

**American Pediatric Surgical Association
Articles of Incorporation**

First: The name of the corporation is The American Pediatric Surgical Association (hereinafter the "Corporation").

Second: The place in this state where the principal office of the Corporation is to be located is in the City of Cleveland, Cuyahoga County, Ohio.

Third: The purposes for which the Corporation is formed are: To encourage specialization in the field of pediatric surgery and in other ways to make available to more people the benefits to be derived from the services of qualified pediatric surgeons; to promote and maintain the quality of education in pediatric surgery through meetings, lectures and the distribution of printed materials; to raise the standards of the specialty by fostering and encouraging research and scientific progress in pediatric surgery, and by establishing standards of excellence in the surgical care of infants and children; to provide a forum for the dissemination of information with regard to pediatric surgery; and to present the common interests of pediatric surgeons in the area of socioeconomic policy development. To accept, receive and acquire by deed, gift, bequest, devise, purchase, lease, or otherwise, property of any sort or nature, without limitation as to amount or value, and to hold, invest, reinvest, manage, use, apply, employ, expand, disburse, or donate the same, whether income or principal or proceeds of sale, exclusively for the purposes hereinabove set forth. To do such other things as are incidental or appropriate in accomplishing the foregoing purposes.

Fourth: The Corporation is organized as a nonprofit corporation under Chapter 1702 of the Ohio Revised Code and shall at all times be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of being described in Code Section 501(c)(6).

Fifth: The Corporation shall not make any purchase of property for more than adequate consideration in money or money's worth, shall not sell any of its property for less than an adequate consideration in money or money's worth, and shall not pay compensation in excess of a reasonable allowance for personal services actually rendered. The Corporation shall not lend its property or income, without the receipt of adequate security and a reasonable rate of interest, nor make its services available on a preferential basis. The Corporation shall not engage in any transaction which results in a diversion of its property or income from its purposes as set forth in Article Third. No part of the net earnings of the Corporation shall inure to the benefit of any person except as a proper beneficiary of its said purposes.

Sixth: The Corporation shall not accumulate income to an extent which is unreasonable either in amount or duration in carrying out its purposes set forth in Article Third, shall not use such accumulations for purposes other than such purposes, and shall not invest its funds in any manner as to jeopardize the carrying out of its said purposes.

Seventh: Upon dissolution of the Corporation, or any partial or entire liquidation of its property or assets, all of the Corporation's property of every nature and description shall, after making provision for discharge of all of the liabilities of the Corporation, be paid over and transferred to such one or more organizations or institutions which are then exempt from federal income tax under Section 501(a) of the Code by reason of being described in either Section 501(c)(3) or Section 501(c)(6) of the Code, as shall be selected by a majority of persons who are then members of the Board of Governors of the Corporation.

Eighth: No member of the Board of Governors, officer, or employee of the Corporation, or any other person, shall receive any profit from the operations or liquidation of the Corporation, except as reasonable compensation for services actually rendered to the Corporation.

Ninth: Each reference in these Amended Articles of Incorporation to a section of the Code or the Ohio Revised Code shall include the corresponding provisions of any future Internal Revenue or Ohio laws, respectively.

Tenth: These Amended Articles of Incorporation supersede and take the place of existing Articles of Incorporation of the Corporation as the same may have been amended heretofore.

**American Pediatric Surgical Association
Bylaws**

*Amended June 13, 2003
Amended May 31, 2005
Amended May 23, 2006
Amended May 30, 2009
Amended May 22, 2012
Amended May 31, 2014
Amended May 2, 2015
Amended May 17, 2016
Amended May 6, 2017*

**BYLAWS OF THE
AMERICAN PEDIATRIC SURGICAL ASSOCIATION**

PREAMBLE

PRINCIPLES OF MEDICAL ETHICS

Members:

1. Shall strive to provide competent medical care to patients with compassion and consideration for their feelings and dignity.
2. Shall strive to maintain existing skills and to develop or acquire new medical and surgical knowledge through continuing practice in order to benefit patients.
3. Shall avoid performing procedures which are beyond their capacity, training or experience.
4. Shall practice medicine with honesty and fairness toward patients, colleagues and all others.
5. Shall seek consultation, assistance or additional talents of other professionals where such might be of value in the care of the patient or where requested by the patient or a concerned representative.
6. Shall choose from equally efficacious treatments and diagnostic procedures those which are the least intrusive, the least painful and the least expensive.
7. Shall recognize a responsibility to participate in activities benefiting the community.

