matters of interest to the fabricating industry without entering into any agreement, combination, or joint effort that can be construed, under any circumstances, as an illegal restraint on free and open competition.
7. Generally, to perform any act appertaining to the industry not in conflict with the laws of the United States or any other State thereof as the same apply to Associations not formed for profit, it being expressly understood that this organization is not formed for profit, but solely for the carrying out of the objects and purposes above named.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

3. TERMS

A. For the purpose of these By-Laws:

1. The term “Association” shall mean Ohio Structural Steel and Architectural Metals Association, Inc.
2. The term “Regular Meeting” shall mean any meeting of the members of the Association at which a quorum is present.
3. The term “Board” shall mean the Board of Directors of the Association.
4. The term Fabricator Member shall mean a Fabricator Member with full voting rights.
5. The term “Quorum” for any Annual or Special Meeting of the Fabricator Members, shall mean any Fabricator Members of the Association present. With such, all voting matters of the Association may be conducted. See Article III, Section 6.
6. The term “Quorum” for a meeting of the Board of Directors, shall mean a majority of the occupied Seats of the Board of Directors present, in person or electronically, during the time such meeting is conducted. See Article IV, Section 8.
7. The term “Member(s)” shall mean any person, firm or corporation who is granted Fabricator, Associate, Architects and Engineers or Honorary status in the organization. Individuals who represent a Member firm or corporation are not members of the Association, rather, such individuals are representatives of the Member firm or corporation.
8. The term “Proxy” shall mean a documented absentee vote from a qualified voting member of the association, submitted by a qualified voting member of the association.

ARTICLE II - MEMBERSHIP

1. CLASS OF MEMBERS

- A. There may be four classes of members of the Ohio Structural Steel and Architectural Metals Association, Inc. (hereinafter sometimes called the Association). Namely (a) Fabricator Members, (b) Associate Members, (c) Architects and Engineers Members, and (d) Honorary Members.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

- B. Wherever in these By-Laws a specific pronoun is used referring to a member, unless the context shall clearly otherwise require, it should be deemed to refer, where appropriate, to a firm member and a corporate member, as well as to an individual person. Wherever used in these By-Laws, unless the context clearly shows otherwise, the word “member” shall be deemed to mean a member of the Association; the words “Fabricator Member” shall be deemed to mean a Fabricator Member of the Association; the words “Associate Member” shall be deemed to mean an Associate Member of the Association; the words “Architects and Engineers Member” shall be deemed to mean an Architects and Engineers Member of the Association; the words “Honorary Member” shall be deemed to mean an Honorary Member of the Association.

2. QUALIFICATIONS

A. FABRICATOR MEMBER

1. Any person, firm or corporation at the time engaged in the fabrication of structural steel or architectural metal products in the State of Ohio may be admitted to Fabricator Membership in the Association in the manner provided in Section 3.A of this Article II.
2. A firm or corporation shall include any subsidiary or controlled entities, or any entity in which it has a majority interest, engaged in the fabrication of structural steel or architectural metal products.

B. ASSOCIATE MEMBERS

1. Any person, firm or corporation at the time engaged in the manufacture of products, equipment, machinery or other facilities generally used in the fabrication of structural steel or allied metal products, or
2. Any person, firm or corporation at the time engaged in the production and sale of the plain material used in the fabrication of structural steel or architectural metal products or
3. Any person, firm or corporation at the time engaged in some phase of the structural steel or architectural metal products industry not heretofore included in this Section 2, but who, in the opinion of the Board of Directors, would contribute to the general improvement of the business of fabricating, selling and erecting of structural steel and allied metal products, having activity in the United States of America shall be eligible to be admitted as an Associate Member in the manner hereinafter provided in Section 3.A of this Article II.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

C. ARCHITECTS AND ENGINEERS MEMBER

1. Any member or firm who at the time shall be engaged in practice as an architect, engineer, or detailer, or who shall be engaged in teaching any of these professions in a recognized college or university shall be eligible to be admitted as an Architects and Engineers Member of the Association in the manner hereinafter provided in Section 3.A of this Article II, provided that any firm making an application for Architects and Engineers Membership shall have as one or more of its principals an individual engaged in practice as an architect, engineer or detailer.

D. HONORARY MEMBERS

1. Any one or more persons may be admitted to Honorary Membership in the Association in the manner hereinafter provided in Section **3.B** of this Article II.

