

**BYLAWS OF**  
**THE CENTRAL OHIO CHAPTER OF THE**  
**COMMUNITY ASSOCIATION INSTITUTE**

**ARTICLE I**  
**NAME AND OFFICE**

**SECTION 1. Name.**

- 10 The name of this organization shall be The Central Ohio Chapter of The Community Association Institute ("Chapter").

**SECTION 2. Incorporation; Registered Office.**

The Chapter is a corporation, incorporated in the state of Ohio and is a chapter of Community Associations Institute ("CAI"). The Chapter's statutory agent shall be the Chapter Executive Director ("CED"). If the Chapter does not have a CED, then the Chapter's Board of Directors shall designate a statutory agent for the Chapter.

**ARTICLE II**  
**DEFINITIONS**

**SECTION 1. Definitions.**

The following capitalized term(s) shall have the meanings indicated:

- A. "At-Large Member" means a member of CAI who falls within one of the classes of membership as defined in Article III, Section 3. In relation to positions on the Board of Directors and committees, at-large members may be from any membership class, and have the same role and responsibilities as all other members of the Board or committee.
- 30 B. "Board of Directors" means the Board of Directors of the Chapter.
- C. "Board of Trustees" means the Board of Trustees of CAI and "Trustee" means a member of CAI's Board of Trustees
- D. "CAI's Bylaws" means the Bylaws of CAI as the name may be amended or replaced.
- E. "Community Association" means any incorporated or unincorporated association trust or other entity comprised of the owners of interests in a residential, commercial, or industrial condominium, real estate cooperative, planned unit development or other real estate common
- 40 interest community.
- F. "Company" shall mean a business incorporated according to the laws of a state, a limited liability corporation, a partnership, or other relationship of individuals providing service or products to others.
- G. "Director" means a member of the Chapter's Board of Directors.

- H. "Member" means a member of the Chapter, which member is also a member of CAI.
- I. "Member in Good Standing" means a member whose rights have not been suspended by the Chapter or CAI.

## **ARTICLE III MEMBERSHIP**

10 **SECTION 1. General Requirements.**

Applications for membership in CAI and within any class of membership of CAI shall be approved in accordance with the terms of CAI's Bylaws and such rules, procedures and limitations as may be established by the Board of Trustees. CAI shall have the right to determine the appropriate class of membership for any Member. Membership in CAI is as authorized by CAI. Members are automatically assigned to a CAI certified chapter in accordance with established chapter boundaries.

**SECTION 2. Conflict of Interest.**

- 20 All chapter board members and committee members shall comply with the conflict of interest policies adopted by the Board of Trustees and stricter policies as may be established by the Chapter.

**SECTION 3. Classes of Members.**

The membership of CAI shall consist of the following:

- 30 A. Community Association Volunteers. All individuals residing or owning a unit in a community association are eligible for membership as a Community Association Volunteer, including, without limitation, individuals living in community associations who have a volunteer role within their community association. Volunteer roles include, but are not limited to, being a member or officer of the governing body of the community association, participating on a volunteer committee or committees, acting as the newsletter editor for the community, or any other volunteer function sanctioned by the community association. An individual who meets the aforementioned criteria and also holds a membership as a Community Manager, Management Company CEO or Business Partner may hold an additional membership as a Community Association Volunteer, however, he may not serve in a CAI volunteer position under the Community Association Volunteer category. Community Association Volunteers will be considered as individual Members of CAI with voting rights. Community associations paying dues on behalf of a community association volunteer or volunteers shall own each such membership and shall be permitted to transfer each membership to another volunteer in the community association during the term of membership or upon renewal of the membership.
- 40 Individuals paying dues with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable.
- B. Community Managers. This class of Members shall consist of professional managers of all types of association-governed communities including, but not limited to, condominium associations, townhome associations, co-operative associations, homeowners associations,

large-scale communities, and planned communities. All managers of association-governed communities fall within this class of Members, regardless of whether they are on-site managers, portfolio managers, large-scale managers, are employed by a management company or have any other employment relationship. Those persons who have previously served in one of the roles in the preceding sentence and serve in a capacity of managing other managers shall be a Member of this class. All community managers shall be treated as individual Members of CAI with voting rights. A management company or employer of a manager paying dues on behalf of a manager or managers shall own each such membership and shall be permitted to transfer each membership to another manager during the membership term, but only in the event the manager originally identified is no longer employed by the management company. Individuals purchasing a membership with their personal funds shall be the only individual entitled to exercise the rights of membership, and such membership shall not be transferable.

C. Business Partners. This class of Members shall consist of professionals and other providers of products, services, support, and counsel to association-governed communities, including developers of such communities. This class of Members shall not include community association management companies or managers of association-governed communities. The company, partnership, corporation or other business entity shall designate an individual as a primary membership contact who will have voting rights for the entity and may transfer this designation to another individual during the membership term or upon renewal of the membership. All employees of a business partner member shall be Affiliate members and will be permitted to attend classes, functions, conferences, to purchase products and services at membership prices, and be elected or appointed to committees or the Board of Directors.

