

CODE OF REGULATIONS
OF
EDUCATIONAL THEATRE ASSOCIATION

ARTICLE I

Name, Mission, Purpose and Location

Section 1.1. Name, Mission, and Purpose. The name of this Ohio nonprofit corporation is the Educational Theatre Association (“EdTA”). The principal purpose of EdTA, among other purposes, shall be consistent with the Articles of Incorporation and shall be to create an artistic, educational and professional network for theatre arts educators, students, professionals and enthusiasts to share ideas and support the effort to have theatre arts (including film, television, and other related electronic media) recognized in all phases of education and lifelong learning through: (1) cultivating support to sustain and grow EdTA; (2) honoring the work and recognizing the achievement of EdTA’s members and others; (3) producing educational events, programming and publications to expand the knowledge and skills base for EdTA’s members and the field of theatre education; (4) promoting the work of EdTA and its membership to the public and other organizations; (5) serving EdTA’s members by being the leading advocate for theatre arts education; (6) supporting EdTA’s volunteer leader network; and (7) promoting high professional standards.

Section 1.2. Location. The principal office of EdTA at which its general business shall be transacted and where the records of EdTA shall be kept shall be determined by the Board of Directors. Until otherwise determined by the Board of Directors, the principal office shall be located at 2343 Auburn Avenue, Cincinnati, Ohio 45219. EdTA also may have offices at such other locations within or without the State of Ohio as the Board of Directors may determine.

ARTICLE II

Membership

Section 2.1. Eligibility. Membership in EdTA shall be open to all who support the mission and goals of EdTA and meet the requirements for membership. EdTA reserves the right to refuse membership to any individual EdTA believes not to be in compliance with these Regulations or the policies of EdTA, as determined by EdTA. The membership requirements and dues shall be determined by the Executive Director consistent with the policies established by the Board of Directors.

Section 2.2. Divisions and Classes. The Board of Directors shall by written policy establish divisions and classes of membership. Unless otherwise determined by the Board of Directors, EdTA shall have two (2) divisions of membership: (1) EdTA Professional Membership and (2) International Thespian Society Membership. The Board of Directors by written policy may establish other divisions and classes of

membership in EdTA. The Board of Directors may amend or revoke any such policy by a majority vote of the Board of Directors.

Section 2.2.1. EdTA Professional Membership. The adult professional membership division of EdTA represents individuals preparing for or currently or formerly engaged in the theatre education profession. The four current classes of professional membership are: (1) Professional Member; (2) Pre-Professional Member; (3) Emeritus Member; and (4) Honorary Member.

Section 2.2.2. International Thespian Society Membership. The student honor society membership division of EdTA is the International Thespian Society (“ITS”). The three current classes of ITS membership are: (1) Thespians; (2) Junior Thespians; and (3) Honorary Thespians.

Section 2.3. Conditions of Membership. Members agree to all terms and conditions of these Regulations, as well as the following:

(a) To sign and be governed by the EdTA Code of Professional Standards;

(b) To sign and be governed by the EdTA Troupe Handbook, if applicable, in administering the school’s Thespian or Junior Thespian troupe;

(c) To donate overpayments up to and including \$10.00 in any individual transaction with EdTA to EdTA’s scholarship fund.

Section 2.4. Meetings of the Members.

Section 2.4.1. Annual Meetings. The annual meeting of the Members of EdTA shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates between June and October of each calendar year.

Section 2.4.2. Regular and Special Meetings. Regular and special meetings of the Members shall be held at any time or place, within or without the State of Ohio, pursuant to a resolution of the Board of Directors or to a call signed by the President or not less than twenty percent of the Voting Members.

Section 2.5. Notice of Meetings

Section 2.5.1. Regular and Annual Meetings. Written notice of each regular and annual meeting of the Members stating the place and the time thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each Member at his or her address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived. Notice of regular and annual meetings must be posted on the EdTA website at least thirty days before the meeting date and must include a description of the business to be conducted.