3. ADMISSION TO MEMBERSHIP

- A. Request for Fabricator Membership, Associate Membership and Architects and Engineers Membership shall be submitted, on the current Board approved application, to the Committee on Membership of the Association in accordance with such rules as may be from time to time established by the said Committee. If such application shall have been approved by the Committee on Membership, the candidate for whom the application was submitted may be admitted to the appropriate Membership category at any regular or special meeting of the Board of Directors, a quorum being present, by a resolution or resolutions adopted by the affirmative vote of a majority of the Board Directors present at such meeting.
- B. Nominations for Honorary Membership shall be presented to the Board of Directors either verbally or in writing. Such candidate may be admitted to Honorary Membership at any Annual Meeting of the members of the Association, a quorum being present, by a resolution or resolutions adopted by the affirmative vote of a majority of the Fabricator Members present, in person or by proxy, at such meeting.
- C. Promptly upon the adoption of any resolution or resolutions admitting any person, firm, or corporation to any one of the four classes of membership in the Association, the Membership Chairperson, or designee of the Association shall notify such person, firm, or corporation of admission to membership in the Association.
- D. Membership applications duly executed by the person, firm or corporation making such application, and shall include an agreement that such person, firm or corporation, if elected to either Fabricator Membership, Associate Membership or Architects and Engineers Membership in the Association, will at all times during the period in which he or she shall remain such a member abide by the terms of the Certificate of Incorporation and of the By-Laws of the Association and of all lawful resolutions at any time or from time to time adopted by the members of the Association.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

- E. Upon the adoption by the Board of Directors of a resolution or resolutions electing an applicant to either Fabricator Membership, Associate Membership or Architects and Engineers Membership in the Association, such applicant shall be and remain a member of the class to which he or she shall have been elected during the period of time that such member shall maintain the same qualifications as those required for his or her election as a new member of the class to which he or she shall have been elected or until such membership shall have been terminated or suspended as provided in these By-Laws.

4. VOLUNTARY WITHDRAWAL

- A. Any member of the Association may withdraw therefrom on a date in the future specified in a written notice sent by such member by registered mail to the Secretary stating in substance that such member desires to withdraw from the Association on such date, provided, however, that no such withdrawal shall become effective at a time when such member shall be in arrears in the payment of dues. Except as otherwise provided in this Section 4, upon the date so specified such member shall cease to be a member of the Association and all his or her rights in respect of the Association and all his or her obligations to or in respect of it, except such obligation as shall have accrued prior to the date so specified, shall terminate.

5. SUSPENSION AND EXPULSION

- A. The membership in the Association of a member thereof may be suspended or a member may be expelled from membership therein:
 - 1. For nonpayment of dues and/or assessments, by the affirmative vote of the majority of the Board Directors present at any regular or special meeting of the Board of Directors, a quorum being present.
 - 2. For action(s) deemed inappropriate by Law, action(s) in violation of the most recent adopted By-Laws and/or any other action(s) deemed inappropriate by the Board of Directors. Expulsion for such must be a majority plus one vote by the Board Directors present at any regular or special meeting of the Board of Directors, provided a quorum is present.
 - 3. The president will issue a letter notifying the Member and/or the individual representing the Member firm of suspensions or expulsion.
- B. Any person, firm, or corporation who shall have been expelled from membership may again be admitted to membership in the Association in the manner provided in Section 3 of this Article II.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

6. DISQUALIFICATION AND TRANSFERS

A. Any member who fails to maintain the same qualifications as those required for his or her election, of the class to which he or she shall have been elected, and who shall not be eligible for a transfer to another class of membership, shall cease to be a member of the Association. Upon receipt of evidence of a member's failure to maintain the qualifications of the class of member to which he or she shall have been elected, the Board of Directors at any regular or special meeting thereof, a quorum being present, may adopt a resolution or resolutions disqualifying such member or transferring him or her to another class to which he or she shall be qualified, as the case may be, by the affirmative vote by the majority of the Board Directors present at such meeting.

7. DUES, ASSESSMENTS and FEES

A. Annual dues shall be assessed each member and shall be payable in advance, with no provision for prorated first year dues for new members. The amount of annual dues shall be determined annually by the Board of Directors. Any member who becomes ninety (90) days past due in payment of annual dues may be expelled by a majority plus one vote of the Board of Directors.

ARTICLE III – MEETING OF MEMBERS

1. ANNUAL MEETING

A. The Annual Members Meeting of the Association, for the election of Board Directors, and, for the transaction of such other business as may properly come before such meeting, shall be held within the first three months of the year. Date, time and location of such meeting to be determined by the Board Directors with notice presented to the general membership via, but not limited to, electronic communication. Such notice shall be executed at least fourteen (14) days prior to any meeting time.