D. Management Companies. This class of Members shall consist of community association management companies. Each management company membership shall include an individual manager membership to be held by the CEO or equivalent of the management company. Whenever the term "CEO of a Management Company" is used in these Bylaws, it shall mean the CEO or equivalent of a management company. Management companies shall not transfer this manager membership to multiple managers during the course of the membership term for the purpose of obtaining membership pricing for managers who do not hold an individual manager membership. Employees of the management company, who are not employed to manage association-governed communities, may attend selected classes and functions at the membership price.

#### **SECTION 4. Rights and Privileges.**

A. Chapter Rights and Privileges. Each Member in good standing of the Chapter shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such other rights, privileges and responsibilities as the Board of Directors shall determine. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the Board of Directors and committees.

B. CAI Rights and Privileges. Each Member in good standing of CAI shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such

rights, privileges and responsibilities as the Board of Trustees shall determine. Except as otherwise provided in the CAI Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the CAI Board of Trustees, Membership Representation Groups, and committees.

#### **SECTION 5. Suspension for Nonpayment.**

The Chapter may adopt reasonable policies to suspend certain membership rights and privileges resulting from nonpayment of amounts due and owing to the Chapter or CAI.

10

### **ARTICLE IV ANNUAL DUES**

The Board of Trustees shall determine the amount of annual dues, fees, and other assessments to be paid to CAI by each class of Members. Unless terminated, each membership shall continue automatically from year to year, with annual dues, fees, and other assessments payable by each Member on or before such date as shall be determined by the Board of Trustees. Unless otherwise directed by the Board of Trustees, all annual dues, fees, and other assessments shall be paid to CAI in advance of the 12-month period to which they relate. The Board of Trustees may impose such other fees and charges as it deems proper and may waive or modify the requirement to pay dues, fees or charges for particular Members.

20

### **ARTICLE V MEETING OF MEMBERS**

#### **SECTION 1. Annual Meeting.**

There shall be an annual meeting of Members of the Chapter for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held at such time and place as the Board of Directors may determine subject to the following: Written notice of such meeting stating the date, time, and place of such meeting shall be sent to each Member, in accordance with the provisions Article V, Section 3 of these Bylaws, at least 15 days before the date of the meeting, or as provided by state law.

30

#### **SECTION 2. Special Meetings.**

Special meetings of the Members may be called only by the Board of Directors or otherwise in accordance with applicable law. A special meeting shall be held at such time and place as the Board of Directors may determine. Notice of any special meeting stating the date, time, place, and purpose of such meeting shall be sent to each Member, in accordance with the provisions of Article V, Section 3 of these Bylaws, at least 15 days before the date of the meeting, or as provided by state law.

40

#### **SECTION 3. Notices.**

Unless otherwise prohibited in these Bylaws or by state law, all notices and other communications required by these Bylaws or state law shall be in writing and shall be deemed to have been duly given if delivered by:

A. Personal delivery to the addressee; or



B. United States mail, first class, postage prepaid; or

C. Electronic communications in accordance with Article VI, Section 6 of these Bylaws; or

D. Any means permitted by law.

#### **SECTION 4. Quorum.**

- 10 Members present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the Members. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the Members present in person or by proxy shall be the act of the Members on any matter, except where the act of a greater number of Members is required by law, the Articles of Incorporation, or these Bylaws.

#### **SECTION 5. Voting and Proxies.**

- 20 Voting on all matters may be conducted in person or by proxy; provided, that the Member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Member. A Member entitled to vote may authorize, in writing, another person to act for such Member by proxy. The writing may be executed by the Member or the Member's authorized officer, director, employee, or agent signing the writing, or causing the person's signature to be affixed to the writing, by any reasonable means, including a facsimile signature. No proxy shall be valid after 11 months, unless otherwise provided in the proxy.

#### **SECTION 6. Electronic Communications.**

- Whenever these Bylaws require that a document, record, or instrument be "written" or "in writing," the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.
- 30 Whenever these Bylaws require a signature on a document, record, or instrument, an electronic signature satisfies that requirement only if: (a) the Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and (b) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (c) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.
- 40 The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Absent or pending verification, the Board of Directors may refuse to accept any electronic signature or electronic record that, in the sole discretion of the Board of Directors, is not clearly authentic. Neither the Board of Directors nor the Chapter shall be liable to any Member for accepting or acting in reliance upon an electronic signature or electronic record that the Board of Directors reasonably believes to be authentic, or rejecting any such item which the Board of Directors reasonably believes not to be authentic. Any Member

who negligently, recklessly, or intentionally submits any falsified electronic record or unauthorized electronic signature shall fully indemnify the Chapter for actual damages, reasonable attorneys' fees actually incurred, and expenses incurred as a result of such acts.

