

## ARTICLE 6 – OFFICERS

6.1. Designation of Officers. The Officers of the corporation shall be the Chair, Vice-Chair, Secretary and Treasurer, who shall serve as members of the Board of Directors. Other assistant officers may be elected or appointed by the Board from the Board, to hold office for such period and to have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board.

6.1.1. Qualifications of Chair and Vice-Chair. Only regular members who have practiced employment laws for five or more years shall serve as Chair or Vice-Chair.

6.2. Election and Term of Office. The Officers of the corporation shall be elected each even year by the regular members. The term of office shall be two years or until a successor is elected, unless earlier terminated by resignation, removal, or death. The term of office shall run from March 1<sup>st</sup> of each even year until the end of February of the next even year.

6.3. Duties of Officers. The Officers shall perform the duties prescribed in these Bylaws or as may be adopted by resolution of the Board.

6.3.1. Chair. The Chair shall be the chief executive officer of the corporation, and subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The Chair shall preside over meetings of the members and the Board and serve as the organization's chief spokesperson. The Chair may sign contracts and other instruments, except when the signing and execution thereof have been expressly delegated to the Board or these Bylaws to some other Officer or agent of the corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the Chair shall perform all duties incident to the office of chair or president and such other duties as are assigned to him or her by the Board from time to time.

6.3.2. Vice-Chair. By delegation by the Chair or in his or her absence, the Vice-Chair shall preside over meetings of the Board or members and serve as spokesperson of the organization. If not running for office, the Vice-Chair shall serve as chair of the Board's Nominations Committee and any other committees as appointed by the Board.

6.3.3. Secretary. The Secretary shall (a) keep the minutes of the meetings of the members and the Board, and minutes that may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and

Director and of the name and post office address of each Officer; (e) sign with the Chair, or other Officer authorized by the Chair or the Board, contracts or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

6.3.3.a. The Secretary shall submit in a timely manner all notices or forms which are required to be filed under federal, state or local law, and shall notify the Board when such notices or forms are due and when they have been filed. Copies of all such notices or forms shall be kept on file with the records of the corporation.

6.3.4. **Treasurer.** If requested by the Board and at the expense of the corporation, the Treasurer shall give a bond for the faithful performance of his or her duties in such amount and with such surety as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such monies in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

6.3.4.a. The Treasurer shall maintain all records pursuant to generally accepted accounting principles and shall give an information financial report to the Board at every regularly scheduled meeting of the Board.

6.3.4.b. The Treasurer shall submit the financial records to an independent local certified accountant at the close of the calendar year for review and/or audit. If the Board determines that the financial status of the corporation or other reason precludes the expenditure of funds for an outside audit, then the Board will appoint a committee to review the financial records.

6.4. Attendance. Officers shall be expected to attend, in person or by telephone, every regularly scheduled Board and member meeting.

6.5. Resignation. An Officer may resign at any time by delivering written notice to the Chair, the Vice-Chair, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6. Removal. In addition to the provisions of paragraph 5.13 herein for removal by the membership of an Officer-Director, any Officer elected by the members or appointed by the Board hereunder as to new offices or to fill unexpired terms may be removed from office by a two-thirds (2/3) vote of a quorum of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

6.7. Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by appointment by the Board for the unexpired portion of the term.