

ARTICLE IV

BOARD OF DIRECTORS

1. **Composition of the Board (hereinafter Board).** The Association's Board is comprised of eleven Voting Members, as follows:
 - (a) Four Officers of the Association (President, President-Elect, Secretary, Treasurer), who shall be elected in odd-numbered years.
 - (b) Six Directors, three of whom shall be elected in odd-numbered years and three of whom shall be elected in even-numbered years.
 - (c) The Immediate Past President of the Association (IPP).
2. **General Powers.** The property, affairs, and business of the Association, including financial management and the establishment of dues and assessments, shall be under the management of the Board.
3. **Elections.**
 - (a) Elections shall be held during the Business Meeting of the Fall Annual Meeting of the Association.
 - (b) A slate of qualified candidates will be submitted by the Nominating Committee to the Board. The Board will recommend a list of qualified members from the submitted slate. In addition to the recommended list, nominations may come from the floor, provided such nominations are seconded by Voting Members. Any Voting Member is eligible for nomination by the Nominating Committee or from the floor. • A Director or Officer shall be elected by a majority vote of the Voting Members present.
 - (c) Present means in person or, if previously specified by the Board, by video conference, on line or telephone connection at the time the vote is taken or by other methods.
4. **Terms of Office.** Directors shall be limited to a maximum of three consecutive two-year terms unless a Director moves into an Officer position, at which time the three consecutive two-year term begins again. Officers shall be limited to a maximum of three consecutive two-year terms in any one position. The IPP term shall be limited to two years.

5. **Nominating Committee.** The Nominating Committee shall consist of the President, President-Elect, Immediate Past President (or designated Director pursuant to 8 below, who shall serve as Chair of the Committee, and the following three persons appointed by the President: One standing committee chairperson and two Voting Members appointed at large and who are not Officers, Directors, or committee chairpersons. The Nominating Committee shall submit to the Board a slate of qualified candidates.
6. **Resignation.** An Officer or Director may resign at any time by filing a written resignation with the Secretary, except the Secretary will file a written resignation with the President.
7. **Removal by Members.** Any Officer, Director, or IPP may be removed at any time at any Regular or Special Meeting of the membership of the Association by simple majority vote of the qualified members present, as defined in Article IV 3(c). The decision of the membership is final.
8. **Vacancies.** If a vacancy occurs in a Director or IPP position for any reason, a replacement shall be appointed by the Board to fill the unexpired term. (See Article V, Section 7, relating to Officer vacancies.)
9. **Meetings of the Board.**
 - (a) The Board shall meet for two Annual Meetings at the same place as the two annual Meetings of the membership.
 - (b) The Board may meet at Special Meetings which may be called by the President or at the request of four or more of the Board members. The person or persons authorized to call Special Meetings may fix any place for holding such meetings.
10. **Notice for Meetings of the Board.**
 - (a) Section 9 (a) shall constitute sufficient notice for the two Annual Meetings of the Board.
 - (b) Notice of all Special Meetings of the Board shall be made in person, mailed or e-mailed to the Officers, Directors, and IPP at least three days prior to the time fixed for the meeting, except that by order of the President and unanimous consent of all the Board Members a Special Meeting of the Board may be held without notice at any time and place. All notices of Special Meetings shall state the purpose thereof. Notice by telephone or e-mail

communications shall be deemed personal notice.

11. **Quorum.** The Board may act by majority vote at any properly noticed meeting where a quorum is present as defined in Article IV 3(c). A quorum shall consist of six Board members unless the act of a greater proportion is required by law, the Articles of Incorporation, or this Constitution and Bylaws.
12. **Conduct of Meetings.** The President shall serve as chairperson of the Board and preside at all meetings. In the absence of the President, the order of succession is as follows: (1) President-Elect; (2) IPP; (3) Treasurer; (4) A Board member designated by the Board.
13. **Compensation.**
 - (a) **Services.** No member of the Board shall receive compensation for services rendered in such capacity to the Association.
 - (b) **Expenses.** Reasonable and necessary expenses personally incurred by Board members while attending to the business of the Association shall be paid by the Association in accordance with the Policy and Procedures Manual adopted by the Board or upon written request and approval by the Board.