

THE OHIO ASSOCIATION OF ADULT SERVICES

CODE OF REGULATIONS

Effective November 5, 2004

ARTICLE I - MEMBERSHIP

Section 1.1 - Active Membership

- A. Any individual, partnership, firm, association, or corporation engaged in the provision of community-based support services in the state of Ohio for adults with developmental disabilities operated under the auspices and jurisdiction of county boards of mental retardation and developmental disabilities shall be eligible for Active membership.
- B. It shall become an Active Member upon submitting an application and being issued a certificate of membership in accordance with procedures and standards established by the Board of Trustees or its delegate.
- C. Each Active Member in good standing shall be a voting member of the Association.

Section 1.2 - Associate Membership

- A. Any individual, partnership, firm, association, or corporation having an interest in promoting the policies and activities of the Association, and possessing such other qualifications as may be established from time to time by the Board of Trustees, shall be eligible for Associate membership.
- B. Such individual, partnership, firm, association, or corporation shall become an Associate Member in accordance with procedures established by the Board of Trustees or its delegate.
- C. Each Associate Member in good standing shall be a non-voting member of the Association.

Section 1.3 - Workers' Compensation Group Members

The Board of Trustees may vote to include participants who are neither Active nor Associate Members in the Workers' Compensation Group sponsored by the Association when such participants meet qualifications defined by the Bureau of Workers' Compensation.

Section 1.4 - Representation of Active Members

- A. All Active Members shall be represented in the Association by the administrator or his/her designee in charge of the direction and operation of the service program which entitles the organization to Active membership, regardless of the title of such person within the organization.
- B. The organization or individual admitted to Active membership shall certify to the Secretary, in accordance with the procedures established by law or by its governing documents, the name of the individual entitled to represent it in the Association. In the case of a corporation, the certification shall be by one of the following: its chairperson of the board, president, any vice president, secretary, or treasurer, or by resolution of its trustees, directors, or executive committee. If there is a dispute as to the qualifications of the person so designated to represent the organization, it shall be resolved by the Board of Trustees.
- C. The Association shall be entitled to recognize the person so certified to the Secretary, or so determined by the Board of Trustees, as the representative of the Active Member, until such time as actual notice to the contrary is served on the Secretary of the Association.

Section 1.5 - Resignation

Any member may resign from the Association by giving written notice to the Secretary. The Secretary shall present the notice at the next meeting of the Board of Trustees or the Executive Committee. The resignation shall not affect the member's liability with respect to any unfilled obligation on its part at the time of the resignation.

Section 1.6 - Suspension or Expulsion

- A. Any member in default in the payment of its dues or other charges shall not be entitled to exercise any privileges of membership until the default is cured.
- B. Any member whose dues are in arrears for more than three (3) months, or whose conduct is considered prejudicial to the best interests of the Association:
 - 1.) may be suspended or expelled by a two-thirds vote of the Board of Trustees taken at a meeting;
 - 2.) shall be mailed, to its address appearing on the rolls of the Association at least fifteen (15) days prior to the day of the meeting, notice of the charges and time and place of the meeting at which they are to be considered;
 - 3.) shall be given reasonable opportunity to present a defense at the meeting.

Section 1.7 - Reinstatement

- A. A member which has resigned in good standing may be reinstated without prejudice.
- B. A member which has been suspended or expelled for non-payment of dues may be reinstated upon payment of outstanding debts.
- C. A member which has been suspended for any other reason may be reinstated in accordance with the terms of the suspension.
- D. A member which has been expelled for any other reason may be reinstated if, at a meeting, the Board of Trustees determines by a two-thirds vote that the grounds for its expulsion no longer exist.

Section 1.8 - Membership Fees

Membership fees shall consist of annual dues and special assessments as herein provided:

- A. The Board of Trustees shall establish the rates of annual dues for Active and Associate Members by majority vote. The rates of annual dues shall remain in effect until changed by majority vote of the quorum of the Board.
- B. The Board may, in addition, make special assessments to Active and Associate Members in order to raise additional funds. Special assessments shall be considered based on individual issues, may be mandatory or optional, and shall require a majority vote by the Board. Special assessments shall be valid for only one (1) year.
- C. Workers' Compensation Group participants who are not Active or Associate Members of the Association will pay 10% of their projected annual savings to OAAS as a condition of participation each calendar year.

All annual dues and special assessments with respect to any year shall be due and payable January 1st unless the Board of Trustees makes provision for installment payments.