#### **SECTION 7. Order and Conduct of Business.**

- 10 The President shall establish the agenda for, and preside at, and the Secretary shall keep the minutes of, all membership meetings. The Board of Directors may establish rules of conduct and the order of business for all membership meetings. When not in conflict with these Bylaws, the Articles of Incorporation, or meeting procedures adopted by the Board of Directors, Robert's Rules of Order (latest edition) shall govern all membership meetings. The Board of Directors may order the removal of anyone attending a membership meeting who, in the opinion of the Board of Directors, disrupts the conduct of the business at such a meeting. The use of Robert's Rules of Order may be partially or wholly suspended by majority vote of the Members. In the event of any dispute concerning the meaning of any meeting rules, including Robert's Rules of Order, the decision of the President shall be final and binding.

### **ARTICLE VI BOARD OF DIRECTORS**

#### **20 SECTION 1. Powers of the Board of Directors.**

The Board of Directors shall have supervision, control, and direction of the affairs and property of the Chapter, shall determine the policies of the Chapter, shall actively pursue the purposes and objectives of the Chapter and CAI, shall ensure that the Chapter and its Bylaws comply with the policies and procedures of CAI, and shall have discretion in the use and disbursement of Chapter funds. The Board of Directors may adopt such rules, regulations, and procedures for the conduct of its business, for the execution of its powers, for the implementation of these Bylaws, and for the fulfillment of the purposes and objectives of the Chapter and CAI as it shall deem necessary or advisable.

#### **30 SECTION 2. Composition and Term of the Board of Directors.**

- A. No more than one person from any company or association, at the time of election, may serve on the Board of Directors at any one time.
- B. Composition: The Board of Directors must represent all membership classes as determined by the Board of Trustees as follows:

Seven (7) Directors, which shall, to the extent possible, include:

- 40
- ♦ One (1) Community Association Volunteer;
  - ♦ Two (2) Community Association Managers;
  - ♦ Two (2) Business Partners; and
  - ♦ Two (2) At-Large Members.

The composition of At-Large seats on the Board of Directors shall not provide any one membership class with more than fifty percent (50%) of the seats on the Board of Directors.

In the event that a Director's class of membership changes during his term of service, he shall complete the remainder of the current election year, so long as the makeup of the Board of Directors is not compromised, in which case his slot will be automatically forfeited. Any subsequent service on the Board of Directors must be in a position designated for his then class of membership.

### **SECTION 3. Term of the Board of Directors.**

- Each Director shall serve for a term of three (3) years or until his successor has been appointed. Board of Directors terms shall be staggered so that the terms of not more than one-half of the Directors expire each year. A Member may serve on the Board of Directors for a total of six (6) consecutive years. After a Member has served for six (6) consecutive years, they may not serve again for three years. At that time, they begin the process of accumulating their six (6) consecutive years again.

### **SECTION 4. Nomination and Election of Directors.**

- A. Except as otherwise provided in these Bylaws, each Member in good standing shall be eligible for nomination to serve as a Director.
- B. The Nominating Committee shall solicit candidates for open Director positions by communicating with the membership no later than 30 days prior to the Director Election Date and in such manner and with such frequency as the Nominating Committee deems appropriate and in accordance with these Bylaws and such rules and procedures as may be established by the Board of Directors.
- C. Nominations for candidacy shall be received by the Nominating Committee no later than 14 days prior to the Director Election Date and in accordance with these Bylaws and any such rules and procedures as may be established by the Board of Directors.
- D. The Nominating Committee shall prepare a ballot of qualified candidates, which shall be distributed to eligible voting members on or before the Director Election Date. The election shall take place by secret, written ballot. Persons receiving the highest number of votes shall be elected. In the event of a tie, a run-off election will be held, and the person(s) receiving the highest number of votes of the Members shall be elected.
- E. No candidate may campaign for election or cause another individual or individuals to campaign on behalf of the candidate. A candidate campaigning for election who is elected shall be disqualified from serving.

### **SECTION 5. Meetings.**

- The Board of Directors shall hold a minimum of one (1) meeting quarterly at such time and place as the Board of Directors may determine. In addition, special meetings of the Board of Directors may be called by the President or upon the written request of one-third (1/3) of the Directors or upon the written request of the Executive Director, at such time and place as the President, or President-Elect, as the case may be, may designate. Any or all Directors may participate in duly called meetings of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another,

and such participation shall constitute presence in person at a meeting. Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each member of the Board of Directors at least seventy-two (72) hours before the time appointed for the meeting, except in an emergency, when notice should be given at least twenty-four (24) hours, where practicable, before the time appointed for the meeting. Such notice may be waived in accordance with applicable law. All Board of Directors meetings held in person shall be open to all Chapter members, but members other than Directors may not participate in any discussion or deliberation unless expressly authorized by the Board of Directors, and the Members are not entitled to notice of any Board of Director meeting. Notwithstanding the above, the Board of Directors may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which CAI is or may become involved, contract negotiations, matters that, in the exercise of the reasonable discretion of the Board of Directors, require personal privacy, or other matters that require confidentiality. The nature of any and all business to be considered in executive session shall first be announced in open session.