Section 2.5.2. Special Meetings. Written notice of each special meeting of the Members stating the place, time and purpose thereof shall be delivered personally, sent by fax, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each Member at his or her address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 2.5.3. Waiver. Any Member may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 2.6. Voting Members. Each Professional Member in good standing (a "Voting Member") shall have voting rights and may serve as a director or officer of EdTA.

Section 2.7. Voting Member in Good Standing. A Voting Member that has met the requirements for membership and dues established by the Board of Directors is in good standing. Voting Members, including Troupe Directors, with a membership status of "inactive" or "withdrawn" are not considered to be in good standing.

Section 2.8. Non-Voting Members. All Members of EdTA, except for Professional Members in good standing, shall be non-voting Members.

Section 2.9. Quorum; Voting. The Voting Members present in person or by mail, at any meeting of the Members shall constitute a quorum for the meeting. At all meetings of the Members, each Voting Member shall be entitled to cast one vote on any question coming before the Members. A Voting Member shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Members. Unless otherwise provided in these Regulations, the affirmative vote of a majority of the Voting Members present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 2.10. Resignation. Any Member may resign by filing a written resignation with the Executive Director. Resignation, however, does not relieve a Member from liability for any membership dues or other amounts owed and unpaid as of the date of resignation.

Section 2.11. Withdrawal. Any Member may have his or her membership withdrawn for adequate reason by EdTA. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for withdrawal and does not require advance notice to the Member. Any Member proposed for withdrawal for other reasons shall be given advance written notice including the reason for the proposed withdrawal, opportunity to contest the proposed withdrawal in writing or in person before the Executive Director, and final written notice of the Executive Director's decision.

Section 2.12. Written Action. Any action that may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting when authorized in a written action signed by a majority of the Voting Members. Any electronic transmission that contains an affirmative vote or approval of a Voting Member is a signed writing for the purposes of this section.

Section 2.13. Attendance Through Electronic Communications Equipment Prohibited. Meetings of the Members through any electronic communications equipment are prohibited. Participation through electronic communications equipment shall not constitute presence at such meeting.

ARTICLE III

Organization and Governance

Section 3.1. Organization. EdTA shall be organized to include a Board of Directors, officers, chapter directors and committees.

Section 3.2. Governance Style. The Board of Directors shall employ policy governance as its style and approach to the governance of EdTA.

Section 3.3. Areas of Governance. The Board of Directors shall adopt, publish and follow policies that govern EdTA in the following four areas: (a) Aims/Ends; (b) Executive Limitations; (c) Governance Process; and (d) Board/Executive Director Relationship. These policies shall be reviewed regularly on a schedule established by the Board of Directors and changes made as deemed necessary or appropriate.

ARTICLE IV

Board of Directors

Section 4.1. Powers and Duties. The entire direction and management of the affairs of EdTA shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of EdTA, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of EdTA. A Director shall perform his or her duties as a Director of EdTA, including his or her duties as a member of any committee of EdTA, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of EdTA and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 4.2. Qualifications. Any Voting Member of EdTA is eligible to serve on the Board of Directors. In selecting Appointed Directors, the needs of EdTA shall be considered by the Board of Directors in determining the persons whose qualifications best serve EdTA.

Section 4.3. Number of Directors. The Board of Directors shall consist of the following: (a) the President; (b) the Vice President; (c) three Elected Directors; and (d) three Appointed Directors, who are selected by the Board of Directors. The number of Directors may be increased or decreased by an affirmative majority vote of the Voting Members. No decrease in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 4.4. Term of Office.

Section 4.4.1. Elected Directors. An Elected Director shall hold office for a term of three years commencing on the August 1 after the day of the annual meeting of the Members at which the Elected Director is elected and ending on the July 31 of the third year thereafter, or until his or her successor is elected and qualified. An Elected Director may serve no more than two full three-year terms; provided that, however, the filling of an unexpired term of less than three years created by a vacancy shall not constitute a full term.

