

BYLAWS
FOR THE
OHIO RIVER SURFING ASSOCIATION

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1. ARTICLE 1 - PRE-AMBLE

1.1. The name of the society is the *Ohio River Surfing Association* or the *Ohio RSA* 1.2. This document is the general bylaws of the Ohio RSA. These bylaws regulate the transaction of business and affairs of the Ohio RSA

2. ARTICLE 2 - OBJECTS OF THE SOCIETY

2.1. See separate document Objects of the Ohio RSA

3. ARTICLE 3 - MEMBERSHIP

3.1. Categories of Members

3.1.1. The Members of the Society are:

- 3.1.1.1. Associate Members
- 3.1.1.2. Full Members
- 3.1.1.3. Life Members
- 3.1.1.4. Honorary Members
- 3.1.1.5. Corporate Member
- 3.1.1.6. Not-For-Profit Member

3.1.2. Associate Members

3.1.2.1. An individual is eligible to become an Associate Member provided they: 3.1.2.1.1.

Share the objectives of the Society as defined in Objects of the Society; and

3.1.2.1.2. Have paid the membership fee or

- 3.1.2.1.2.1. Are a member in good standing of a River Surfing Association Member of the Society

3.1.3. Full Members

3.1.3.1. An individual becomes a Full Member provided they:

3.1.3.1.1. Have been an Associate Member for at least five (5) years;

3.1.3.1.2. Reside and surf in Ohio; and

3.1.3.1.3. Are a member in good standing.

3.1.3.2. An Associate Member may become a Full Member, provided they:

3.1.3.2.1. Have been an Associate Member for at least one (1) year;

3.1.3.2.2. Reside and surf in Ohio;

3.1.3.2.3. Are a member in good standing; and

3.1.3.2.4. The Board of Directors unanimously votes in favour of the Associate Member becoming a Full Member.

3.1.4. Life Members

3.1.4.1. An individual is eligible to become a Life Member, provided they:

3.1.4.1.1. Have been a Full Member for at least ten (10) years;

3.1.4.1.2. Are at least 65 years of age; and

3.1.4.1.3. Apply to the Board of Directors in email or equivalent to become a Life Member.

3.1.5. Honorary Member

3.1.5.1. An individual may become an Honorary Member if the Voting Members at a general

Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

3.1.6. Corporate Member

3.1.6.1. A for profit business is eligible to become a Corporate Member provided they:

3.1.6.1.1. Exist in Ohio;

3.1.6.1.2. Support Objectives of the Society as defined in the Objects of the Society;

3.1.6.1.3. Have paid the membership fee; and

3.1.6.1.4. Receive approval from the Board.

3.1.6.1.4.1. Board may require conditions be met before providing approval

3.1.7. Not-For-Profit Member

3.1.7.1. A not-for-profit organization is eligible to become a Not-For-Profit Member provided they:

3.1.7.1.1. Exist in Ohio;

3.1.7.1.2. Support Objectives of the Society as defined in the Objects of the Society;

3.1.7.1.3. Have paid the membership fee; and

3.1.7.1.4. Receive approval from the Board.

3.1.7.1.4.1. Board may require conditions be met before providing approval

3.1.8. River Surfing Association Member (RSA Member)

3.1.8.1. A RSA is eligible to become a RSA Member provided they:

3.1.8.1.1. Exist in Ohio;

3.1.8.1.2. Are an Ohio registered Not-For-Profit representing river surfers in an area of Ohio

3.1.8.1.3. Support the Objectives of the Society as defined in the Objects of the Society;

3.1.8.1.4. Have paid the membership fee; and

3.1.8.1.5. Receive approval from the Board.

3.1.8.1.5.1. Board may require conditions be met before providing approval 3.2.

Admission of Members

3.2.1. Any individual or business or not-for-profit or RSA may become a Member in the appropriate category by meeting the requirements in Article 3.1. The individual or business or not-for-profit or RSA will be entered as a Member under the appropriate category in the Register of Members.