#### **SECTION 6. Waiver of Notice.**

Whenever notice is required to be given to any Director under these Bylaws, a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

#### **SECTION 7. Action by Written Consent in Lieu of a Meeting.**

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, including but not limited to e-mail, setting forth the action so taken shall be signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent shall have the same force and effect as a vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. All such action shall be reported at the next duly called meeting of the Board of Directors.

#### **SECTION 8. Quorum; Acts of the Board.**

A majority of the then-serving Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting, without further notice, until a quorum is present.

#### **SECTION 9. Votes on Matters Related to Public Policy.**

All matters involving a public policy position of the Chapter must be adopted by a two-thirds (2/3) vote of those Directors present and voting at a duly called meeting of the Board of Directors, a quorum being present, and must not be inconsistent with the policies, goals, and objectives of CAI.

## **SECTION 10. Resignation or Removal.**

Any Director may resign by presenting a written resignation to the President, Secretary, or CED, and such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon delivery to the President, Secretary, or CED, as the case may be. Any Director unable to attend a duly called meeting of the Board of Directors shall advise the President as to the reason for the absence. If a Director has three consecutive absences from duly called meetings of the Board of Directors without the Board of Directors excusing such absences, such Director shall be deemed to have resigned as a Director; provided, however, that the Board of Directors, in its discretion, may waive this provision. A Director may be removed from office, with or without cause, by a majority vote of the Members present at a meeting called for the purpose of removing the Board member; provided, however, that such Director shall be afforded an opportunity to be heard, either orally or in writing, prior to any such action.

## **SECTION 11. Vacancies.**

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then members of the Board of Directors, including if the remaining Directors constitute fewer members than required to achieve a quorum. Any Director elected to fill a vacancy shall serve the remainder of the unexpired term of his predecessor in office.

20 An individual who has served more than one-half of a full term shall be deemed to have served a full term. In the event an individual serves less than a full year on the Board, it shall be considered one full year of service.

## **SECTION 12. Reimbursement of Expenses.**

No Director shall be compensated for serving as a Director; provided, however, that the Board of Directors may reimburse any Director for reasonable out-of-pocket expenses incurred as budgeted and authorized by the Board of Directors.

# **ARTICLE VII OFFICERS**

## **SECTION 1. Officers.**

The elected officers of the Chapter shall be a President, a President-Elect, a Treasurer, and a Secretary. The Board of Directors may appoint such other officers as it may deem necessary or advisable. Options may include a Vice President and Immediate Past President.

## **SECTION 2. Qualifications, Election, and Term of Office.**

The officers of the Chapter, with the exception of the President, shall be elected from among the Directors each year by the Board of Directors by a majority vote of the Board of Directors. Each officer shall serve for a term of one year or until a successor has taken office. The President-Elect shall serve for one (1) year and directly following the conclusion of that year of service shall serve as President for one (1) year.

In the event a member of the Board of Directors is elected to serve as President-Elect during the last year of his term on the Board of Directors, that individual will automatically be granted one (1) additional year to serve as President. The partial term remaining shall be filled by the

successor Director receiving the least number of votes. In the case of a person who serves as President-Elect in his sixth year on the Board of Directors, he will be permitted to serve seven (7) years to complete his term as President.

No more than two individuals from the same membership class may serve as officers of the Chapter at the same time.

### **SECTION 3. Removal.**

10 Any officer may be removed by a majority vote, or as allowed by state law, of the entire Board of Directors if, in the judgment of the Board of Directors, the best interests of the Chapter would be served by such removal; provided, however, that such officer shall be afforded an opportunity to be heard, either in person or in writing, prior to such action, but such officer shall not be entitled to participate in the vote on his or her removal.

### **SECTION 4. Vacancies.**

20 Vacancies in any office, with the exception of President, may be filled for the balance of the unexpired term by the Board of Directors at any meeting of the Board of Directors in accordance with such rules and procedures as may be established by the Board of Directors. In the event of a vacancy in the office of President, the President-Elect shall act as President for the remainder of the unexpired term of office of his predecessor in such office and shall succeed to such office upon the expiration of such term. In the event the President-Elect cannot or will not agree to serve the unexpired term of his predecessor in office, the Board of Directors shall elect from its members a person to serve as President for the unexpired term.