Article I MEMBERSHIP

Section 1. Regular Membership

- 1.1. A regular member must be licensed to practice medicine in the United States or Canada.
- 1.2. All regular members must be certified in pediatric surgery by the American Board of Surgery or by the Royal College of Surgeons of Canada.
- 1.3. A regular member must have completed his/her training in an Accreditation Council for Graduate Medical Education (ACGME)-approved position or equivalent Royal College of Surgeons of Canada (RCSC)-approved program.
- 1.4. An applicant must have a practice devoted entirely to pediatric surgery, except as may be required by emergency care or special circumstance.
- 1.5. An applicant may not be elected to membership until he or she has practiced pediatric surgery for one year after completion of the required surgical training.
- 1.6. Any exception to the above criteria for membership must be made by a recommendation from the membership and credentials committee to the board of governors. Subsequent majority approval of the board of governors and an affirmative vote by two-thirds of the voting membership at an annual meeting business meeting is necessary for election.
- 1.7. The regular member pledges to abide by the obligations and objectives and core values of the association as set forth in the articles of incorporation and the principles of medical ethics as stated in the preamble to the bylaws.

Section 2. Candidate Members

- 2.1. A candidate member must be currently licensed to practice medicine in the United States or Canada.
- 2.2. Candidate members must have successfully completed or they must be eligible for examination in general surgery given by the American Board of Surgery or the Royal College of Surgeons of Canada.
- 2.3. Fellows in, or individuals who are within 12 months after completion of an ACGME-approved pediatric surgical fellowship or RCSC-equivalent positions are eligible for candidate membership.
- 2.4. An individual may remain a candidate member for five years following completion of an approved pediatric surgical residency program at which time the candidate membership will expire. This five-year period is in addition to the time spent as a candidate member during pediatric surgery residency.

If candidate membership expires, one may still apply for regular membership at any time in the future. Candidate membership is not mandatory in order to qualify for regular membership.
- 2.5. A candidate member who has completed his/her training in an ACGME-approved pediatric surgery residency position or equivalent Royal College of Surgeons of

Canada approved program must practice pediatric surgery exclusively as stipulated in section 1.4. for regular membership.

2.6. Candidate members are not eligible for appointment with voting privileges on standing or ad hoc committees, but may be appointed by the president as consultant members for a period not to exceed two years.

2.7. Candidate members will not have the same meeting attendance requirements as regular members, will not have voting privileges and are not eligible to hold office. Candidate members' annual membership dues will be determined by the board of governors and will not exceed 20% of the current regular membership dues. They may attend the annual business meeting and will be governed by all other bylaws applicable to regular membership.

2.8. A candidate member will require sponsorship by a regular member for abstracts submitted for presentation to the annual APSA scientific meeting.

Section 3. Charter Membership

3.1. A charter membership shall be extended to a person actively engaged in the practice of pediatric surgery, who has already amply demonstrated excellence and fitness as a trained specialist in pediatric surgery, who has devoted his practice to pediatric surgery and who is certified by the American Board of Surgery or by the Royal College of Surgeons of Canada.

3.2. A list of charter membership was established and then closed on April 15, 1970.

Section 4. Honorary Membership

4.1. Honorary membership may be conferred upon a physician for outstanding contributions to pediatric surgery by unanimous vote of the board of governors. Honorary membership will be announced to the membership attending the annual business meeting.

4.2. Honorary members will not be subject to dues or the meeting attendance requirement. They will be able to attend the annual business meeting. They will not be eligible to hold office.

Section 5. International Membership

5.1. A physician who does not live or practice surgery within the Territory of the United States or Canada and who does not otherwise meet criteria for regular membership, may apply to the American Pediatric Surgical Association as an international member. Such applicants must provide documentation that they have successfully completed the established training curriculum in pediatric surgery as required by their respective national or regional agencies. Such applicants must meet the same practice criteria as required of regular members. Letters of recommendation from three APSA members as well as a letter from one local reference must accompany his/her application.

5.2. Applicants for international membership must have attended one annual meeting before they are eligible to apply.

5.3. International members will pay dues as set forth by the board. They will be eligible for committee service at the discretion of the president. They will not be subject to

the meeting attendance requirement. They may attend the annual business meeting, have voting privileges, but will not be eligible to hold office.