3.3. Membership Fees

3.3.1. Membership year

3.3.1.1. The membership year is January 1 to December 31

3.3.2. Setting Membership Fees

3.3.2.1. The Board decides annual membership fees for each category of Member.

3.3.2.2. The Board can change annual membership fees for each category of Member.

3.3.2.3. The Board retains the discretion to waive or reduce any membership fee for extenuating circumstances.

3.3.3. Payment Date for Fees

3.3.3.1. The annual membership fees must be paid on or before February 1 of every year.

3.4. Rights and Privileges of Members

3.4.1. Any Member in good standing is entitled to:

- 3.4.1.1. receive notice of meetings of the Society;
- 3.4.1.2. attend any meeting of the Society;
- 3.4.1.3. speak at any meeting of the Society; and
- 3.4.1.4. exercise any other rights and privileges given to Members in these bylaws.

3.4.2. Voting Members

3.4.2.1. The only Members who can vote at meetings of the Society are:

- 3.4.2.1.1. Full Members in good standing who are at least eighteen (18) years old; and
- 3.4.2.1.2. Life Members in good standing.

3.4.3. Number of Votes

3.4.3.1. A voting Member is entitled to one (1) vote at a meeting of the Society.

3.4.4. Member in Good Standing

3.4.4.1. A Member is in good standing when:

- 3.4.4.1.1. the Member has paid membership fees or other required fees to the Society; and
- 3.4.4.1.2. the Member is not suspended as a Member.

3.5. Suspension of Membership

3.5.1. Decision to Suspend

3.5.1.1. The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

- 3.5.1.1.1. if the Member has failed to abide by the Bylaws;
- 3.5.1.1.2. if the Member has been disloyal to the Society;
- 3.5.1.1.3. if the Member has disrupted meetings or functions of the Society; or
- 3.5.1.1.4. if the Member has done anything, or failed to do anything, deemed to be harmful to the Society or its objects.

3.5.2. Notice to the Member

3.5.2.1. The affected member will receive notice of the date and time of the Special Meeting for suspension. The Member will receive at least two (2) weeks notice before the Special Meeting.

3.5.2.2. The notice will be sent by email or regular mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

3.5.2.3. The notice will state the reasons why suspension is being considered.

3.5.3. Decision of the Board

3.5.3.1. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.5.3.2. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

3.5.3.3. The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.5.3.4. The decision of the Board is final.

3.6. Termination of Membership

3.6.1. Resignation

3.6.1.1. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

3.6.1.2. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.6.2. Death

3.6.2.1. The membership of a Member is ended upon their death.

3.6.3. Deemed Withdrawal

3.6.3.1. If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.

3.6.3.2. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.6.4. Expulsion

3.6.4.1. The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

3.6.4.2. This decision is final.

3.6.4.3. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.7. Transmission of Membership

3.7.1. No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, is suspended or expelled from the Society.

3.8. Continued Liability for Debts Due

3.8.1. Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.9. Limitation on the Liability of Members

3.9.1. No Member is, in their individual capacity, liable for any debt or liability of the Society

4. ARTICLE 4 - MEETINGS OF THE SOCIETY

4.1. The Annual General Meeting ("AGM")

4.1.1. The Society holds its AGM no later than March 30 of each calendar year. The Board determines the location, date and time of the AGM.

4.2. The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the AGM. This notice states the location, date and time of the AGM, and any business requiring a Special Resolution.

4.3. Agenda for the AGM

4.3.1. The AGM deals with the following matters:

4.3.1.1. adopting the agenda;

4.3.1.2. adopting the minutes of the last AGM;

4.3.1.3. considering the President's report;