ARTICLE II - MEETINGS OF MEMBERS

Section 2.1 - Places of Meetings

All meetings shall be held at such place as may be determined by the Board of Trustees, or in the absence of such determination, in Columbus, Ohio.

Section 2.2 - Meetings

Meetings of members may be called by any of the following:

- A. the President or, in case of the President's absence, death, or disability, the Vice-President authorized to exercise the authority of the President;
- B. the Trustees by action at a meeting or a majority of the Trustees acting without a meeting;
- C. the lesser of ten (10) percent of the Active Members or twenty-five (25) of such members.

Section 2.3 - Attendance

- A. All Active Members in good standing shall be entitled to notice of, and to attend and participate in all meetings of members.
- B. Associate Members shall be entitled to notice of and to attend and participate (other than to vote) at meetings of members, but only to the extent expressly provided by resolution of the Board of Trustees or of the Active Members at the meeting. However, failure to give any Associate Member notice shall not affect the validity of action taken at the meeting.

Section 2.4 - Notice

- A. Written notice stating the time and place of a meeting of members and the purpose or purposes for which the meeting is called shall be given either by personal delivery, telephone, mail, or other electronic means of communication not less than twenty-four (24) hours prior to the meeting:
 - 1.) to each Active Member in good standing and to each Associate Member entitled thereto;
 - 2.) by or at the direction of the President or the Secretary or by persons or members calling the meeting.
- B. Such notice shall be addressed to the member at his/her address as it appears on the records of the Association.
- C. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- D. Notice of meetings may be waived as provided by law.

Section 2.5 - Mail Ballots

- A. Mail ballots include ballots submitted by mail, fax, or other means as long as the other provisions of this section are followed. Any vote or other action required under these Regulations to be taken by the voting members of the Association may be conducted by mail ballot.
- B. Whenever a mail ballot is to be conducted with respect to action to be taken at a meeting of members, the ballot shall:
 - 1.) be enclosed with the notice of the meeting;
 - 2.) make provision for the member to indicate their vote on the action to be taken and for the member's representative to date and sign the ballot;
 - 3.) state the address at which the ballot is to be returned and the time by which it must be returned.
- C. A mail ballot, in order to be effective, must be signed and dated by the Active Member's representative and be received at the address indicated on the ballot no later than 5:00 p.m. local time on the date referenced on the ballot.
- D. Any mail ballot may be amended or revoked by a subsequent mail ballot so long as the subsequent ballot is properly executed and received in a timely manner.
- E. The action taken by a majority of those voting members whose ballots are properly executed and received in a timely manner shall be taken as the action of the members with respect to the matter(s) referenced on the mail ballot.

Section 2.6 - Proxies

Subject to such limitations as may be imposed by the Board of Trustees, the representative of an Active Member may designate a proxy to act in his/her stead at any meeting of the members.

- A. The proxy shall be either a bona fide trustee, officer or supervisory person of the Active Member, or the representative of another Active Member.
- B. The Officers and Trustees are not authorized to solicit proxies from the membership.
- C. A proxy, as designated, shall have the right to participate in the vote on behalf of the Active Member at the meeting.

Section 2.7 - Quorum and Voting at Meetings

- A. Active Members present at meetings of members, either in person, by proxy, or by mail ballot, who come from a majority of the Districts established in Article III for the election of District Trustees, shall constitute a quorum for the meeting.
- B. Any District which does not have an Active Member in the Association shall not be taken into consideration for quorum purposes.
- C. The affirmative vote of a majority of the Active Members voting, either in person or by proxy, at a meeting at which a quorum is present, shall be necessary for the authorization of taking any action voted upon by the members, unless the law, the Articles of Incorporation, or these Regulations require a different proportion or number of Active Members.

ARTICLE III - TRUSTEES

Section 3.1 - Authority

All of the authority of the Association shall be exercised by the Board of Trustees, except where the law, the Articles of Incorporation, or these Regulations require that action be otherwise taken or authorized.

Section 3.2 - Number and Composition

The Board of Trustees shall be comprised of no less than nine (9) Trustees, the exact number of which may be determined from time to time by the Board Trustees. Effective January 1, 1998, the Trustees shall be divided into the following general classifications: District Trustees, Officer Trustees, Past President, and At-Large Trustees.