Section 6. Associate Members

- 6.1. Associate membership shall be extended to a person who has been exclusively engaged in the practice of pediatric surgery for five years, except as may be required by emergency care or special circumstances.
- 6.2. An associate member requires written endorsement by a regular member sponsor as well as two other members at the time of application.
- 6.3. Associate member applicants must provide a comprehensive current two-year case log as well as a letter from the chief of surgery at each hospital where he/she practices confirming the validity of the case log and indicating that the applicant is a member of the hospital staff in good standing.
- 6.4. Associate members shall be subject to the same meeting attendance requirements as regular members. They may attend the annual business meeting, have voting privileges, be eligible for committee service, and pay dues as set forth by the board. They are not eligible to hold elected office.
- 6.5. Applications for associate membership will be submitted for consideration to the membership and credentials committee for review and recommendation to the board of governors and membership-at-large. The procedure for election to membership shall be identical as for regular members.

Section 7. Resident Members

- 7.1 A resident member must be a general surgery resident in good standing in an Accreditation Council on Graduate Medical Education (ACGME)-approved residency program or Royal College of Surgeons of Canada (RCSC)-equivalent or in a training or research position during or after completion of the residency but not yet a fellow in an ACGME- or RCSC-approved training program in pediatric surgery.
- 7.2 Two reference letters are required: One from the general surgery chair or program director and one from an APSA member in good standing.
- 7.3 The term of membership will be for one year and will automatically expire after one year. Upon notification from APSA headquarters, a written request for extension must be submitted to and approved by the Membership and Credentials Committee.
- 7.4 The membership and credentials committee will be solely responsible for all decisions regarding acceptance into the resident group.
- 7.5 Resident members are not subject to the same meeting attendance requirements as regular members. They may not vote, hold office or serve on committees. They are not subject to membership dues. They may attend the annual business meeting.

Section 8. Senior Members

- 8.1. Members who are at least 70 years of age or retired from practice shall be considered Senior Members.
- 8.2. Members are requested to notify APSA when they turn 70 or retire.

- 8.3. No annual dues shall be required of Senior Members.
- 8.4. Senior Members are not subject to the meeting attendance requirement.

Section 9. Application Procedures

- 9.1. New applications for regular, associate or international membership will be initiated by the prospective member. For regular membership, the procedure may begin prior to the completion of the required one year of pediatric surgery practice. See Article 1, Section 1.5. The application will need supporting letters from three members in good standing. One of these three letters must be from the training director of the prospective member. At least one sponsor must attest that the applicant exemplifies a high standard of ethical behavior as set forth in the principles of medical ethics in the preamble to the bylaws. Applicants for international membership will require one additional letter of recommendation from a physician who is acquainted with the individual's professional competence and ethics in his/her own practice community.
- 9.2. Completed applications for membership may be submitted to the membership and credentials committee at any time throughout the year. Applications will be reviewed by the membership and credentials committee and presented to the board of governors for approval.
- 9.3. Upon the recommendation of the membership and credentials committee and approval of the board of governors, approved applicants will immediately become members of APSA in their respective categories. They will receive their certificates of membership in a ceremony at the subsequent annual meeting.
- 9.5. The membership applicant will be notified by email of the results of the application process.
- 9.6. The rejection of the membership application by the membership and credentials committee or the board of governors may be appealed within one year of notification of the applicant, if he/she so desires.
- 9.7. The appeal process is initiated by the membership applicant. He/she can, by written inquiry to the secretary of the board, request an appeal hearing before the board of governors. This hearing will be granted at the time of the next regularly scheduled biannual board of governors meeting, provided the request is received at least three months prior to the next regularly scheduled meeting. This appeals meeting must be attended by the sponsor and a maximum of one other member of the organization. The board of governors may invite other interested parties at their discretion. The membership applicant may attend only upon request of the board of governors.

Section 10. Application Form

- 10.1. The application shall include:
 - 10.1.1. Curriculum vitae
 - 10.1.3. Applicants for regular or international membership must submit a tabulation, by case, of the operative experience of the applicant during the 12-month period immediately preceding his/her application. Applicants for associate membership must submit a tabulated operative experience covering the 24-month period immediately preceding his/her application. All operative tabulation must be signed by the chief(s) of surgery where the applicant works. The report should indicate the applicant's role in the operation.

- 10.2. The candidate membership application shall include:
- 10.2.1. Curriculum vitae
- 10.2.3. A letter from an APSA member who is on the faculty of the applicant's pediatric surgery training program which attests to his/her satisfactory status of good standing in the program and suitability for candidate membership. This letter should also confirm that the applicant for candidate membership held the ACGME-approved residency position within the training program (for U.S. trainees or equivalent RCSC-approved program).