Section 4.4.2. Appointed Directors. The Board of Directors shall appoint three Directors for a term of three years commencing on the August 1 after the day of the annual meeting of the Board of Directors at which the Appointed Director is appointed and ending on the July 31 of the third year thereafter, or until his or her successor is appointed and qualified. An Appointed Director may serve no more than two full three-year terms; provided that, however, the filling of an unexpired term of less than three years created by a vacancy shall not constitute a full term.

Section 4.4.3. Staggered Terms. The Board of Directors, excluding the officers, may be divided into three groups or classes, each consisting of approximately one-third of the then current total number of Directors, excluding the officers. The Directors in each group shall be elected or appointed, as the case may be, for a term of three years such that the term of office of one such group shall terminate each year. To maintain three classes of directors consisting of approximately the same number of persons, certain Directors may be assigned to and shall serve one-year and two-year terms so as to establish or maintain staggered terms whereby approximately one-third of the Directors' terms expire each year.

Section 4.5. Election of Directors. The Elected Directors shall be elected at the annual meeting of the Members, or at a special meeting of the Members called for such purpose. The election of Elected Directors shall be by a plurality of votes of the Members constituting a quorum and entitled to vote at such meeting.

Section 4.6. Appointment of Directors. The Appointed Directors shall be appointed at the annual meeting of the Board of Directors, or at a special meeting of the Board of Directors called for such purpose. The appointment of Appointed Directors shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 4.7. Removal. The Board of Directors may remove any Director by a majority vote of the Board of Directors, at a meeting duly called and held for such purpose.

Section 4.8. Vacancies. The Board of Directors may fill any vacancy that may occur in the Board of Directors, including Elected Directors, Appointed Directors, President and Vice President, by election of a successor Director to hold office during the unexpired term of the vacant Director position. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting. The unexpired term shall not count as a term of office as defined by these Regulations and may be served in addition to the term limits established by these Regulations. An individual may be elected only once to complete an unexpired term.

Section 4.9. Meetings.

Section 4.9.1. Annual Meeting. The annual meeting of the Board of Directors for the appointment of Appointed Directors and the transaction of other business shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates.

Section 4.9.2. Regular Meetings. The Board of Directors may establish regular meetings of the Board of Directors. Such meetings shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates.

Section 4.9.3. Special Meetings. Special meetings of the Board of Directors may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more Directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 4.10. Notice of Meetings.

Section 4.10.1. Annual and Regular Meetings. Written notice of each annual and regular meeting of the Board of Directors stating the place, if any, and the time thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived.

Section 4.10.2. Special Meetings. Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by fax, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 4.10.3. Waiver. Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 4.11. Quorum and Voting.

Section 4.11.1. Quorum. The presence of a majority of the Directors of the Board of Directors at a duly-called meeting shall constitute a quorum at any meeting, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting.

Section 4.11.2. Voting. At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board, except the President who shall cast a vote only in the case of a tie. Unless otherwise provided in these Regulations, a majority vote of the voting Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 4.11.3. Proxy Voting Prohibited. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

Section 4.12. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 4.13. Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors. Any electronic transmission that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section.

Section 4.14. Attendance Through Electronic Communications Equipment. Meetings of the Board of Directors may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting. Notwithstanding the foregoing, at least two meetings per year of the Board of Directors must be held in person.

Section 4.15. Advisory Board. The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors. The Board of Directors shall have the power to establish terms of office for members of an Advisory Board and to fill vacancies in, or change the membership of, an Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

ARTICLE V

Officers

Section 5.1. Officers. The officers of EdTA shall be a President, Vice President, Treasurer, and Secretary who shall be the Executive Director of EdTA. No person may hold more than one office at a given time.

Section 5.2. Qualifications. The President and Vice President must be Voting Members of EdTA who have demonstrated leadership and service to EdTA before assuming the office of President or Vice President. To serve as Treasurer, an individual shall be either an Elected Director or an Appointed Director of EdTA. In selecting a Treasurer, the financial expertise of the candidates shall be considered by the Board of Directors in determining the person whose qualifications best serve EdTA.

