ARTICLE III. MEMBERSHIP

SECTION 5. REINSTATEMENT

A member who resigned in good standing or who allowed annual dues to lapse may reactivate their membership by requesting such action and paying the current dues. If continuous membership is desired, the member must pay all dues accruing from the time of non-renewal through the current year.

SECTION 6. TERMINATION OF MEMBERSHIP

Membership in MTNA is a privilege and not a right. Termination of membership for non-payment of dues within the time prescribed in Section 3 of this Article III is automatic and not subject to the procedures stated herein. Other than for non-payment of dues, the Board of Directors, by a two-thirds vote, may terminate a membership if the Board determines that termination is in the best interest of MTNA or the purposes of MTNA as stated in Article II of the Bylaws. The Board of Directors shall only consider and vote upon the proposed termination of a membership after the member has been advised of the alleged reason for termination and been provided an opportunity to present information to the Board of Directors on their behalf. If membership is terminated, the individual may appeal for reconsideration of that decision to the Board of Directors. The Board of Directors will determine whether to uphold the membership termination by a majority vote. In the event of a membership termination, a dues refund will not be given.

ARTICLE V. OFFICERS

SECTION 1. NATIONAL OFFICERS AND DUTIES

The elected officers of the Association shall be a President, President-elect, Immediate Past President, Secretary-Treasurer, such Vice Presidents as are necessary for the effective operation of the Association as determined by the Board of Directors from time to time, and Directors, one elected from each division.

a. The President shall be the principal elective officer of the Association and shall preside at all meetings of the Association and the Board of Directors. The President shall serve as an ex officio member of all committees except the Nominating Committee. The President shall oversee the preparation of the annual conferences that occur during their term as President. The President shall perform such other duties as assigned by the bylaws and Board of Directors and applicable to the office as prescribed by the parliamentary authority adopted by the Association.

b. The President-elect shall assume all the duties of the President in the absence of that officer or if the office of the president shall become vacant. The President-elect may perform such other duties applicable to the office as assigned by the President and Board of Directors and prescribed by the parliamentary authority adopted by the Association.

d. The Secretary-Treasurer shall be responsible for overseeing, in cooperation with the Chief Executive Officer, all financial affairs of the Association, and shall serve as chair of
the Finance Committee. The Secretary-Treasurer, with assistance from the national office, shall oversee the proper recording of all meeting proceedings of the Association, the Board of Directors, and the Advisory Councils. The Secretary-Treasurer shall provide periodic financial reports to the Board of Directors and an annual financial report, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association. Such duties of the secretary-treasurer as may be specified by the Board of Directors may be delegated to the Chief Executive Officer.

SECTION 2. DIVISION OFFICERS AND DUTIES
b. The Director-elect, upon completion of their term of office, shall become Director of the Division. The Director-elect shall assume all the duties of the Director in the absence of that officer and shall serve as recording secretary.

SECTION 3. NATIONAL AND DIVISION TERM OF OFFICE
Each officer shall be elected for one term of two years or serve until their successor assumes office. The term of office shall begin and end at the close of the annual conference in the election year.

SECTION 4. SUCCESSION
a. The National President-elect, upon completion of their term of office, shall automatically become President of the Association. Should the President-elect be unable to assume the Presidency, the President shall be elected, for that term only, in the same manner as the other officers.
b. The Division Director-elect, upon completion of their term of office, shall automatically become Director of the Division. Should the Director-elect be unable to assume the directorship, the Director shall be elected, for that term only, in the same manner as the other officers.

SECTION 5. NATIONAL AND DIVISION VACANCIES AND REMOVAL
a. A vacancy in the office of National President shall be filled for the unexpired term by the President-elect who will then serve their term as President.

ARTICLE VI. NOMINATIONS AND ELECTIONS
SECTION 2. SLATE OF NOMINEES
A call for nominations of candidates for the specified offices shall be published annually in the official publication. The Nominating Committee shall prepare a slate of two candidates for each office. National elected officers shall be nominated in even numbered years and Division directors-elect in odd numbered years. Each candidate shall have given their consent. The nominees shall be selected from Active Members in good standing. Members of the Nominating Committee may not be nominated for a national or division office while serving on the committee. This slate shall appear in the following August issue of the official Association publication at least six months prior to the election. Nominations for National and Division offices, other than those presented by the Nominating Committee, may be added to the election ballot by petition signed by one hundred Active Members and received at the business offices of the Association no later than three months prior to the scheduled date of the election.
ARTICLE VIII. BOARD OF DIRECTORS

SECTION 7. INDEMNIFICATION AND LIMITATION OF LIABILITY

a. Any person who is or was made or threatened to be made a party to any legal proceeding by reason of the fact that they are or were a Director, trustee, officer, or employee of the Association, or are or were serving at the request of the Association as a Director, trustee, officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association to the maximum extent authorized by the Ohio Nonprofit Corporation Law, as amended.

b. Other than in connection with an action or suit in which the liability of a director under Section 1702.55 of the Ohio Revised Code is the only liability asserted, a director or officer of the Association shall be liable in damages for any action they take or fail to take as a Director or as an officer, as the case may be, only if it is proved, by clear and convincing evidence, in a court with jurisdiction that their act of omission was one undertaken with deliberate intent to cause injury to the Association or was one undertaken with a reckless disregard for the best interest of the Association.

ARTICLE IX. CHIEF EXECUTIVE OFFICER AND STAFF

SECTION 1. CHIEF EXECUTIVE OFFICER

The Board of Directors shall appoint the Chief Executive Officer who shall serve, ex officio, without vote on the Board of Directors and all committees of the Association. The Chief Executive Officer shall manage and direct all activities of the Association through the office of the President and subject to the policies of the Board of Directors. The Chief Executive Officer shall have the legal authority to sign documents on behalf of MTNA, as authorized by the Board.

SECTION 2. STAFF

The Chief Executive Officer shall employ and may terminate the employment of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Chief Executive Officer shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall be in the best interest of the Association.