



**Ohio Traffic Accident
Reconstruction Association**

CONSTITUTION AND BY-LAWS

OHIO TRAFFIC ACCIDENT RECONSTRUCTION ASSOCIATION INCORPORATED

In support of improving the quality of life, we the accident reconstructionists of Southwest Ohio, Indiana and Kentucky shall unite and organize to educate fellow accident reconstructionists as well as those involved in auto accident investigations. This Organization will be known as the Ohio Traffic Accident Reconstruction Association and hereafter, it will be referred to as Ohio Traffic Accident Reconstruction Association Incorporation. Ohio Traffic Accident Reconstruction Association Inc. will be established as a nonprofit corporation, formed under the laws of the State of Ohio and does hereby adopt the following Constitution and Bylaws which shall solely govern the management and operation of its Administration and Membership. Members shall be subject to the provisions stated within these Bylaws. Membership in Ohio Traffic Accident Reconstruction Association Inc., shall signify the ratification and acceptance of these Bylaws by any such member.

Ohio Traffic Accident Reconstruction Association, Incorporated is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows: to provide an avenue to raise funds from various sources and fund raising activities in order to disseminate, share, advise and coordinate the operations of the Ohio Traffic Accident Reconstruction Association Incorporated on a multi-state wide basis. Providing continuity and information to auto accident reconstructionists and auto accident investigators during Ohio Traffic Accident Reconstruction Association meetings is imperative for the success of the Ohio Traffic Accident Reconstruction Association and the improvement of education throughout the region.

No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a

corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE I.

OFFICE

The principal office of Ohio Traffic Accident Reconstruction Association, Inc. shall be located in the City of Forest Park, State of Ohio, 1203 West Kemper Road, 45240, or such other address designated by the Board of Directors.

ARTICLE II

MEMBERSHIP

A. Membership

Members of the organization shall be designated under one of the following categories:

1) Active Member:

All active members shall be in good standing. Active members shall consist of persons who have paid in full their annual membership dues to the organization. Active members shall enjoy all privileges of membership including the right to vote and hold office.

2) Inactive Member:

All inactive members shall be in good standing. Inactive members shall consist of any person who supports the philosophy and the objectives of the Ohio Traffic Accident Reconstruction Association. Inactive members are prohibited from holding office and have no voting status during the annual meeting.

3) Honorary Member:

All Honorary members shall be in good standing. Honorary memberships shall be granted to persons, organizations and businesses who have provided outstanding support to the Ohio Traffic Accident Reconstruction Association. Honorary members shall not be required to pay dues and may attend all meetings of the organization. An Honorary membership can only be granted by the Board of Directors having a 2/3 vote. Honorary members are not permitted to hold office or have voting privileges.

B. Membership Approval

Each new member seeking an active membership must complete an application furnished by Ohio Traffic Accident Reconstruction Association, Inc. The member must be approved with a majority vote by the Board of Directors.

C. Termination of Membership

a) Any member who reportedly is not in good standing shall have their membership terminated upon a two-thirds vote of the Board of Directors. The term "not in good standing" shall include, but not limited to:

1) One who fails to adhere to the Constitution and By-laws of this organization.

2) A member whose conduct is unbecoming of Ohio Traffic Accident Reconstruction Association, Inc. shall be determined by the Board of Directors.

b) Prior to any vote of termination of membership, the member in question must be given written notice by the Board's intent to terminate membership. The member shall have the right to appear and be heard at a meeting of the Board of Directors. Any action of the Board of Directors regarding suspensions or reinstatement of members, a two-thirds vote of the Board shall be required.

ARTICLE III.

MEETINGS

A. Location of Meetings

All meetings of the general membership of Ohio Traffic Accident Reconstruction Association, Inc. shall be held at the principal office of the Organization or such other address designated by the Board of Directors. Dates and times shall be determined by the Board.

B. Annual Meeting

An annual meeting of the general membership will be held in March of each year. The purpose of the annual meeting is to elect the Board of Directors and for the transaction of any business matters brought before the meeting by the members.

C. Special Meetings

Special meetings for any purpose or purposes may be requested by the Chair or the Board of Directors.

D. Notice

Mailings and/or notices stating the date, time, location, and items of concern for which the meeting was called, shall be distributed to the active membership by the Secretary..

E. Quorum

A quorum of the Board of Directors exists when at least 3 members are present. A quorum at the annual or any special meeting of the general membership shall exist when at least 3 members from the active membership are present.

- a) On all matters not specifically designated, a quorum of the Board of Directors must exist with a majority vote required.

F. Voting

Each active member shall be entitled to one vote at the annual Ohio Traffic Accident Reconstruction Association, Inc. meeting. Proxy voting is not permitted.