Section 11. Resignation

- 11.1. Any member may submit his/her resignation at any time in writing to the president to be effective on the date of submission. Reinstatement of membership may be obtained by petitioning the board of governors. Payment of past dues may be required to resume membership, at the discretion of the board.

Section 12. Fiscal Year

- 12.1. The fiscal year shall be from January 1 to December 31.

Section 13. Dues

- 13.1. Dues shall be set by the board of governors and approved by the membership at the annual meeting. The board of governors shall direct the dues process with regard to invoice and payment due dates.
- 13.2. No annual dues shall be required of a member following his/her 70th birthday or upon retirement, whichever is sooner. (The member will be termed a "Senior Member.") Members are requested to notify APSA when they turn 70 or retire. No annual dues shall be required of any member during any year that person is disabled and unable to practice for six months or more.
- 13.3. Under special circumstances and by approval of the board of governors, dues may be waived for any member for one calendar year.

Section 14. Certificate of Membership

- 14.1. A certificate of membership will be designed and issued to each member, signed by the president and the secretary.

Section 15. Loss of Membership

- 15.1. A member may be dropped from membership for:
- 15.1.1. Missing three consecutive meetings without written excuse, submitted to the secretary and considered justifiable by the board of governors. Members over 70 years of age, honorary, resident, candidate, international and senior members will be excused from this requirement.
- 15.1.2. Failure to adhere to the obligations and objectives of the Association set forth in the articles of incorporation and in the bylaws.
- 15.1.3. Failure to remit dues within six months of the announced date will result in loss of membership in the Association. Members in arrears will receive a registered letter at least one month prior to the date of loss of membership outlining this action. Reinstatement of membership may be obtained by petitioning the board of governors.

Payment of past dues owed may be required to resume membership, at the discretion of the board.

- 15.2. The board of governors shall act by two-thirds vote to implement Article I, Section 15.1. with due process as specified by Article I, Section 15.3.3. and Article I, Section 15.3.3.7.
- 15.3. Discipline.
 - 15.3.1. The board of governors may expel, call for the resignation of or otherwise discipline a member if three-quarters of all the members of the board of governors find that the conduct of the member has been injurious to the purposes of the Association as outlined in the bylaws and the preamble entitled principles of medical ethics.
 - 15.3.2. Without limiting the foregoing, the following shall be considered to be conduct or conclusive evidence of conduct injurious to the purposes of the Association:
 - 15.3.2.1. Conviction of a felony or of any crime relating to or arising out of the practice of medicine and involving moral turpitude.
 - 15.3.2.2. Limitation or termination of any right associated with the practice of medicine in any state, province or country.
 - 15.3.2.3. Grossly immoral, dishonorable or unprofessional conduct.
 - 15.3.3. Due process.
 - 15.3.3.1. Questions of discipline shall be investigated by an ad hoc committee, appointed by the president of the APSA.
 - 15.3.3.1.1. The ad hoc committee shall consist of two members-at-large and one member of the board of governors.
 - 15.3.3.1.2. The chair of the ad hoc committee shall be one of the specified members-at-large and shall be designated by the president of APSA.
 - 15.3.3.1.3. The ad hoc committee shall convene for the purpose of investigating the charges within six months of time of its appointment and shall report its recommendation(s) to the board of governors in writing within nine months of the committee's appointment.
 - 15.3.3.1.4. The term of the ad hoc committee includes but does not extend beyond the time of submission of their report.
 - 15.3.3.2. A statement of charges shall be sent by the secretary of APSA for the ad hoc committee. The statement shall be sent to the member's last recorded address, by certified or registered mail, at least thirty days before the designated meeting date for the committee's consideration of the matter.
 - 15.3.3.2.1. The time and place of the meeting shall be indicated.