Section 5.3. Election and Term of Office of the President and Vice President. The Vice President shall be elected by a plurality of votes of the Voting Members present at the annual meeting of the Members at which the Nominating Committee has presented a list of candidates, including the Vice President. The Vice President shall serve a two-year term. The Vice President shall automatically succeed to the office of President for a two-year term. No member shall serve more than one term as Vice President or as President.

Section 5.4. Election and Term of Office of the Treasurer. The Treasurer shall be elected by a majority vote of the Board of Directors present at the annual meeting of the Board of Directors. The Treasurer shall serve a one-year term. The Treasurer may be reelected and serve more than one term.

Section 5.5. Powers and Duties. Officers of EdTA shall have such powers and perform such duties as generally pertain to their respective offices, and such further powers as the Board of Directors confers.

Section 5.5.1. Duties of the President. The President shall have the following duties:

- (a) Act as the presiding officer of EdTA;
- (b) Preside at all meetings of the Board of Directors or other general assemblies of EdTA;
- (c) Sign the records of EdTA and in general perform all duties usually incident to such office or which may be required by the Board of Directors, including the enforcement of these Regulations and all rules promulgated by the Board of Directors;

- (d) Determine the number and kinds of committees in consultation with the Board of Directors;
- (e) Provide for representation of the concerns and opinions of ITS student leadership to the Board of Directors;
- (f) Be an official spokesperson for EdTA and the Board of Directors; and
- (g) Serve as ex-officio member of all committees.

Section 5.5.2. Duties of the Vice President. The Vice President shall have the following duties:

- (a) Perform the duties of the President in the event of the absence, incapacity, or resignation of the President;
- (b) Be an official spokesperson for EdTA and the Board of Directors upon the consent of the President; and
- (c) Serve as ex-officio member of all committees.

Section 5.5.3. Duties of the Treasurer. The Treasurer shall have the following duties:

- (a) Serve as the chair of the Finance Committee provided for by these Regulations;
- (b) Supervise the keeping of monies, assets, and liabilities of EdTA;
- (c) Keep accurate accounts of all finances of EdTA, hold the books open for examination, and present to the Board of Directors financial reports at least quarter-annually; and
- (d) Present to the Board of Directors at the annual meeting a written financial report for the most recently completed fiscal year.

Section 5.5.4. Duties of the Secretary. The Secretary shall have the following duties:

- (a) Take and keep or supervise the taking and keeping of accurate written minutes of all meetings of the Board of Directors;
- (b) Supervise the custody of the records and documents of EdTA; and

- (c) Keep or supervise the keeping of accurate records of membership and proceedings of EdTA.

Section 5.6. Signature of Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by an authorized officer with the written consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

Section 5.7. Removal. Any officer may be removed by a two-thirds vote of the Board of Directors, at a meeting duly called and held for such purpose.

Section 5.8. Vacancies. The Board of Directors, by a majority vote, may fill any vacancy that may occur in the office of President or Vice President by electing a current or former Director, but not a former President or Vice President, to hold office during the unexpired term of the vacant office. Such unexpired term shall not count as a term of office as defined by these Regulations and may be served in addition to the term limits established by these Regulations.

ARTICLE VI

Chapters, Chapter Directors and Chapter Boards

EdTA may designate or approve Chapters for geographic regions. The Board of Directors shall by written policy establish the definition and governance of Chapters for geographic regions. The Board of Directors may amend or revoke any such policy by a majority vote of the Board of Directors.

ARTICLE VII

Committees

Section 7.1. Standing Committees. The Nominating Committee and the Finance Committee shall be standing committees.

Section 7.2. Other Committees. The Board of Directors may create other committees, which shall have such powers and perform such duties the Board of Directors prescribes.

Section 7.3. Authority of Committees. The President with the approval of the Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors.

Section 7.4. Nominating Committee. The Nominating Committee shall function according to Article VIII.

Section 7.5. Finance Committee. The Finance Committee shall advise the Board of Directors on the budget, investments, finances and fiscal operations of EdTA. The Finance Committee shall provide for the annual review of the books and accounts of EdTA and recommend the independent auditor to be retained by the Board of Directors. The Finance Committee shall function according to a committee charter.