- 4.3.1.4. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
 - 4.3.1.5. electing the President (if applicable);
 - 4.3.1.6. electing the Members of the Board (if applicable);
 - 4.3.1.7. considering matters specified in the AGM notice;
 - 4.3.1.8. other specific motions that any Voting Member has given notice of before the AGM is called.
- 4.4. Quorum
- 4.4.1. The lesser of 10% of the Voting Membership or fifteen (15) Voting Members shall constitute a quorum at any meeting of the Society.
- 4.5. Special Meeting of the Society
- 4.5.1. Calling of Special Meeting
 - 4.5.1.1. A Special Meeting may be called at any time:
 - 4.5.1.1.1. by a resolution of the Board of Directors to that effect; or
 - 4.5.1.1.2. upon the written or emailed request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting; or
 - 4.5.1.1.3. upon the written or emailed request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting.
- 4.6. Notice
- 4.6.1. The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the location, date, time and purpose of the Special Meeting.
- 4.7. Agenda for Special Meeting
- 4.7.1. Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 4.8. Procedure at the Special Meeting
- 4.8.1. Any Special Meeting has the same method of voting and the same quorum requirements as the AGM.
- 4.9. Proceedings at the AGM, General Meeting or a Special Meeting
- 4.9.1. Attendance by the Public
 - 4.9.1.1. General Meetings of the Society are open to the public. A majority of the Voting Members present may ask any persons who are not Members to leave.
- 4.10. Failure to Reach Quorum
- 4.10.1. The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and location.
 - 4.10.2. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.
- 4.11. Presiding Office
- 4.11.1. The President chairs every Meeting of the Society.
 - 4.11.2. The Vice-President chairs in the absence of the President.
 - 4.11.3. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Voting Members present choose one (1) of the

Voting Members to chair.

4.12. Adjournment

- 4.12.1. The President may adjourn any General Meeting with the consent of the Voting Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- 4.12.2. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 4.12.3. The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

4.13. Voting

- 4.13.1. Each Voting Member, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used at the discretion of the Board of Directors.
- 4.13.2. The President does not have a second or casting vote in the case of a tie vote. If there is tie vote, the motion is defeated.
- 4.13.3. A Voting Member may not vote by proxy.
- 4.13.4. A two-thirds ($\frac{2}{3}$) majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 4.13.5. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 4.13.6. The Board of Directors may require a ballot vote. In such a case, the Board of Directors may set the time, location and method for the ballot vote. The result of the ballot is the resolution of the General Meeting.
- 4.13.7. The President decides any dispute on any vote. The President decides in good faith, and that decision is final.

4.14. Failure to Give Notice of Meeting

- 4.14.1. No action taken at a General Meeting is invalid due to:
 - 4.14.1.1. accidental omission to give any notice to any Member;
 - 4.14.1.2. any Member not receiving any notice; or
 - 4.14.1.3. any error in any notice that does not affect the Meeting.

5. ARTICLE 5 - THE GOVERNANCE OF THE SOCIETY

5.1. The Board of Directors

5.1.1. Governance and Management of the Society

- 5.1.1.1. The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

5.1.2. Powers and Duties of the Board

- 5.1.2.1. The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:
 - 5.1.2.1.1. Promoting the objects of the Society;
 - 5.1.2.1.2. Promoting membership in the Society;
 - 5.1.2.1.3. Maintaining and protecting the Society's assets and property;
 - 5.1.2.1.4. Approving an annual budget for the Society;
 - 5.1.2.1.5. Paying all expenses for operating and managing the Society;
 - 5.1.2.1.6. Paying persons for services and protecting persons from debts of the

Society;

5.1.2.1.7. Investing any extra monies;

5.1.2.1.8. Financing the operations of the Society, including borrowing or raising monies;

5.1.2.1.9. Making policies for managing and operating the Society;

5.1.2.1.10. Approving all contracts for the Society;

5.1.2.1.11. Maintaining all accounts and financial records of the Society;

5.1.2.1.12. Appointing legal counsel for the Society;

5.1.2.1.13. Confirming and/or appointing Board members as necessary;

5.1.2.1.14. Making policies, rules and regulations for operating the Society and using its facilities and assets;

5.1.2.1.15. Selling, disposing of, or mortgaging any or all of the property of the Society; and

5.1.2.1.16. Without limiting the general responsibility of the Board, delegating its powers and duties to an Executive Committee or paid administrator of the Society.

5.1.3. Composition of the Board

5.1.3.1. The Board consists of:

5.1.3.1.1. the President;

5.1.3.1.2. Five (5) to ten (10) Directors elected at the AGM from among the Voting members;

5.1.3.1.2.1. These Directors include titled roles such as but not limited to Treasurer, Secretary, Vice-President

5.1.3.1.3. The immediate Past President; and

5.1.3.1.4. A representative of the Legacy committee

5.1.3.1.5. Existing board members at the time of acceptance of these bylaws do not require election at the AGM

5.1.3.2. Board members must be:

5.1.3.2.1. Full-Members in good standing;

5.1.4. Term of Service: Existing Directors and the President

5.1.4.1. Existing Directors and President commence a five (5) year term of service on the date of acceptance of these bylaws.