- 15.3.3.2.2. The member shall be informed that he/she may appear in person at the meeting of the ad hoc committee and with counsel, if he/she so elects, so as to state his/her response to the charges.
- 15.3.3.3. The board of governors shall consider the recommendation(s) of the ad hoc committee at its next regular meeting or upon extraordinary session, but no earlier than thirty days from the time of the member's notification of the ad hoc committee recommendation.
 - 15.3.3.3.1. A statement of the recommendation(s) of the ad hoc committee shall be sent by the secretary to the last recorded address of the member in question, by certified or registered mail, at least thirty days before the date of the meeting when the board of governors shall consider the matter.
 - 15.3.3.3.1.1. The time and place of the meeting shall be indicated.
 - 15.3.3.3.1.2. The member shall be informed that he/she may appear at the meeting of the board of governors in person and with counsel, if he/she so elects, so as to state his/her response to the recommendation of the ad hoc committee.
- 15.3.3.4. The board of governors may temporarily suspend any member and defer consideration of disciplinary action during the pending of appeal from a judicial or other governmental decision which forms the basis for disciplinary action as stated in Article I, Section 15.3.2. or during anytime in which he/she is prevented from appearing at a hearing by reasons of health. Upon completion of the exception, the board of governors shall implement Article I, Section 15.3.3.
- 15.3.3.5. Following consideration by the board of governors, the member shall be informed by the secretary of the result of the deliberations by certified or registered mail to the last recorded address of the member.
- 15.3.3.6. The result of the deliberations of the board of governors shall be considered final unless the secretary receives in writing within thirty days from the time of issuance of the notification, as stated in Article I, Section 14.3.3.5. a request for appeal to the membership-at-large of the action of the board of governors.
- 15.3.3.7. Upon request for appeal, the membership shall be presented at the next annual meeting the recommendations of the board of governors. The member may elect, if he/she so desires to personally present his/her argument for the appeal. The membership present shall confirm or refute the recommendation of the board of governors by simple written majority vote. This vote shall be considered binding and final.
- 15.4. Upon loss of membership, the certificate of membership shall be returned to the secretary.

Article II OFFICERS

Section 1. The Officers

- 1.1. The officers shall be a president, a president-elect, a secretary, a treasurer and the immediate past president.

1.2. The officers shall be elected by ballot distributed by the nominating committee to the membership. Voting for president shall take place one year prior to voting for secretary, treasurer, and governor. The successful candidate shall serve as president-elect for one year prior to taking office.

1.3. The nominee for each office obtaining the majority vote by the deadline posted shall be elected.

Section 2. Term of Office

2.1. The terms of each above office shall be:

President	1 year
President-Elect	1 year
Secretary	3 years
Treasurer	3 years
Immediate Past President	1 year

Article III BOARD OF GOVERNORS

Section 1. Membership of the Board of Governors

1.1. The membership of the board of governors shall consist of the president, the president-elect, the secretary, the treasurer, the immediate past president and three elected governors.

1.2. A new governor shall be elected annually to serve a three-year term.

1.3. Election shall be conducted in the same manner as for the officers. See Article II, Sections 1.2. and 1.3.

Section 2. Chair of the Board of Governors

2.1. The president shall be the chair of the board of governors.

Section 3. Functions of the Board of Governors

3.1. It shall generally oversee the activities of the Association and make certain that the spirit and the letter of the articles of incorporation and the bylaws are carried out.

3.2. It shall approve the meeting place of the annual meeting business meeting at least one year in advance.

3.3. It shall review and act upon the recommendations of the membership and credentials committee.

3.4. It shall meet at least once a year or more times, as is appropriate, sufficiently prior (at least four months) to the annual meeting business meeting to allow time for proper action.

3.5. A quorum for official business at a board of governors meeting shall be four.

3.6. Vacancies on the board of governors, other than the presidency, shall be filled by appointment by the president until the next annual meeting business meeting, when a special election will be held.

Article IV DUTIES OF OFFICERS

Section 1.**The President**

- 1.1. Shall preside at the annual meeting and at all meetings of the board of governors.
- 1.2. Shall enforce all rules and regulations of the Association.
- 1.3. Shall sign all official documents.
- 1.4. Shall make appropriate committee appointments after consultation with the committee chair.
- 1.5. Shall be an ex-officio member of all committees except the nominating committee.

Section 2.**The President-Elect**

- 2.1. Shall preside at the annual meeting in the absence of the president.
- 2.2. Shall preside at other meetings in the president's absence.
- 2.3. In the event of the disability or death of the president, shall assume the president's responsibilities.
- 2.4. Shall become president the next year.

Section 3.**The Secretary shall oversee the following:**

- 3.1. Recording the proceedings at all meetings.
- 3.2. Notification of the membership of all meetings, development and distribution of the agenda of the annual meeting business meeting.
- 3.3. Maintenance of a registry of membership.
- 3.4. Correspondence and filing of such.
- 3.5. Submission of a report of the minutes of the previous annual business meeting.
- 3.6. Upon the disability of the president and then the president-elect, shall assume the office of the president automatically—to serve only until the next annual meeting.