ARTICLE VIII

Nominating Committee

Section 8.1. Composition of the Nominating Committee. The Nominating Committee shall consist of the following individuals: (1) the immediate Past President of EdTA, who shall serve as the Chair of the Nominating Committee; (2) the Vice President of EdTA; (3) the Executive Director of EdTA; (4) the staff Director for Leadership; (5) an EdTA Director appointed by the Board of Directors; (6) a Chapter Director appointed by the Leadership Coaches (or the equivalent); (7) a Leadership Coach (or the equivalent) appointed by the Leadership Coaches (or the equivalent); and (8) a Voting Member of EdTA appointed by the Board of Directors. All members shall have voting privileges. The Chair of the Nominating Committee shall establish the meeting dates and places of the Nominating Committee. If the immediate Past President is unable to serve, the Board of Directors shall appoint another Past President to serve as Chair of the Nominating Committee.

Section 8.2. Purpose and Duty. The Nominating Committee shall proactively seek the curriculum vitae submissions for the office of Chapter Director, and shall seek to nominate a list of nominees for the offices of Elected Director, President and Vice President to present at the annual meeting of the Members.

Section 8.3. Terms of Office. Members of the Nominating Committee shall be appointed at the start of the term of each President. Members of the Nominating Committee shall serve for a two-year term.

Section 8.4. Nomination Process for EdTA Directors and Officers. The Nominating Committee shall mail or e-mail and post on the EdTA website at least one-hundred and twenty days before the annual meeting of the Members, at least one nomination for each EdTA officer and Elected Director vacancy or position that is about to expire.

Section 8.5. Nomination Process for Chapter Directors. The Nominating Committee shall collect curriculum vitae submissions for each Chapter Director vacancy or position that is about to expire based on a cycle determined by the Home Office. Curriculum vitae submissions for Chapters with a vacancy or a position that is about to expire will be forwarded to the Chapter Board, or in the case there is no Chapter Board, to a committee made up of the Director of Chapter Relations, the sitting Chapter Director and a troupe director they select from the Chapter. The Chapter Board or the committee shall provide the Nominating Committee at least one nomination for the Chapter Director vacancy or position that is about to expire in time to mail or e-mail

notification of the nomination to members of the chapter and post the nomination on the EdTA website by at least October 25.

Section 8.6. Additional Nominations by Petition. Any Voting Member may petition to have his or her name placed on the ballot for EdTA Director at the annual meeting of the Members, if the Voting Member has obtained fifteen signatures of other Voting Members from at least three different Chapters and has submitted that petition to the Nominating Committee through the office of the Executive Director at least seventy-five days before the date of the annual meeting of the Members. Additional nominations for inclusion on the ballot for each Chapter Director vacancy or position that is about to expire may be made by petition by any Voting Member in the Chapter, if the Voting Member has obtained the signatures of ten percent (10%) of the other Voting Members from the Chapter, excluding the person being nominated, and has submitted that petition to the office of the Executive Director by at least November 25.

Section 8.7. Election Process.

Section 8.7.1. EdTA Officers and Directors. At the annual meeting of the Members, the Chair of the Nominating Committee shall present for approval the list of nominees prepared by the Nominating Committee. Upon presentation of the list of nominees, all Voting Members present at the meeting in person or by mail shall vote on the list of nominees and nominations by petition, if any, in accordance with Section 8.7 of these Regulations. A quorum of the annual meeting shall be established as those Voting Members present in person or by mail at the annual meeting. Nominees shall be elected by a plurality of votes of the Voting Members present in person or by mail at the annual meeting. Individuals elected shall assume office at the designated times.

Section 8.7.2. Chapter Directors. In the event the Nominating Committee presents an uncontested ballot for a chapter director position, that individual shall be elected and assume office at the designated time.

Section 8.8. Election Process for Additional Nominations by Petition.