5.1.5. Election of Directors and the President

5.1.5.1. Upon completion of the term of service, or upon a vacant Director(s) or President position, a new Director or President will be elected.

5.1.5.2. Election occurs at the AGM of the Society where the Voting Members elect the Director(s) or President needing replacement.

5.1.5.3. Existing Board Members may be re-elected.

5.1.5.4. Nomination of Directors

5.1.5.4.1. To be included as an option for election Members of the Society must be:

5.1.5.4.1.1. Nominated by two current Directors before the announcement of the relevant AGM,

5.1.5.4.1.2. Full Members,

5.1.5.4.1.3. In good standing with the Society; and

5.1.5.4.1.4. In agreement with their nomination.

5.1.6. Resignation, Death or Removal of a Director

5.1.6.1. A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

5.1.6.2. Board Members may remove any Director including the President and the immediate Past President, before the end of their term. There must be a unanimous vote, excluding the Board Member being voted on, at a Special Meeting called for this purpose.

5.1.6.3. If there is a vacancy on the Board, the remaining Directors may appoint a Full Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

5.1.7. Meetings of the Board

5.1.7.1. The Board holds at least four (4) meetings each year.

5.1.7.2. The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

5.1.7.3. Ten (10) days' notice for Board meetings is emailed to each Board Member. There may be five (5) days' notice by telephone.

5.1.7.4. A majority of the Directors present at any Board meeting is a quorum.

5.1.7.5. If there is no quorum, the President adjourns the meeting to the same time, location, and day of the following week. At least half the Directors present at this later meeting is a quorum.

5.1.7.6. Each Director, including the President and the Past President, has one (1) vote.

5.1.7.7. The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

5.1.7.8. Meetings of the Board may be opened to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board.

5.1.7.9. A majority vote of the Directors opens a Meeting of the Board to Members of the Society.

5.1.7.10. A majority of the Directors present may ask any other Members, or other persons present, to leave.

5.1.7.11. All Directors may agree to a resolution by written confirmation. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.7.12. A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

5.1.7.13. Irregularities or errors done in good faith do not invalidate acts done by any Member of the Board.

5.1.7.14. A Director may waive formal notice of a meeting.

5.2. Officers

5.2.1. The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

5.2.2. Existing Officers hold office until re-elected or until a successor is elected. 5.3. Duties of the Officers of the Society

5.3.1. The President:

5.3.1.1. Supervises the affairs of the Board,

- 5.3.1.2. When present, chairs all meetings of the Society, the Board and the Executive Committee;
 - 5.3.1.3. Is an ex officio member of all Committees;
 - 5.3.1.4. Acts as the spokesperson for the Society;
 - 5.3.1.5. Chairs the Executive Committee; and
 - 5.3.1.6. Carries out other duties assigned by the Board.
- 5.3.2.The Vice President:
- 5.3.2.1. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
 - 5.3.2.2. Stands in place of the President at various functions when asked to do so by the President or the Board;
 - 5.3.2.3. Is a member of the Executive Committee; and
 - 5.3.2.4. Carries out other duties assigned by the Board.
- 5.3.3.The Secretary:
- 5.3.3.1. Attends all meetings of the Society, the Board and the Executive Committee,
 - 5.3.3.2. Keeps accurate minutes of these meetings;
 - 5.3.3.3. Has charge of the Board's correspondence;
 - 5.3.3.4. Creates and maintains a record of names and addresses of all Members of the society;
 - 5.3.3.5. Ensures all notices of various meetings are sent;
 - 5.3.3.6. Collects and deposits annual fees;
 - 5.3.3.7. Keeps the Seal of the Society;
 - 5.3.3.8. Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
 - 5.3.3.9. Carries out other duties assigned by the Board.
 - 5.3.3.10. The Secretary may designate their duties to another Board Member with the consent of the President.
- 5.3.4.The Treasurer:
- 5.3.4.1. Deposits all monies paid to the Society in a chartered bank, treasury branch or trust company chosen by the Board;
 - 5.3.4.2. Upon request, presents to the Board a detailed account of revenues and expenditures;
 - 5.3.4.3. Prepares an audited statement of the financial position of the Society and presents it at the AGM;
 - 5.3.4.4. Is a member of the Executive Committee; and
 - 5.3.4.5. Carries out other duties assigned by the Board.
 - 5.3.4.6. The Treasurer may designate their duties to another Board Member with the consent of the President
- 5.3.5.The Past President:
- 5.3.5.1. Carries out duties as assigned by the Board.
- 5.4. Board Committees
- 5.4.1.Establishing Committees
 - 5.4.1.1. The Board may appoint committees to advise the Board.
 - 5.4.2.General Procedures for Committees
 - 5.4.2.1. A Board Member chairs each committee created by the Board. The Chairperson calls committee meetings. Each committee:

5.4.2.1.1. records minutes of its meetings;

5.4.2.1.2. distributes these minutes to the committee members and to the Chairpersons of all other committees; and

5.4.2.1.3. provides reports to each Board meeting at the Board's request. 5.4.2.2. The meeting Notice must be in writing five (5) business days before the scheduled date of the meeting. The notice states the date, location and time of the committee meeting. Committee members may waive notice.

5.4.2.3. A majority of the committee members present at a meeting is a quorum. 5.4.2.4. Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie. A tie vote is defeated.

5.4.3. Legacy Committee

5.4.3.1. The purpose of the Legacy Committee is to provide connection to the knowledge and experience of past Board Members

5.4.3.2. The Legacy Committee consists of past board members of the Society

5.4.3.3. The Legacy Committee determines their representative by majority vote of members of the Legacy Committee

5.4.3.3.1. Each member of the Legacy Committee has one vote

5.5. The Executive Director

5.5.1. The Board may hire an Executive Director to carry out assigned duties.

5.5.2. The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

5.5.3. The Executive Director acts as the administrative officer of the board by:

5.5.3.1. attending board, and other meetings, as required;

5.5.3.2. hiring, supervising, evaluating and releasing all other paid staff;

5.5.3.3. interpreting and applying the Board's policies;

5.5.3.4. keeping the Board informed about the affairs of the Society;

5.5.3.5. maintaining the Society's financial records, meeting minutes and other documentation;

5.5.3.6. preparing budgets for Board approval;

5.5.3.7. planning programs and services based on the Board's priorities;

5.5.3.8. identifying and seeking new sources of funding; and

5.5.3.9. carrying out other duties assigned by the Board.

5.5.4. Any employee of the Society may file a complaint directly to the Board at any time.

6. ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1. The Registered Office

6.1.1. The Registered Office of the Society location is as per filing with the Corporate registry.

6.2. Finance and Auditing

6.2.1. The fiscal year of the Society ends on December 31 of each year.

6.2.2. There must be an audit of the books, accounts and records of the Society at least once each year.

6.3. Seal of the Society

6.3.1. The Board may adopt a seal as the Seal of the Society.

- 6.3.2. The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 6.3.3. The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.
- 6.4. Cheques and Contracts of the Society
 - 6.4.1. The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign their own pay cheque.
 - 6.4.2. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
 - 6.4.3. All payments or contracts above \$500 require Board approval.
- 6.5. The Keeping and Inspection of the Books and Records of the Society
 - 6.5.1. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
 - 6.5.2. The Secretary keeps the original digital Minute Books.
 - 6.5.3. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
 - 6.5.4. The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
 - 6.5.5. The Board can allow members to inspect the books and records of the Society.
- 6.6. Borrowing Powers
 - 6.6.1. The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
 - 6.6.2. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 6.7. Payments
 - 6.7.1. No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.
 - 6.7.2. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 6.8. Protection and Indemnity of Directors and Officers
 - 6.8.1. Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
 - 6.8.2. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the society, unless the act is fraud, dishonesty or bad faith.
 - 6.8.3. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 6.9. Conflicts of Interest
 - 6.9.1. Conflicts of Interest shall be handled as per the Conflict of Interest Policy approved by the

Board of Directors.

7. ARTICLE 7 - AMENDING THE BYLAWS

7.1. These by-laws can only be changed by a special resolution of the members. Special Resolution is defined as per the Societies Act of Ohio in Section 1(d).

8. ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

8.1. The Society does not pay any dividends or distribute its property among its Members. 8.2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of this Society. 8.3. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