Section 3.3 - District Trustees

A. Classification and Number

One (1) District Trustee shall be elected from each of the following Districts within the state of Ohio:

- 1.) Southwest District shall be comprised of Active Members serving the following counties: Butler, Warren, Clinton, Hamilton, Brown, Adams, Highland, Greene, Clermont, Fayette, and Montgomery;
- 2.) West Central District shall be comprised of Active Members serving the following counties: Darke, Shelby, Logan, Miami, Champaign, Clark, Preble, Mercer, and Auglaize;

- 3.) East Central District shall be comprised of Active Members serving the following counties: Holmes, Tuscarawas, Carroll, Harrison, Jefferson, Coshocton, Columbiana, and Wayne;
- 4.) Northwest District shall be comprised of Active Members serving the following counties: Fulton, Williams, Lucas, Defiance, Henry, Wood, Paulding, Hancock, Hardin, Putnam, Van Wert, and Allen;
- 5.) Northeast District shall be comprised of Active Members serving the following counties: Medina, Summit, Portage, Trumbull, Mahoning, Ashtabula, Cuyahoga, Geauga, Stark, and Lake;
- 6.) Southeast District shall be comprised of Active Members serving the following counties: Muskingum, Guernsey, Belmont, Perry, Morgan, Noble, Monroe, Athens, and Washington;
- 7.) Central District shall be comprised of Active Members serving the following counties: Marion, Union, Delaware, Licking, Knox, Madison, Morrow, Franklin, and Fairfield;
- 8.) North Central District shall be comprised of Active Members serving the following counties: Erie, Huron, Lorain, Ottawa, Sandusky, Seneca, Wyandot, Crawford, Richland, and Ashland;
- 9.) South Central District shall be comprised of Active Members serving the following counties: Pickaway, Hocking, Ross, Vinton, Meigs, Pike, Jackson, Gallia, Lawrence, and Scioto.

The foregoing Districts shall not be changed except by amendment to these Regulations.

B. Nominations and Election

- 1.) The OAAS Vice President, or in his or her absence, a Board member designated by the OAAS President, shall notify all members of the District of the pending election via a letter soliciting nominations. All eligible individuals interested in running for the Trustee position shall be placed on the ballot.
- 2.) Only representatives of Active Members from within a District shall be eligible to serve as a Trustee, nominate individuals to serve as a Trustee, or vote for a Trustee for that District.
- 3.) Each District Trustee shall be elected by November 15th of each year by the Active Members from the District for which its candidates have been nominated.

- 4.) The OAAS Vice President, or in his or her absence, a board member designated by the OAAS President, shall conduct an election by distributing written ballots to all members of the district. Those candidates who receive the greatest number of votes shall be elected to office. In case of a tie, election results will be determined by a coin toss at the next regularly scheduled meeting of the Board of Trustees.
- 5.) District Trustees may be re-elected.
- 6.) The Board of Trustees will certify all election results.

C. Term

- 1.) In connection with the Trustee election process, effective with the adoption of these By-Laws, Trustees elected from the Northwest District shall be elected for a term expiring December 31, 1998, 2001, 2004, 2007.
- 2.) Trustees from the East Central, North Central, Northeast, and Southeast Districts shall be elected for a term expiring December 31, 1999, 2002, 2005, 2008.
- 3.) Trustees from the Southwest, South Central, West Central, and Central Districts shall be elected for a term expiring December 31, 2000, 2003, 2006, 2009.
- 4.) Thereafter, all successor District Trustees shall be elected for terms of three (3) years.

Section 3.4 - Officer Trustees

The President, Vice President, Secretary, and Treasurer of the Association shall serve on the Board of Trustees for terms that are consistent with their terms as Officers of the Association.

Section 3.5 - Past President

- A. The Immediate Past President of the Association shall serve on the Board of Trustees.
- B. The Past President shall serve a term, commencing upon the election of a new President and ending after one (1) year or until such new President becomes Past President, whichever is later.
- C. A vacancy in the term of a Past President shall not be filled by appointment or other method of selection.

Section 3.6 - At-Large Trustees

- A. Members of the Association shall elect three (3) Trustees-At-Large for three (3) year terms. The OAAS Vice President, or in his or her absence, a board member designated by the OAAS President, shall notify all members of the Association of a pending election for a Trustee-At -Large position via a letter soliciting nominations. The names of all eligible individuals interested in running for the Trustee-At-Large position shall be placed on the ballot.
- B. The OAAS Vice President, or in his or her absence, a board member designated by the OAAS President, shall conduct the election by distributing written ballots to all eligible members of the Association. Those candidates receiving the greatest number of votes will be elected to office.
- C. Only representatives of Active members shall be eligible to serve as Trustees-At-Large, nominate individuals to serve as Trustees-At-Large, or vote for Trustees-At-Large.
- D. Trustees-At -Large may be re-elected.