### **SECTION 5. President.**

30 The President shall be the chief elected officer of the Chapter, and shall preside at all meetings of the Members and the Board of Directors. Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President, subject to the approval of the Board, shall appoint all committees. The President shall have the authority to represent the Chapter and act in its name in accordance with declared policies of the Chapter and CAI. The President shall communicate to the Members and to the Board of Directors such matters and make suggestions as may tend to promote and further the purposes and objectives of the Chapter and CAI, and the President shall perform such other duties as are necessary or incident to the office of President or as may be assigned by the Board of Directors or required by law. The President shall be responsible for satisfying the directives of the Board of Directors.

### **SECTION 6. President-Elect.**

40 The President-Elect shall perform the duties of the President in his absence or in the event of resignation, removal, or inability or refusal to act. The President-Elect, when so acting, shall have all the powers and responsibilities of the position of President. The President-Elect shall also perform such other duties as may be assigned by the President or the Board of Directors, or required by law.

### **SECTION 7. Vice President.**

If the Board of Directors votes to create the role of Vice President, the Vice President shall perform the duties of the President-Elect in the President-Elect's absence or in the event of



resignation, removal, or inability or refusal to act of the President-Elect. The Vice President, when so acting, shall have all the power and responsibility of the President-Elect. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors. The Vice President shall not succeed to the presidency unless so determined by a majority vote of the Board of Directors.

#### **SECTION 8. Treasurer.**

10 The Treasurer shall be the custodian of Chapter funds and securities, shall oversee the establishment of proper accounting procedures for the handling of the Chapter's funds, shall be the disbursing officer for the Chapter, and shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times as called upon by the President of the Chapter. The Treasurer shall perform all other duties incident to the office of Treasurer.

#### **SECTION 9. Secretary.**

The duties and authority of the Secretary shall include, but not be limited to, accountability for the accuracy of documents of the Board of Directors, such as minutes of all meetings and all notices given in accordance with these Bylaws.

#### **SECTION 10. Chapter Staff.**

20 The Board of Directors may appoint a CED to manage the operations of the Chapter within the authority delegated by the Board of Directors.

#### **SECTION 11. Salaries; Reimbursement of Expenses.**

No elected Officer of the Chapter shall be compensated for serving as an Officer. Officers may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as Officers, as budgeted and authorized by the Board of Directors.

### **ARTICLE VIII COMMITTEES**

30

#### **SECTION 1. Nominating Committee.**

Each year the Executive Committee shall designate a Nominating Committee that shall consist of the Immediate Past President of the Chapter, the President-Elect, and at least three other Members who are not elected officers of the Chapter and who are not running for election. In the event the Immediate Past President is running for re-election, he shall not serve on the Nominating Committee, and the Board of Directors shall appoint a Member of the Chapter to serve in his place. At least one member of the Nominating Committee shall be a Community Association Volunteer and no more than two (2) members of the Nominating Committee may be from the same membership class. Unless otherwise directed by the Board of Directors, the  
40 Immediate Past President of the Chapter shall serve as chairman of the Nominating Committee.

#### **SECTION 2. Legislative Action Committees.**

The Board of Directors shall appoint delegates to the Ohio Legislative Action Committee in accordance with the Legislative Action Committee Operational Guidelines approved by the CAI Board of Trustees. The appointed delegates from the Chapter shall provide a report to the Board of Directors regularly.

### **SECTION 3. Other Committees.**

Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint Members to serve on such other standing or special committees, subcommittees, task forces, or boards as may be required by these Bylaws or as may be deemed necessary or appropriate by the President.

## **ARTICLE IX LIMITATIONS OF LIABILITY; INDEMNIFICATION**

10

### **SECTION 1. Limitations of Liability.**

Any person who serves as an officer, director, trustee, or other person who performs services for the Chapter and who does not receive compensation, other than reimbursement of expenses, for those services shall be immune from civil liability except where the injury or damage was a result of:

20

- A. Gross negligence or willful misconduct;
- B. A crime, unless the person had reasonable cause to believe that the act was lawful;
- C. A transaction that resulted in an improper personal benefit of money, property, or service to the person; or
- D. An act or omission that is not in good faith and is beyond the scope of authority of the Chapter pursuant to these Bylaws, any other governing document for the Chapter or CAI, or any other applicable law.

### **SECTION 2. Indemnification.**

30

The directors, officers, committee members, employees, and other volunteers of the Chapter shall be indemnified and held harmless by the Chapter from and against any and all expenses (including attorneys' fees and disbursements) and claims for liability arising in connection with their positions or activities on behalf of the Chapter to the full extent permitted by law.

## **ARTICLE X MISCELLANEOUS**

### **SECTION 1. Fiscal Year.**

The fiscal year of the Chapter shall be determined by the Board of Directors.

40

### **SECTION 2. Contracts, Checks, Drafts, Etc.**

Except as otherwise provided in these Bylaws, all contracts and all checks, drafts, notes, acceptances, endorsements, and other evidences of indebtedness may be executed on behalf of the Chapter only by the President, CED, or such other officers and agents of the Chapter as the Board of Directors may authorize.