ARTICLE IV

ORDER OF BUSINESS

The order of business at the annual meeting and as far as practical at any other meeting shall be conducted in the following manner:

- 1) Calling of the roll
- 2) Election of the Board of Directors
- 3) Reading and disposal of any unproved minutes
- 4) Reports of Officers
- 5) Reports of Committees
- 6) Correspondence
- 7) Unfinished business
- 8) New business
- 9) Announcements
- 10) Adjournment

ARTICLE V

BOARD OF DIRECTORS

A. The affairs and policies of Ohio Traffic Accident Reconstruction Association Inc., shall be established and managed by a Board of Directors. The Board will consist of 5 members. Each member will be entitled to a vote. Any business that has been transacted during a meeting of the Board of Directors must be signed and filed with the records of Ohio Traffic Accident Reconstruction Association, Inc. The following members shall be the officers of the Board of Directors:

- 1) Chair
- 2) Vice-Chair

- 3) Secretary
- 4) Treasurer
- 5) Committee Chair

The Officers of the Board of Directors will be in office pursuant to Article V. Section F. The initial Officers shall serve on the Board of Directors until an election at the 1st annual meeting. The Board of Directors has the authority to make all decisions concerning the organization with the exception of altering or amending the Constitution, By-laws or Amendments. Board members shall be expected to attend all scheduled meetings of the Board of Directors.

B. Eligibility

Members holding office of the Board of Directors shall remain in an active membership status during their respective term.

C. Meetings of the Board of Directors

Regular or special meetings of the Board of Directors shall be determined by the Directors.

D. Compensation of employees and services

Compensation of employees and services rendered for the organization shall be approved by the Board of Directors. A Director may also be an employee of the Organization.

E. Vacancy in office

Should a vacancy occur of any member holding office as a result of a death, resignation, or removal, the Chair upon the approval of the Board of Directors may designate any member from the active membership to fill the unexpired term.

F. Election of Officers

The Vice-Chair, Treasurer, Committee Chair and Secretary, shall be elected by the general membership during the annual meeting and shall serve at the pleasure of the Board of Directors until either they are removed or successors have been designated. Elections shall be determined by a majority vote. Any Director can be removed from office by a two thirds vote of the active membership. To ensure the activities of Ohio Traffic Accident Reconstruction Association Inc. is not interrupted and that it is maintained at the highest level of quality and consistency, the office of the Chair will be filled by a system of progression rather than through the general election. The highest office to be filled through the election process is the Vice-Chair. The Vice-Chair will be elected for a term of one year and will automatically advance to the office of the Chair in the following manner:

1) Serve first year as vice-chair

2) Serve the second year as chair

1. Chair

The chair shall be the chief executive officer of the organization. He shall have all the powers and duties which are usually vested in the office of chair. The length of the term shall be one year. The initial term will commence upon culmination of a meeting established by Ohio Traffic Accident Reconstruction Association, Inc. The Chair shall fulfill the following duties:

- a) preside at the Board of Directors and other meetings of Ohio Traffic Accident Reconstruction Association, Inc.
- b) appoint all committees and chairpersons based on the approval of the Board of Directors. Board members are eligible for committee assignments.
- c) be an ex officio member of all committees with the right to debate and vote.
- d) break all tie votes during any meeting of the organization.
- e) sign all correspondence and contracts of Ohio Traffic Accident Reconstruction Association, Inc. which have been approved by the membership or the Board of Directors

2. Vice- Chair

The Vice-Chair shall in the absence or disability of the Chair exercise the powers and perform the duties of the Chair. The length of

term for Vice-Chair will be one year. After serving one year as Vice-Chair, the Vice -Chair shall automatically be elevated to the office of the Chair. The Vice-Chair shall fill the following duties:

- a) assist the Chair in accomplishing the objectives of Cincinnati Auto Accident Reconstruction Society, Inc.**
- b) chair committees as appointed by the Chair**

3. Secretary

The Secretary will be elected for a term of one year. The Secretary shall perform the following duties:

- a) keep the minutes of all meetings of Ohio Traffic Accident Reconstruction Association, Inc.

- b) keep an up to date roster of all members.
- c) preserve order during all meetings.
- d) cosign all contracts entered into by Ohio Traffic Accident Reconstruction Association, Inc.
- e) purge files under the direction of the Board of Director's approval.
- f) receive and transmit all notices and correspondence.
- g) prepare replies to correspondence as directed by the Board of Directors.
- h) maintain and preserve all records, articles and information of the organization except those of the Treasurer.
- i) introduce visitors at any meeting of the Board of Directors.
- j) perform any duties the Chair assigns

4. Treasurer

The Treasurer shall keep the books of the Organization in accordance with good accounting practices and perform all other duties incident to the office of Treasurer. The length of each elected term shall be one year. The Treasurer shall perform the following duties:

- a) present membership reports.
- b) maintain custody of all funds, assessments, securities and evidence of indebtedness
- c) keep an itemized record of all receipts and expenditures.
- d) present a financial report at each meeting of the Board of Directors.
- e) maintain a true and correct record of Ohio Traffic Accident Reconstruction Association, Inc.
- f) prepare all checks and ensure that all checks are properly cosigned.
- g) provide opportunity for inspection of the books. Requests must be written and viewing times must be agreeable to parties involved.