Section 3.7 - Vacancies

If the seat of any District or At-Large Trustee becomes vacant by death, resignation, or otherwise, a successor Trustee shall be elected as soon as possible for the unexpired term in conformance with Sections 3.3 or 3.6 of these Regulations. The Board of Trustees is authorized to resolve any disputes with respect thereto.

Section 3.8 - Meetings and Notice

- A. An organizational meeting of the Board of Trustees shall take place each January, or as soon as practicable thereafter. Written notice of the time and place of each meeting of the Trustees shall be given to each Trustee, either by personal delivery or by mail, telegram, telephone, fax, or other appropriate means at least fourteen (14) days before the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- B. Emergency or special meetings of the Board may be called by the President, any Officer, or by any four (4) Trustees. Written notice of the time and place of each meeting of the Trustees shall be given to each Trustee by personal delivery, mail, telegram, fax, or other appropriate means at least twenty-four (24) hours before the meeting.
- C. Other meetings of the Board, which shall be held at least quarterly, may be called by the President, any Officer, or by any four (4) Trustees.
- D. Meetings shall be held within the state of Ohio.

Section 3.9 - Quorum and Voting

- A. A majority of the Trustees then serving in office, including at least one (1) Officer Trustee, is necessary to constitute a quorum for a meeting of the Trustees unless the act of a greater number is required by law, the Articles of Incorporation, or these Regulations.
- B. The action of a majority of those Trustees at a meeting at which a quorum is present shall constitute the action of the Board.
- C. All Trustees shall be counted for quorum and voting purposes.

Section 3.10 - Signatures

- A. The Board of Trustees is authorized to determine or provide the method of determining the manner in which deeds, contracts, and other obligations and instructions of the Association shall be executed.
- B. The Board shall be entitled to rely upon the actions of the President, the Vice President, the Secretary, or the Treasurer in executing contracts and other obligations and instruments, other than deeds, of the Association as having been duly authorized, and to rely upon the action of any two (2) of said Officers in executing deeds in the name of the Association as having been duly authorized.
- C. The Board of Trustees of the Association is authorized to designate depositories of the funds of the Association and to determine or provide the method of determining the manner in which checks, notes, bills of exchange, and similar instruments shall be signed, counter-signed, or endorsed.

Section 3.11 - Duties of District and At-Large Trustees

It is an honor and a responsibility to be elected to the Board of Trustees. The elected Trustee must be a true representative of his/her District or constituent group; therefore, the responsibility is to represent all members equally.

- A. Attendance of Trustees is expected at all official meetings. Any Trustee who is not present at a minimum of 50% of the meetings within an organizational year may have his/her trusteeship terminated (refer to Section 3.12). The Board Secretary shall monitor attendance and report to the Executive Committee should problems arise.
- B. District Trustees must hold District meetings at least quarterly at a scheduled, predetermined place with all Active Members of the District being notified by personal delivery, mail, telegram, telephone, or other appropriate means at least fourteen (14) days before the meeting. Additional meetings may be called as needed or desired by the District members with the appropriate notice as described above given to District members at least two (2) days prior to the meeting.

- C. As communication is essential to the existence of the Association, it is the Trustee's responsibility to promptly disseminate pertinent information to the District members, including minutes of District meetings.

Section 3.12 - Termination of Trusteeship

If a Trustee fails to carry out the responsibilities as defined in Section 3.11, or engages in activities considered detrimental to the Association, termination proceedings may be initiated as follows:

- A. Any Association Member may refer his/her concern/complaint to the Chairperson of the Executive Committee for review.
- B. The Executive Committee is responsible for notifying the Trustee in question and investigating the concern/complaint lodged against the Trustee. This investigation will include interviewing any persons who can provide pertinent information regarding the concern/complaint, including the Trustee in question.
- C. Upon conclusion of its review, the Executive Committee will issue a written finding of its investigation, including a recommendation for action to be considered by the entire Board of Trustees. This finding will be mailed to each Trustee, including the Trustee in question.
- D. If the findings of the Executive Committee include a recommendation for removal of the Trustee in question from office, the finding will serve as notice to the Trustee that the issues will be considered by the entire Board of Trustees at a special meeting. The notice of the special meeting will be issued in compliance with Section 3.8 of these Regulations. The notice shall also inform the Trustee in question of his/her opportunity to address the entire Board prior to the Board's action.
- E. The Trustee in question shall have the opportunity to resign from the Board at any time during this process without prejudice.
- F. The decision of the Board is final.
- G. If the decision of the Board results in a Trustee vacancy, the vacancy will be filled pursuant to these Regulations.

