

SAMPLE PROVISIONS IN ASSOCIATION BYLAWS RE “OFFICERS”

ARTICLE ____

Officers

Section ____ *Officers*. The officers of the Association shall be a president, a vice president, a secretary, and a chief financial officer. The Association may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant financial officers, and such other officers as may be appointed in accordance with the provisions of Section _____. Any person may hold two or more offices, except that neither the secretary nor the chief financial officer may serve concurrently as president.

Section ____ *Election of Officers*. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Sections _____, shall be chosen annually by majority vote of the Board at its first regular meeting following the annual meeting of the Members or the election of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve or until his or her successor shall be elected and qualified.

Section ____ *Subordinate Officers*. The Board may appoint, and may empower the president to appoint, such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section ____ *Removal of Officers*. Any officer may be removed, either with or without cause, by the Board at any regular or special meeting.

Section ____ *Resignation of Officers*. Any officer may resign at any time by giving written notice to the Board or to the president or to the secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section ____ *Vacancies*. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section ____ *President*. The president shall be elected by the Board from among the directors. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs and officers of the Association. The president shall preside at all meetings of the Board and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section _____. *Vice President*. The vice president shall be elected by the Board from among the directors. In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section _____. *Secretary*. The secretary shall be elected by the Board from among the directors. The secretary shall keep or cause to be kept at the principal office, or such other place as the Board may order, a book of minutes of all meetings of directors and Members, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of Members present in person or by proxy at Members' meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses. The secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and the secretary shall keep the seal of the Association in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section _____. *Chief Financial Officer (Treasurer)*. The chief financial officer shall be elected by the Board from among the directors. The chief financial officer (who shall be known as the treasurer) shall (a) keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements; (b) deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board; (c) disburse the funds of the Association as may be ordered by the Board; (d) render to the president and directors, whenever they request it, an account of all of the chief financial officer's transactions as treasurer and of the financial condition of the Association; and (e) have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. The books and records shall at all reasonable times be open to inspection by any director or Member. If required by the Board, the treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.