2. REGULAR MEETINGS

A. Regular Members Meetings shall be a minimum of (2) additional meetings after the Annual Meeting. Meeting intervals between the Annual meeting and the minimum two (2) Regular meetings to be generally three (3) months apart. Date, time and location of such meeting to be determined by the Board Directors with notice presented to the general membership via, but not limited to, electronic communication. Such notice shall be executed at least fourteen (14) days prior to any meeting time.

3. FISCAL YEAR

A. The fiscal year of the Association shall follow the calendar year.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

4. ORDER OF BUSINESS

- A. The order of business of any meeting shall be, so far as applicable, as follows:
- Roll call
 - Proof of meeting and a quorum present
 - Acceptance of meeting minutes and actions therein
 - Reports of officers (President and Treasurer's Report)
 - Reports of committees
 - Associate Reports (Mill, Service Centers and Joist/Deck Suppliers)
 - Unfinished business
 - New business
 - Topic/Speaker
- B. Whenever not otherwise specified and when not in conflict with these By-Laws, Robert's Rules of Order or similar procedure shall govern in the conduct of the meetings.

5. VOTING

- A. At each meeting of the Fabricator Members of the Association, each Fabricator Member shall be entitled to cast one vote. Each Fabricator Member (firm, corporation or individual) is entitled to cast one (1) vote.
- B. An Associate Member that is, at the time, serving as a Board of Director, shall be granted full voting rights at each meeting of the Fabricator Members of the Association.
- C. Except as provided in Section 3, Article IV of these By-Laws, at each meeting of the Fabricator Members, all matters, including the election of Board Directors, shall be decided by the affirmative vote of a majority of the Fabricator Members present in person or by proxy, except those matters the manner of deciding which is expressly required by law, which matters shall be decided as required by law. Each ballot shall be signed by the proxy of the Fabricator Member in whose behalf the vote shall be cast, or in the case of an individual Fabricator Member, by such Fabricator Member, or by his or her proxy.
- D. Upon demand, any Fabricator Member of the Association, present in person or by proxy at any meeting, may call for a vote. Such vote shall be by ballot and shall be taken immediately.
- E. Any Fabricator Member may, and in the event such member is a firm or corporation, each firm or corporation Fabricator Member shall register with the Nominating Committee Chairperson an individual to serve as a proxy to act for such Fabricator Member as and to the extent therein provided.
- F. Proof of proxy votes must be authenticated via hard copy or electronically at the time ballots are counted.
- G. Voting of Board Directors will take place at the Annual Members Meeting.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

6. QUORUM

- A. Fabricator* Members who may be present at any Annual or Special Meeting, shall constitute a quorum of the membership, so long as notice was given to all Fabricator* Members as provided here in Section 1 and 2, Article III.

ARTICLE IV – BOARD OF DIRECTORS

1. NUMBER; TIME OF HOLDING OFFICE; QUALIFICATIONS

- A. The business and all activities of the Association shall be managed by a Board of Directors, each of whom shall be either a member or an employee of a member company. The Board of Directors shall consist of nine (9) members, who shall be elected for a three (3) year term at an Annual Meeting of the Association and shall serve until their successors are elected and qualified or the maximum consecutive term limit is met.
- B. A minimum of eight (8) board seats are to be filled by a qualified Fabricator Member. One board seat may be filled by a qualified Associate Member. An Associate Member occupying a board seat will be granted full voting rights for issues voted on by the board and by the general assembly of members.
- C. Terms served by Board Directors shall be staggered so that one-third of the board seats are voted on each year.
- D. An individual employed by a Fabricator Member company may serve as a Board of Director. Each Board seat holds a three (3) year term. Consecutive terms served are limited to five (5) terms.
- E. A maximum of two individuals from the same Fabricator Member company/firm may serve as a Board Director simultaneously, however, such individuals from the same company may not serve as Board Officers simultaneously.
- F. An individual employed by an Associate Member company may serve as a Board Director consecutively for one (1) three (3) year term. A second individual from the same Associate Member Company may not serve sequentially after the first individual's term is served.

2. REMOVAL OF BOARD DIRECTORS

- A. Any Board Director may be removed, either with or without cause, at any meeting of the Fabricator Members of the Association by the affirmative vote of all the Fabricator Members of the Association who are present in person or by proxy.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

3. RESIGNATIONS

A. Any Board Director may resign at any time by giving written notice of his resignation to the Secretary, who shall convey it to the Board. Such resignation shall take effect at the time specified in such notice, and acceptance of such resignation shall not be necessary in order to make it effective.