### **SECTION 3. Loans.**

No loans shall be made or obtained on behalf of the Chapter, and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

### **SECTION 4. Deposits.**

Unless otherwise directed by the Board of Directors, all funds of the Chapter shall be deposited in such depositories as the President may select, or as may be selected by another officer or agent authorized by the Board of Directors.

10

### **SECTION 5. Procedures.**

All meetings of the Members, and the Board of Directors, shall be governed by the rules set forth in the latest edition of Robert's Rules of Order, Newly Revised, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board of Directors. By majority vote, the Board of Directors may vote to suspend Robert's Rules of Order.

### **SECTION 6. Use of Funds and Dissolution.**

The Chapter shall use its funds only to accomplish its stated purpose and objectives. Upon dissolution of the Chapter, all of its assets shall be distributed to CAI, or its successor.

20

### **SECTION 7. Loss of Charter.**

This Chapter may be decertified by a vote of the Board of Trustees, as provided in the policies and procedures of CAI. In such event, the Chapter agrees to be bound by the CAI policies.

### **SECTION 8. Waiver of Notice.**

Whenever any notice is required to be given under applicable law, the Chapter's Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed the equivalent of the giving of such notice. Presence without objection also waives notice.

30

### **SECTION 9. Transitional Procedures.**

Any and all actions taken pursuant to the Bylaws of the Chapter in effect prior to the date of adoption hereof shall remain in full force and effect unless and until expressly changed or revoked pursuant hereto.

### **SECTION 10. Rules of Construction.**

The following rules of construction shall apply to the interpretation of these Bylaws:

40

- A. The use of the masculine gender in these Bylaws shall be deemed to refer to the feminine gender and the use of the singular shall be deemed to refer to the plural, and vice versa, whenever the context so requires. The captions and headings contained in these Bylaws are for convenience of reference only and shall not be construed as a limitation on the scope of any particular article, section, or subsection of these Bylaws. The captions may not be used in interpreting the meaning of any article, section, or subsection of these Bylaws.

B. Wherever these Bylaws grant the authority to act or exercise any right or privilege by the Board of Directors, its officers, the CED, or any person referred to in these Bylaws (the "Authorized Party"), there shall be no limitation on the number of times the Authorized Party may exercise the authority, right or privilege granted, unless these Bylaws expressly provide otherwise.

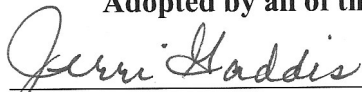
C. Wherever these Bylaws use the word "including," it shall be deemed to be followed by the words "without limitation," unless expressly stated to the contrary.


D. If any time period or deadline stated in these Bylaws falls on a Saturday, Sunday, or legal holiday, the time period or deadline shall be extended until the next business day.

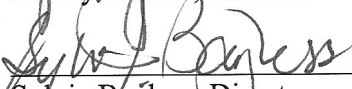
## ARTICLE XI AMENDMENTS

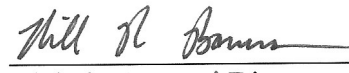
These Bylaws may be amended, repealed, or altered, in whole or in part, by the affirmative vote of two-thirds (2/3) of the entire Board of Directors at a duly called meeting of the Board of Directors; provided, however, that the notice of such meeting must be in writing in accordance with the commands of Article V, Section 3 of these Bylaws, must describe, generally, the scope and nature of the amendment, revision, or alteration to the Bylaws, and must state that a purpose of the meeting is to vote on such proposed amendment, revision, or alteration to the Bylaws.

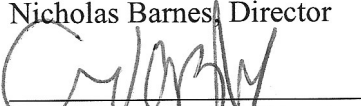
**Adopted by all of the Directors on this 26<sup>th</sup> day of January, 2017.**

  
\_\_\_\_\_  
Jerri Gaddis, Director

  
\_\_\_\_\_  
Jeffrey Kaman, Director

  
\_\_\_\_\_  
Sylvia Bayless, Director

  
\_\_\_\_\_  
Nicholas Barnes, Director

  
\_\_\_\_\_  
Arnold Barzak, III, Director

## **EXHIBIT A – CONFLICT OF INTEREST POLICY**

### **Conflict of Interest Policy**

10 The CAI Chapter Board of Directors owes a duty of loyalty to Community Associations Institute (CAI), which requires that in serving CAI they act not in their personal interests or the interests of others, but rather solely in the interests of CAI. With the exception of any applicable attorney-client fiduciary duties, Directors must have undivided allegiance to CAI's mission and public policies, and may not use their positions as Directors, information they have about CAI or strategies related to their activities, in a manner that allows them to secure a pecuniary or any other benefit for themselves, their relatives, or other organizations they belong to or serve.