ARTICLE IV - OFFICERS

Section 4.1 - Officers Designated

The Officers of the Association shall be the President, Vice President, Secretary, Treasurer, and such other Officers as may be determined from time to time by the Board of Trustees.

Section 4.2 - Duties of Officers

- A. The President shall preside at all meetings of the members and of the Board of Trustees. He/she shall:
 - 1.) appoint the chairpersons of all standing committees prior to the organizational meeting;
 - 2.) consult with each chairperson to ensure that committee personnel are identified prior to the organizational meeting;
 - 3.) act as the Executive Officer of the Association and, in general, shall perform the duties usually associated with the office of President.

- B. The Vice President, under the direction of the President, shall:
 - 1.) be responsible for and shall further assist the President in any manner requested by the President;
 - 2.) in the absence or disability of the President, perform the duties of the President;
 - 3.) assist and reinforce the Trustees;
 - 4.) assure that Trustees hold District meetings a minimum of once per calendar year quarter, and submit to the Board summaries of these meetings;
 - 5.) assure Trustees attend Board meetings at the minimum frequency required by these Regulations.

- C. The Secretary shall:
 - 1.) keep minutes of all meetings;
 - 2.) be responsible for notifying members and Trustees of meetings as provided herein;
 - 3.) ensure documentation of attendance.

- D. The Treasurer shall:
- 1.) supervise all funds of the Association and supervise and review all disbursements made on behalf of the Association;
 - 2.) see that the funds are deposited in the name of the Association in a bank or banks designated and approved by the Board of Trustees;
 - 3.) have adequate bond, if any, as determined by the Board of Trustees;
 - 4.) present quarterly reports to the Board of Trustees;
 - 5.) be the Chairperson of the Finance Committee;
 - 6.) ensure that, on an annual basis, the Board discusses and determines whether to secure an independent review of the Association's financial status.

Section 4.3 - Nomination and Election

- A. The Officers shall be elected by the Trustees of the Association at a date specified by the Board of Trustees. At a meeting of the Board, candidates for Officers will be nominated by the Nominating Committee. Only current Trustees shall be eligible to serve as Officers of the Association. If an Officer should cease to be the representative of an Active Member, his/her office shall be deemed to be vacant.
- B. The Nominating Committee shall be a three- (3) member committee appointed by the President for the purpose of preparing a slate of nominees for President, Vice President, Secretary, and Treasurer.
- 1.) All Nominating Committee members shall be current Trustees.
 - 2.) The term of office for members of the Nominating Committee shall be one (1) year, or until the election of the next President, and shall be limited to two (2) consecutive terms.
 - 3.) No current Officer of the Association shall serve as a member of the Nominating Committee.
- C. The Nominating Committee shall submit a slate of Officers to the Trustees. Prior acceptance of nomination shall have been obtained from each nominee. The slate shall be subject to approval by the Board of Trustees.

- D. Elected Officers shall serve for a term of two (2) years commencing on January 1st of each year. No person shall be elected to the same office for more than two (2) consecutive terms.

Section 4.4 - Vacancies

In the event of a vacancy in the office of President, the Vice President shall become President. In the event of a vacancy in any other office, the vacancy shall be filled for the unexpired term by the Board of Trustees.

Section 4.5 - Association Management

This section authorizes the Board to contract for or otherwise obtain management services on behalf of the Association.

ARTICLE V - COMMITTEES

Section 5.1 - General

- A. The majority of members of any Committee shall be either Active Members or Associate Members of the Association, but in all instances the Chairperson shall be an Active Member.
- B. Each Committee shall submit a written report of its activities to the Secretary monthly prior to the monthly meeting of the Board of Trustees.
- C. With the exception of the Executive Committee, no Committee shall be authorized to possess or execute any power or authority of the Board of Trustees.
- D. Unless otherwise stipulated in the Regulations of the Association, each Committee will recommend to the President a Committee Chairperson who has been selected by a ballot of the Committee members. The Chairpersons, having been appointed by the President, will be approved by the Board of Trustees along with their Committee at its organizational meeting.