4. VACANCIES

A. Any vacancy on the Board of Directors may be filled by a majority vote of the remaining members of the Board for the unexpired period.

B. Only eligible members, as defined in Article IV, Section 1, may be appointed to fill a Board Seat. Immediate Past President and Past Presidents not serving on the Board at the time are eligible for appointment.

5. ANNUAL AND REGULAR MEETINGS

A. The Board will hold an “Annual Meeting of the Board” in January or, in case of an emergency, as soon as practical thereafter. As well, the Board will hold a minimum of (2) additional meetings that run concurrent with the membership meetings. Date, time and location of such meeting to be determined by the President with notice presented to the Board of Members via, but not limited to, electronic communication. Such notice shall be executed at least fourteen (14) days prior to any meeting time.

B. Special meetings may be held at the discretion of the President or the President’s designee. “In-person” special meetings to follow notification process as directed in Section 5.A of this Article IV. A “Meeting by Electronic Communication” does not require a notification prior to such meeting.

a. Electronic communication must maintain a chain of communication and be communicated to all Board Directors. Such communication and only such communication will serve as the meeting minutes. President, or designee will oversee that the electronic meeting minutes are saved in the same manner as the “in person” meeting minutes are saved.

6. ORDER OF BUSINESS

A. The order of business of any Board meeting shall be, so far as applicable, as follows:

- Proof of meeting and a quorum present
- Acceptance of meeting minutes and actions therein
- President Report
- Unfinished business
- New Business

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

7. VOTING

- A. Each individual Board Director shall be entitled to cast one vote for all matters voted on by the Board.
- B. For votes cast at “in person” meetings, a simple majority of the Board Directors present and by proxy will determine the outcome, provided there is a quorum present.
- C. For votes cast at a “Meeting by Electronic Communication”, a majority of the Board Directors must cast a vote to establish a quorum to validate the results of the vote. Votes requested through a “Meeting by Electronic Communication” to allow (5) five calendar days for Board Directors to respond or until a majority decision has been met.
 - a. The President or a majority of the Board (Board seats occupied at that time) may place the electronic voting process of a particular issue on hold until the next “in-person” board meeting.

8. QUORUM

- A. A majority of the Board of Directors (Board seats occupied at that time) shall constitute a quorum for transaction of business, but a lesser number may meet and propose resolution, which shall become binding when assented to by a majority of the Board Members at a subsequent meeting.

ARTICLE V - OFFICERS

1. OFFICERS

- A. The Officers of the Association consisting of President, Vice President and Secretary/Treasurer, shall be elected by the Board from among its own members, and shall serve for a period of one (1) year, or until their successors are elected and qualified, with the understanding of a customary office holding a period of four (4) consecutive one-year terms per office.
- B. Officer Positions listed in section 1.1 of this article shall only be occupied by a Fabricator Member.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

2. POWERS AND DUTIES OF THE PRESIDENT

A. The President shall preside at all meetings of the Members and of the Board. The President shall appoint such committees as are outlined under Article VI, Section 1, and perform other duties such as:

- Assure the organization follows the most recent revision of the By-Laws.
- Members meeting topic and Members meeting agenda
- Board meeting agenda
- Oversee voting process at Member meetings and Board of Director meetings
- Monitor the overall health, strength and continuity of the organization

3. POWERS AND DUTIES OF THE VICE PRESIDENT

A. The Vice President shall assist the President. In the absence of the President, the Vice President shall assume all duties of the President.

4. POWERS AND DUTIES OF THE TREASURER

A. The Treasurer or designee shall perform all the duties incident to the office of Treasurer and is subject to the direction of the Board of Directors. The treasurer is responsible to account and oversee all funds of the Association. The Treasurer may self-perform or subcontract the activity of the account.

B. At the option and discretion of the Board, the Treasurer may be bonded.

B. Treasurer to present a summary status of the accounts at each member meeting. The Treasurer to present the account activity to the Board of Directors at the Board meeting.

