

ARTICLE VIII

Board of Directors

Section 1. **General Powers** – The management of the affairs of the Recognition Council and the control and disposal of its property and funds shall be vested in a Board of Directors.

Section 2. **Number of Directors** – The Recognition Council's Board of Directors shall consist of seven (7) to fifteen (15) Members elected from the Recognition Council membership. The Board of Directors may include four (4) or five (5) officers: President; Executive Vice-President; Vice-President; Treasurer and Secretary.

Section 3. **Qualifications** - Each director must be a designated voting member of the Council. Additional qualifications may be established by the Board of Directors.

Section 4. **Qualifications, Duties, Responsibilities and Authority**

President

The President shall be the principal executive officer of the Council. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Association, shall see that the resolutions and directives of the Board of Directors are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Directors, and, in general, shall discharge all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors.

The President shall preside at all meetings of the Board of Directors and will have the right to vote.

The President shall not be re-elected by the Board of Directors for a second consecutive term as President

Executive Vice-President

The Executive Vice-President shall assist the President in the discharge of his or her duties as the President and may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President (or in the event of the President's inability or refusal to act), the Executive Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President.

The Executive Vice-President should prepare to succeed the President.

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Board of Directors (continued)

Vice-President – The Vice-President shall assist the President and the Executive Vice-President in the discharge of their duties as the President and Executive Vice-President and may direct and shall perform such other duties as from time to time may be assigned to him

or her by the President or by the Board of Directors. In the absence of the President and the Executive Vice-President (or in the event of the President's and the Executive Vice - President's inability or refusal to act) the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President.

Treasurer – The Treasurer shall be the principal accounting and financial officer of the Council. The Treasurer shall: oversee the maintenance of adequate books of account for the Council; oversee the receipt and disbursement of Council funds and perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors of the Council.

Secretary - The Secretary shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors of the Council.

Section 5. **Terms** Each Director, with the exception of the President and Executive Vice-President, shall be elected for a two (2) year term and shall hold office until his or her successor shall have been elected and qualified.

The term for President is one (1) year.

The term for Executive Vice-President is one (1) year followed immediately by a one (1) year term as President.

Directors, other than a Director who has served as President of the Recognition Council, shall be eligible for re-election to a second term provided they continue to meet the qualifications required stipulated in either the Bylaws of the Recognition Council or the Bylaws of the IMA.

Section 6. **Nomination** – No less than sixty (60) days prior to the Annual Meeting, the President of the Recognition Council shall appoint a Nominating Committee that will consist of two (2) Directors at large and two (2) members at large. The Nominating Committee shall draft a slate of candidates for Directors and Officers for the Board and present that slate to the Board for ratification no less than forty-five (45) days prior to the Annual Meeting. Prior to presentation to the Board, each nominee must have received a list of duties of a Director and have consented to serve as a Director.

No less than thirty (30) days prior to the Annual Meeting, the ratified slate including nominees for the Directors at large shall be submitted to the Recognition Council membership.

There will be no nominations from the floor.

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Board of Directors (continued)

Section 7. **Election** – The Directors at large shall be elected at the annual meeting from the nominees designated as provided in Section 6. The nominees receiving the highest number of votes up to the number of Directors to be elected at such meeting shall be elected.

Section 8. **Resignation and Removal of Directors** – Any Director may resign by giving written notice to the President of the Recognition Council or the Recognition Council Board of Directors. A resignation shall be effective upon the giving of written notice, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time to take office when a resignation becomes effective.

A Director may be removed with or without cause by an affirmative vote of two-thirds of the Directors either in person or by proxy at a duly convened meeting of the Directors. No Director shall be removed at a meeting of Directors entitled to vote unless the written notice of such meeting is delivered to all Directors entitled to vote on removal of Directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting.

Section 9. **Vacancies** – A vacancy or vacancies in the Recognition Council Board of Directors shall be deemed to exist in the case of death, resignation, or removal of any Director or an increase in the number of Directors. Vacancies in the Board shall be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been elected and qualified.

Section 10. **Regular/Special Meetings** –Regular and Special meetings of the Recognition Council Board of Directors may be called by or at the request of the President of the Recognition Council or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting called by them.

Section 11. **Notice of Regular/Special Meeting** – Notice of any special meeting of the Recognition Council Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally or by mail, fax, e-mail and/or other communication system to the Director at his or her contact address as shown on the records or the Recognition Council.

Section 12. **Telephone Conference Meetings** – Members of the Recognition Council Board of Directors or of any committee of the Board may participate in and act at any meeting of such Board or committee through use of a telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meetings shall constitute attendance in person at the meeting of the person or persons so participating.

Section 13. **Waiver of Notice** – Notice of any meeting of the Recognition Council Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 14. **Quorum** – A two-thirds (2/3) majority of the Recognition Council Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

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Board of Directors (continued)

Section 15. **Manner of Acting** – The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Recognition Council Board of Directors unless the act of a greater number is required by statute, the Articles of Incorporation of these Bylaws.

Section 16. Presumption of Assent – A Director who is present at a meeting of the Board of Directors at which action on any Recognition Council matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting or unless he or she shall file his or her dissent to such action with the person acting as secretary of such meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.