Section 5.2 - Standing Committees

- A. Finance Committee

The Finance Committee shall consist of the Treasurer, who shall be the Chairperson, and at least two (2) other Board Trustees appointed by the President. The Finance Committee shall:

- 1.) prepare the annual budget of the Association and present it to the board of Trustees by December 15th of each year for approval;
- 2.) assure that financial statement are mailed to Trustees at least one (1) week prior to the Board Meeting.
- 3.) at least annually, review insurance needs and made recommendations, as appropriate to the full Board;
- 4.) develop systems and implement procedures designed to maximize Association membership. Periodically evaluate the Association's dues structure and make any recommendations for change to the full Board;
- 5.) make recommendations on all proposals that substantially impact the fiscal solvency of the Association;
- 6.) assure that the appropriate level of financial review is conducted by an outside and qualified persons and/or organization on a periodic basis;
- 7.) review and make recommendations to the full Board regarding major purchases using Association funds;
- 8.) develop financial policies as determined necessary and recommend them to the full Board for approval; oversee the implementation of any Board financial policies.

B. Nominating Committee

The Nominating Committee shall be appointed and conduct its affairs in accordance with Section 4.3 and Section 3.6 of the Association's Code of Regulations.

C. Conferences and Conventions Committee

This Committee is responsible for:

- 1.) periodically surveying the needs of the Association members for information, instruction and training, and developing an annual plan, subject to full Board approval, to address these needs through conferences, seminars, meetings, and in-service training;
- 2.) in conjunction with OAAS staff, developing programs, recruiting presenters, projecting costs, determining fees, and determining a method for evaluating conferences, seminars, meetings, and inservice training sponsored by OAAS;

- 3.) working in cooperation with OAAS staff and the Board President to develop the agenda for the annual meeting of the Association.

The Chairperson of this Committee will be appointed by the Board President. At least two (2) additional members from the Board of Trustees will also be appointed to serve on the Committee by the President.

Section 5.3 - Other Committees

The Board of Trustees may create other Committees from time to time to assist in the conduct of the affairs of the Association. The Committee and the Chairpersons shall be approved by the Board of Trustees.

Section 5.4 - Executive Committee

- A. The Board of Trustees shall create an Executive Committee which shall consist of elected officers, including the Immediate Past President.
- B. The Executive Committee shall exercise, under the direction of and subject to limitations established by the Trustees, all of the authority of the Board of Trustees.
- C. The Executive Committee shall act with the authority of the Board of Trustees, when, due to the emergency nature, an issue cannot be postponed until the next scheduled Board Meeting.
- D. Written minutes shall be kept and distributed to the Board of Trustees of all Executive Committee meetings.
- E. The Executive Committee shall meet at the call of any member, provided that notice has been given in any reasonable manner at least three (3) days in advance. Notice may be waived by any member before, at, or after the meeting, and presence at any meeting shall constitute waiver of notice.
- F. Action may be taken by the affirmative vote of the majority of the members of the Executive Committee.
- G. The Board President shall serve as Chairman of the Executive Committee.
- H. At least annually, the Executive Committee shall perform the following functions:
 - 1.) Review and, when appropriate, bring suggested revisions to the Constitution and By-Laws to the full Board.

- 2.) Review and suggest revisions to the full Board, as appropriate, to the contract between OAAS and the Ohio Association of County Boards of MR/DD.
- 3.) Solicit feedback from Board Members and Association Members for the purpose of evaluating the performance of the management contractor with respect to the contract and services provided to the Association during the calendar year. Prepare a written report of this evaluation and present it to the management contractor and others as appropriate.

ARTICLE VI - AMENDMENTS

Section 6.1 - General

- A. The Articles of Incorporation and the Code of Regulations of the Association may be amended from time to time, as hereinafter provided.
- B. Proposed amendments shall be approved by the Board of Trustees, or proposed by any ten (10) Active members not more than three (3) of whom shall come from the same District.
- C. The proposed amendment shall be submitted to the membership in written form and voting shall be by mail ballot.
- D. The affirmative vote of a majority of the Active Members voting by mail ballot shall be sufficient for the adoption of the amendment. An amended or restated Articles of Incorporation or Code of Regulations may be adopted in the same fashion.

Section 6.2 - Request Articles of Incorporation and Code of Regulations

The Board of Trustees may adopt restated Articles of Incorporation or a restated Code of Regulations to consolidate the original Articles or Code and all previously adopted amendments that are in force at the time in lieu of having such restated Articles or Code adopted by the members as provided in Section 6.1 above.

Section 6.3 - Notification

Copies of all amendments to the Articles of Incorporation and amended Code of Regulations shall be distributed to all Board Members and made available to all Active Members as soon as practicable after adoption.