5. POWERS AND DUTIES OF THE SECRETARY

A. The Secretary or designee shall perform all duties incident to the position of Secretary and is subject to the direction of the Board of Directors. The Secretary shall be the business manager of the Association and assume such duties of the Association as the Board may designate, such as but not limited to, recording minutes of each meeting, transmitting all correspondence to the membership and keeping all records of the Association. The Secretary will be under the supervision of the President and Treasurer. The Board of Directors may subcontract a firm or individual to perform the duties of the Secretary. Such duties shall be defined by the Board of Directors. A subcontracted firm or person performing the duties of the Secretary shall have no vote or Membership status. The Executive Secretary's compensation and term of service shall be fixed by the Board.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

6. IMMEDIATE PAST PRESIDENT AND PAST PRESIDENTS

- A. Upon completion of the obligations as President, such Member will be given the title of “Immediate Past President”. All other formal Presidents will be labeled “Past President”.
- B. An Immediate Past President, who no longer serves as an elected Board Director, may be invited to attend meetings of the Board. Such will be granted voting power limited to breaking a tie vote of the Board Directors.
- C. With the authorization of the majority of the Board Directors (board seats occupied at that time), Past Presidents may continue to serve the remainder of the term, as well as, serve additional terms according to the terms described in Article IV of these By-Laws.

7. COMPENSATION

- A. The Officers, Board Directors and Committee Members shall serve as such without compensation however, the Board may, at its discretion, reimburse any member of the Association for expenses incurred on behalf of the Association.

8. RESIGNATION

- A. Any officer may resign at any time by giving written notice of resignation to the Board. Such resignation shall take effect at the time specified in such notice. Acceptance of such resignation shall not be necessary in order to make it effective.

9. VACANCIES

- A. Any vacancy of the executive offices for the Board of Directors may be filled by the remaining Board Directors, with a majority vote, for the unexpired period.

ARTICLE VI - COMMITTEES

1. NOMINATING COMMITTEE

- A. Before each Annual Meeting of the Members, the President shall appoint a Nominating Committee and Chairperson, whose duty shall be to oversee the nominating process of the election to the Board of Directors. The Nominating Committee shall be responsible for the following:

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

- Open the floor for nominations
 - Receive nominee names, verify the nominees meet the criteria within these By-Laws and present such nominees to the Board for final approval
 - Create, distribute and collect the voting ballots
 - Tally the votes and deliver the results to the President
- B. The number of candidates must be equal to or greater than the Board seats set to expire in the Annual Members Meeting.
- C. Top three candidates who receive the most votes will be elected as Board Directors, however, no more than one Associate Member candidate can be granted a board seat as per Article IV, Section 1.2.
- D. In the event of a tie, the candidates tied for a seat shall have a re-vote by ballot. In the event of second tie vote, the nominating committee, or designees, for a total of three (3) Board Directors, shall determine the outcome by majority vote.

2. MEMBERSHIP & MARKETING COMMITTEE

- A. The President shall appoint a Committee Chairperson, whose duty shall be to oversee and perform the directives given in Article II – Membership, of these By-Laws, as well as, oversee Marketing of this Association.
- B. The Chairperson will report to the Board of Directors.

3. OTHER COMMITTEES

- A. The President may establish other committees as are deemed necessary by the President and/or the Board of Directors.
- B. The President will oversee the appointment of Committee Chairpersons.
- C. The Board of Directors to establish and monitor the responsibilities of the Committee Chairpersons.
- D. The Chairpersons will report to the Board of Directors.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

ARTICLE VII - AMENDMENTS

1. AMENDEMENTS OF BY-LAWS

- A. These By-Laws may be amended at any regular meeting of the members by a two-thirds super-majority vote of **Fabricator** members present, provided a quorum exists, or by proxy vote of two-thirds super-majority of Fabricator Members under the same procedure as the calling of a Special Meeting (Article III, Section 1.2.)

ARTICLE VIII – ASSOCIATION PROPERTY

1. COPYRIGHT

- A. The Association claims copyright protection on all its work products. Included are the Association's name and designs for logos, letterheads, and other graphic and written work.

2. AUTHORIZED SIGNATURE AND SPENDING FUNDS

- A. At any time, two (2) Fabricator Board Directors shall have authorization to the funds with the Association's financial institution. Authorized Board members may dually designate and authorize a member of this Association to make an authorized purchase.
- B. Expenditures to receive prior authorization by either the President, an authorized Board Director whose name appears on the bank accounts of the Association or a Majority of the Board of Directors.

3. MISCELLANEOUS

- A. On an annual basis, the Board of Directors will seek and maintain insurance coverage for this Association and for the Board of Directors for the risk associated with doing the business of this Association. The cost of this insurance is the responsibility of this Association.

*Also a part of the June 2019 Dinsmore Revision

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