5. Committee Chair

- a) Is a member of the Board

- b) Sets tone for the committee work.
- c) Ensures that members have the information needed to do their jobs.
- d) Oversees the logistics of committee's operations.
- e) Reports to the Board's Chair.
- f) Reports to the full Board on committee's decisions/recommendations.
- g) Works closely with the Chief Executive and other staff as agreed to by the Chief Executive.
- h) Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
- i) Initiates and leads the committee's annual evaluation.

ARTICLE VI

ELECTIONS

A. Election Procedures

- a) Candidates for the Board of Directors can only be nominated from a member who has an active membership.
- b) Voting shall be written by secret ballot. If an office is uncontested, a voice vote may be taken.
- c) Absentee or Proxy ballots are not permitted.

B. Election Chairperson

The Election Chairperson will conduct the election and shall verbally describe the office(s) to be voted upon and the qualifications of the individuals seeking office. Notice of nominations shall be given to the members of the active membership not less than 10 days preceding the annual meeting. With the approval of the Chair, the Election Chairperson shall appoint the election Committee members.

C. Election Committee

The Election Committee shall be responsible for the preparation, distribution, collection and tabulation of ballots. The Election Committee Chairperson will supervise the counting of ballots and will announce the results of the election.

ARTICLE VII

DUES, ASSESSMENTS AND FISCAL MANAGEMENT

A. Membership Dues

a) Annual dues shall be determined by a majority vote of the Board of Directors. All dues are payable by the first day of March of each year. Members who have not paid their annual membership dues by April 15 of each year will be dropped from the active membership. Dues received after the first day of November shall be considered paid in full including the following year membership.

b) Honorary members shall be exempt from paying dues.

B. Assessments

a) Assessments shall be used to assist in the funding of meetings, operating expenses and for any other purposes approved by the Board of Directors.

b) Additional fees may be imposed by the Board of Directors upon a majority vote.

C. Fiscal Management

a) On or before the annual meeting of each year the Board of Directors shall prepare an annual budget based on estimated and current expenditures of funds to be used within the year.

b) During the annual meeting, the Board of Directors shall provide the membership with all expenditures of the preceding year.

c) An accounting of all funds shall be available to the membership at all times.

d) Ohio Traffic Accident Reconstruction Association, Inc. will operate on the fiscal year May 1 through April 31.

ARTICLE VIII

MANAGEMENT OF FUNDS

All funds received shall be deposited in an interest bearing trust account(s) in the name of Ohio Traffic Accident Reconstruction Association, Inc., at a bank or banks designated by the Board of Directors. All funds collected by the Organization shall be given to the Treasurer for deposit into the account(s). Withdrawal from such account(s) shall require two signatures

from the following: Chair and Treasurer. In the absence of the Chair or Treasurer the Secretary may sign in the alternative.

ARTICLE IX

INDEMNIFICATION

Ohio Traffic Accident Reconstruction Association, Inc. shall indemnify and hold harmless the Board of Directors and Committee Members against all liabilities, expenses or acts imposed on him or her as a result of being or have been a Director or Committee Member, unless such liability, expense or act shall have been made fraudulently or with gross negligence or criminal intent.

ARTICLE X

PARLIAMENTARY RULES

Robert's Rules of Order shall govern the conduct of all proceedings within the Organization. Ohio Traffic Accident Reconstruction Association, Inc. shall provide the Organization with a copy of the Robert's Rules of Order.

- a) During meetings of the Board of Directors, Robert's Rules of Order shall be utilized as a reference to facilitate solutions to questions on rules of order.
- b) The resource may also be viewed and utilized by any member of the active membership to resolve questions on rules or orders.

ARTICLE XI

DISSOLUTION

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code) with preference given to a non-profit organization promoting the concept of improving the education of fellow accident reconstructionists as well as those involved in auto accident investigations, as determined by the Board of Directors, or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE XII

AMENDMENTS

A. The Constitution and Bylaws may be amended in the following manner:

- 1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- 2) A resolution adopting a proposed amendment must receive approval of a two-thirds vote from the members of the active membership. Until the first election of the Board of Directors by the members at an annual or special meeting, the Amended By-Law may be approved on a temporary basis with a unanimous vote of the Board.
- 3) An amendment may be proposed by either the Board of Directors or by any member having an active membership.
- 4) An amendment shall become effective when signed and dated by the Chair and the Secretary. The amendment shall be annexed with the original By-Laws.

B. No amendment shall discriminate against any member.

ARTICLE XIII

POLITICAL ACTIVITIES PROHIBITED

Ohio Traffic Accident Reconstruction Association, Inc. shall not participate in activities of propaganda; attempting to influence legislation; or intervene in any activity including the publishing or distribution of statements on behalf or in opposition to any candidate for public office.