The conduct of personal business between the Director and CAI is discouraged. Business transactions involving CAI in which a Director has an interest shall not be prohibited, but shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that those transactions are in the best interests of CAI and will not lead to a conflict of interest. The language in the foregoing sentence is, to an extent, self-contradictory. Any matter in which one has a personal interest is, de facto, a conflict of interest.

20 The issue is whether, despite the conflict, the transaction is commercially reasonable and in the best interests of CAI. For the purposes of this policy, a Director has an interest in a proposed transaction if the Director has a financial interest in the transaction that is not shared by the membership at large or a substantial portion of the membership of CAI, or has a financial interest in any organization involved in the proposed transaction (except an interest as a shareholder in a publicly traded company) or holds a position as trustee, director, general manager, or principal officer in any such organization.

30 Prior to participating in any briefings, discussions, strategy sessions or Chapter activities that affect any programs or interests of other organizations to which Directors are affiliated or which affect a Director personally, the Director must make full disclosure to the best of their knowledge of any interest inconsistent with this policy or other chapter activity to the President of the Chapter Board of Directors.

A Director with a dual interest in a proposed issue or position shall not vote on or participate in a discussion of the matter.

A Director shall not use inside information about CAI for his personal benefit or for the benefit of any other organization, or use such inside information or his position as a Director to the detriment of CAI. Inside information is information obtained by a Director through the Director's position that has not become public information.

40 Each Director has a duty to place the interests of CAI and adherence to CAI's interests foremost in any dealings involving CAI and has a continuing responsibility to comply with the requirements of this Policy. On an annual basis, each Director is required to complete a Director Disclosure Statement.

**Adopted by the Board of Directors for The Central Ohio Chapter of the Community Association Institute on January 11, 2017.**

THE CENTRAL OHIO CHAPTER OF THE COMMUNITY ASSOCIATION INSTITUTE

*Revised January 26, 2017*

## Director Disclosure Statement

The Director Disclosure Statement is designed to help Directors meet their continuing responsibility to disclose potential conflicts of interest.

Part A of this Director Disclosure Statement provides instructions that should be retained by each Director and used as necessary during their current term of service to report potential conflicts of interest as they may arise. In Part B, you are requested to list all organizations, associations, or businesses in which you are involved that do business with or compete with Community

10 Associations Institute (CAI) or a Chapter of CAI. Part C is a year-end report in which you are requested to describe any business transaction with CAI or a Chapter of CAI during the past year in which you had an interest.

**Parts B and C of this form should be filled in, signed at the bottom, and returned as soon as possible to the attention of CAI CHAPTER AND ADDRESS. You may also fax your completed form to the Chapter Office at FAX NUMBER.**

### **Part A. Instructions for Disclosure of Potential Conflicts of Interest (Retain for Future Use)**

20

If you have reason to believe that you may have any interest inconsistent with the *Conflict of Interest Policy* in a proposed issue, transaction, business or public policy position, you must prepare a brief letter to the President of the Chapter Board describing your potential conflict of interest. This letter must be provided to the President of the Chapter Board and you must receive a response from the President of the Chapter Board before beginning any negotiations or participating in any discussions relating to the transaction or topic of your potential conflict of interest.

30

A Director is considered to have an “interest” in a transaction, issues, strategy or public policy position if he, she, the business entity with which such person is associated or any family member: (1) has a direct or indirect financial interest in it; or (2) is a member of an association, organization, or business involved in or affected by the proposed transaction, issue, or policy; or holds a position as a trustee, director, general manager, principal officer, or is staff in any such association, organization, or business. A Director will not be considered to have an “interest” if the general membership of CAI or all members of the same membership category as the Director share the same predisposition or bias.

40

A potential conflict of interest will be reviewed carefully and measures will be provided to ensure that the interests of CAI are not adversely affected or abrogated. A Director shall not participate in any manner in the subject of the potential conflict of interest, unless the Director is first provided with written authorization. Such prohibited participation includes any discussions or votes relative to the subject of the conflict of interest and any attempts made to affect the position of other Directors. Any question concerning whether a potential conflict of interest exists must be disclosed, in writing, to the President of the Chapter Board.



**Part B. Organizations, Associations, or Businesses Doing Business with or Competing With Community Associations Institute in Which You Have an Interest**

In the space below, please list all organizations, associations, or businesses that engage in business transactions with Community Associations Institute or the Chapter or compete in any way with Community Associations Institute (other than by virtue of being a Member), in which: (1) you have a substantial financial interest, or (2) you are a member, hold a position as a trustee, director, general manager, principal officer, or employee, if these organizations, associations or businesses. Enter "N/A" if you have no organizations to report.

10

**Name of Organization, Association, or Business**

**Nature of Your Interest in the Organization, Association, or Business**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

20

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Attach additional sheets if necessary.)