Section 8.8.1 Additional Nominations by petition for EdTA Officers or Directors. If there are additional Members nominated by petition, according to Section 8.6 of these Regulations, the Chair of the Nominating Committee shall offer the list of nominees for election at the annual meeting, withdrawing the contested office(s), and follow the procedure described in Section 8.7 of these Regulations. The Chair of the Nominating Committee or designee then shall conduct a written ballot for any contested office(s). The individuals receiving a plurality of votes of the Voting Members present in person or by mail at the annual meeting shall be elected and assume office at the designated time.

Section 8.8.2. Additional Nominations by petition for EdTA Chapter Director. If there are additional Members nominated by petition, according to Section 8.6 of these Regulations, or if there are additional Members nominated as a result of the Nominating Committee's procedure described in Section 8.5 of these Regulations, creating a contested election, the Chair of the Nominating Committee then shall conduct

a mail-out or electronic written ballot to be sent to Voting Members of the Chapter. The individual receiving a plurality of votes of the Voting Members of the Chapter shall be elected and assume office at the designated time.

Section 8.9. One Office Position. Members of EdTA may serve in only one of the following capacities at any one time: President, Vice President, Elected Director, Appointed Director, Chapter Director or Leadership Coach (or the equivalent). When elected to a new office, the Member shall resign from his or her current office or appointed position effective the first day of the term of office upon election or appointment of his or her successor.

Section 8.10. Commencement of Terms of Office. Members newly elected to EdTA offices shall assume their duties on August 1 immediately following their election and shall continue to serve for the duration of the term and until their successor is elected and such successor's term begins, or until an individual's resignation is accepted, an individual is removed from office, or an individual is otherwise unable to serve.

ARTICLE IX

Miscellaneous

Section 9.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of EdTA shall be the calendar year ending on July 31.

Section 9.2. Amendments. The Voting Members may amend, repeal or restate EdTA's Articles of Incorporation and these Regulations at any meeting of the Members by an affirmative two-thirds vote of the Voting Members present at a duly-called meeting at which a quorum is present; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting and posted on the EdTA website at least thirty days before such meeting. The Board of Directors on its own initiative may propose amendments, or upon the petition of more than ten percent of the then current Voting Members of EdTA addressed to the Board of Directors through the office of the Executive Director at least sixty days in advance of such meeting. The Board of Directors shall present all such amendments to the Voting Members, with or without recommendation.

Section 9.3. Indemnification. EdTA shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a Director, officer, leadership coach (or the equivalent), committee member, or employee of EdTA (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a Director, officer, leadership coach (or the equivalent), committee member, or employee, or arising out of such person's status as such a Director, officer, leadership coach (or the equivalent), committee member, or employee (including serving at the request of EdTA as a director, officer, partner, member, employee or agent of another organization). EdTA may, but shall not be obligated to, maintain

insurance at its expense to protect itself and any such person against any such liability, cost or expense.

Section 9.4. Authority to Borrow, Encumber Assets. No Director, officer, agent or employee of EdTA shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the Board of Directors. The Board of Directors may grant general or limited liability for any of the above purposes.

Section 9.5. Deposit of Funds. All funds of EdTA shall be deposited to the credit of EdTA in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Section 9.6. Conflicts of Interest.

Section 9.6.1. Gifts. No Director, officer or employee of EdTA shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with EdTA without first making a disclosure of such conflict of interest to the Board of Directors.

Section 9.6.2. Conflict of Interest Procedure. When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or Director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors, a copy of which is attached as Exhibit A, shall be followed.

Section 9.7. Dissolution. The Members may dissolve EdTA pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of EdTA, EdTA shall, after paying or making provision for the payment of all the liabilities of EdTA, dispose of all assets of EdTA as provided in the Articles of Incorporation of EdTA.

Section 9.8. Supersession. These Regulations supercede the Constitution of EdTA adopted on July 14, 2001, and the Bylaws of EdTA adopted on July 14, 2001 and last amended on August 26, 2005.

Adopted 29 June 2007
Amended 27 July 2008
Amended 27 September 2008