Section 4.**The Treasurer shall oversee the following:**

- 4.1. Billing and collection from members all dues and fees pertaining to the Association.
- 4.2. Disbursements for authorized official expenses.
- 4.3. Maintenance of the financial ledger.
- 4.4. Maintenance of records, which shall be available for an annual audit by an appropriate auditing committee of members appointed by the president or by an outside accounting firm. An outside audit will routinely be done the year following election of a new Treasurer.
- 4.5. Presentation of a report to the membership at the annual business meeting.
- 4.6. Maintenance at the expense of the Association a surety bond for the treasurer and any persons handling Association funds.

4.7. The treasurer shall be elected for a 3-year term.

Article V MEETINGS

Section 1. Annual Meeting

1.1. There shall be an annual meeting, the time and place of which shall be established by the board of governors at least a year in advance.

1.2. There shall be a scientific meeting incorporated into the annual meeting.

1.3. There shall be a business meeting incorporated into the annual meeting, which will be open only to members in good standing and at which official business shall be transacted.

1.4. All meetings shall be guided by the current edition of Robert's Rules of Order.

Section 2. Guests and the Annual Meeting

2.1. The scientific sessions of the annual meeting shall be open to all interested physicians who register for the meeting.

2.2. Interested paramedical professionals may register for and attend the annual meeting.

2.3. A registration fee may be required of non-members and guests at the discretion of the program committee.

Section 3. Quorum

3.1. The members present shall constitute a quorum for business at the annual meeting business meeting and other official committee meetings unless the number is otherwise specifically stated.

Article VI BYLAWS

Section 1. Time of Effect

1.1. The bylaws shall take effect immediately from the time of adoption.

Section 2. Amendments of the Bylaws

2.1. The bylaws may be changed or amended by submitting a written resolution to the board of governors who, in turn, will present the change or amendment to the Membership at least one month prior to the next annual meeting.

2.2. A two-thirds vote of the membership voting at the annual meeting will be necessary for adoption of a change or amendment of the bylaws of the Association.

Article VII PERMANENT COMMITTEES

Section 1. Permanent Committees

1.1. The board of governors shall establish permanent committees to conduct the business and educational affairs of the Association. These permanent committees shall be defined and their duties described in the Association's policies and procedures and these documents shall be reviewed and updated every 5 years and submitted to the Bylaws Committee for review and approval according to APSA protocol. Creation, dissolution and modification to the number and duties of the permanent committees shall be by majority vote of the board of governors. Any changes in committees shall

be submitted to and ratified by the members of the American Pediatric Surgical Association at the yearly meeting. Reports from all permanent committees should be presented to the board on an annual basis either in writing or in person.

Article VIII AD HOC COMMITTEES

Section 1. Membership

1.1. From time to time, the president may establish an ad hoc committee and appoint its membership. Reports from all ad hoc committees should be presented to the board on an annual basis either in writing or in person.

Article IX REPRESENTATION TO OTHER SOCIETIES

The president may appoint liaison representatives to other organizations, societies or associations as seems appropriate.

Article X HISTORIAN

An historian shall be appointed by the president.

Article XI OFFICIAL SEAL

A seal shall be designated and affixed to all official stationery and documents.

Article XII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

1.1. As provided herein, the Association may, but shall not be required or obligated to, indemnify any governor or officer or any former governor or officer of the Association (and his or her heirs, executors or other personal representatives) against expenses, including attorney's fees, judgments, fines and amounts paid in settlement which are actually and reasonably incurred by such person by reason of the fact that such person is or was a governor or officer in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, to the extent and according to the procedures and requirements set forth in the Ohio Non-Profit Corporation law. The decision of whether to indemnify is reserved to the board of governors to be decided by the majority vote of governors who are not involved in or parties to the same or substantially the same claim, action, suit or proceeding.

Where a quorum cannot be obtained or the board of governors cannot reach a decision, an independent legal counsel shall be appointed pursuant to Ohio Non-Profit Corporation law to make such decision. The indemnification provided for herein shall not be deemed to restrict the right of the Association to indemnify employees, agents and others as permitted by law.

Section 2. Insurance

2.1. The board of governors may, at its option, purchase and maintain such insurance on behalf of the Association and its governors, officers, employees, agents and others as the board of governors deem appropriate and necessary.