I certify that the above information is correct to the best of my knowledge.

Name of Director: \_\_\_\_\_

Signature: \_\_\_\_\_

30

Date: \_\_\_\_\_

(Please return Part B to the attention of \_\_\_\_\_.)

**Part C. Transactions During the Fiscal Year Ending [INSERT DATE].**

In the space below, please provide a description of any and all business transactions of CAI or the Chapter during the past fiscal year in which (1) you have a substantial financial interest, or (2) that involve an organization, association, or business in which you have a substantial financial interest, or (3) that involved an organization, association, or business in which you hold a position as trustee, director, general manager, principal officer, or staff. Include a brief description of each transaction, and a description on your interest in the transaction. Enter "N/A" if you have no transactions to report.

10

---

---

---

---

20

---

---

(Attach additional sheets if necessary.)

**I certify that the above information is correct to the best of my knowledge.**

**Name of Director:** \_\_\_\_\_

30

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**(Please return Part C to the attention of.)**

## EXHIBIT B – BOARD OF DIRECTORS CODE OF CONDUCT

### Board of Directors Code of Conduct

Individual Directors are expected to act in an ethical and businesslike manner.

- 10 1. With the exception of any applicable attorney-client fiduciary duties, Directors must represent unconflicted loyalty to the interests of the Members of the entire Chapter. This accountability supersedes any conflicting loyalty, With the exception of any applicable attorney-client fiduciary duties, such as that to any advocacy or interest groups, or membership on other boards or staffs. This accountability supersedes the personal interest of any Director acting as an individual consumer or provider of the organization's services.
2. Directors must disclose and, to the extent possible, avoid any conflict of interest or nepotism conflicts in accordance with laws and/or the CAI documents.
  - A. If the conflict may result in personal financial gain to the Director, the Director will refrain from participating in discussion and voting.
- 20 3. Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - A. Directors' interaction with the chapter executive director, with staff, or with a committee reporting to the staff, must recognize the lack of authority of any individual Director or group of Directors except as noted above.
  - B. Directors' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Director or Directors to speak for CAI or the chapter.
  - C. Directors will make no judgments of the chapter executive director or staff performance except as that performance is assessed against explicit Board policies by the official process.
- 30 4. Directors shall base their decisions on the merits and substance of the matter at hand, rather than unrelated considerations. They shall not pursue inappropriate personal agendas, lose sight of the big picture, practice deception or break the trust of other Directors.
5. Directors shall not take any special advantage of services or opportunities for personal gain that are not available to all CAI members. They shall refrain from accepting any gifts or promises of future benefits that might compromise or give the appearance of compromising their independence of judgment or action.

Directors shall neither disclose the content of confidential discussions and information, nor use such information to advance personal, financial or other private interests.

THE CENTRAL OHIO CHAPTER OF THE COMMUNITY ASSOCIATION INSTITUTE

*Revised January 26, 2017*

## **EXHIBIT C – COLLECTION/NON SERVICE POLICY**

It is the policy of the organization to complete customer orders and forward an invoice for the merchandise. Invoices for services will be sent immediately following completion of the service.

On or about thirty (30) days after the date of the original invoice, statements will be mailed to customers accompanied by copies of outstanding invoices.

10 On or about forty-five (45) days after the date of the original invoice, a person will contact the customer via telephone and e-mail and attempt to collect the amount due. A record will be kept of telephone and email contacts.

If 60 days elapsed without payment, the account will be turned over to the organization's collection agency if the amount is \$500 or less. If the debt exceeds this figure, the account will be handled by the organization's attorney. At this time, the member will be sent a letter notifying them that the account has been turned over for collection and that the member will no longer be eligible to receive benefits from the CAI NAME Chapter until the debt is cleared. The Chapter may not refuse membership. However, the chapter may withhold member services (i.e. listing in chapter directory, advertising in chapter publications and attendance at chapter events).

20 A Bad Debt Collection Activity Record will be maintained to track telephone calls, collection agency action, and attorney use concerning the customer.

## **EXHIBIT D – RESTRAINT OF TRADE STATEMENT**

Whenever competitors within an industry gather together, appropriate care must be exercised to ensure that violations of anti-trust laws do not occur. All participants of chapter events should avoid any collusive practices or discussions.

10 To avoid any such implications, we recommend that you avoid discussion of pricing, such as the prices you pay and prices you charge, including labor costs; market share and allocation; quality ratings of products or suppliers, particularly those that may cause a competitor to lock out or to cease purchasing from a specific supplier; and/or any other areas that might have anti-competitive repercussions.

For your own protection and the protection of your company, CAI recommends that should one of these subjects be brought up in any discussion, it would be in your best interest to voice your objection to it and disassociate yourself from the discussion should it continue. Neither CAI nor this Chapter is not responsible and does not endorse or otherwise promote any collusive practices or anti-trust violations.