

ARTICLE 7 OFFICERS

Section 1. The Board shall have four (4) officers: President, Vice-President, Secretary, and Treasurer. Each officer shall be a Director. The Vice-President and Secretary positions may be combined. To be qualified to serve as a Board officer, an individual must have been a Member in good standing for at least one (1) year. The officers shall be elected by the Board immediately following the annual meeting of the members of the Association.

Section 2. President - The President, with the consent of a majority of the Directors, may delegate the duties under this section to the Administrator, but such delegation may be removed by the Board at any time by majority vote. The President must have served as a Director in good standing in official capacity for at least six months. The President shall:

- A. Be responsible for maintaining and supervising all aspects of the Association and is the principal representative and registered agent of the Association.
- B. Present the annual report to the membership at its annual meeting.
- C. Be an ex-officio member of all standing committees.
- D. Chair the Board and implement the decisions of the Board and the membership.
- E. Sign, as President, all contracts and instruments that have first been approved by the Board.
- F. Have primary responsibility for liaison with the National Center for Medical-Legal Partnership and other organizations with which the Association interacts.
- G. Preside over meetings of the membership.
- H. Have the same right to vote as other directors.

Section 3. Vice-President - The Vice-President shall stand in lieu of the President when the President is absent or unable to perform their duties (for example, in the event of the President's conflict of interest). The Vice-President shall:

- A. Assume the Presidency upon death, removal, or resignation of the President.
- B. Also represent the Association at the direction of the President.
- C. Assure that the annual meeting is planned, organized, and held, and obtain any needed Board approvals.

Section 4. Secretary - The Secretary or their designee is responsible for all membership notices, communications, membership rosters, Association publications, Association mailings, and historical records of the Association. The Secretary shall:

- A. Attend all meetings of the Board of Directors and all meetings of regular members, record all the proceedings of the meetings of the Board of Directors and of the annual and special meetings of the regular members, and promptly prepare minutes for distribution and posting. Minutes of all the Directors' meetings

shall be delivered to the Board of Directors for review prior to their consideration for adoption, as directed by the Board.

- B. When required, give or cause to be given notice of all meetings of the regular members and the Board of Directors.
- C. Maintain minutes of all Board meetings and shall be given courtesy copies of all other Association correspondence.
- D. Assure that member requests for documents are provided in a timely manner and at reasonable cost.
- E. Be responsible for any filings with the Secretary of State or any other governmental agency.
- F. Be the postal agent.
- G. Perform any other duties as may be prescribed by the Board.

Section 5. Treasurer - The Treasurer is responsible for all aspects of the financial affairs of the Association and shall not allow any disbursements or commitment of Association funds without proper approvals and availability of funds. To be qualified to be Treasurer, the Director should have experience in finance and must have been a Member in good-standing for at least one year. The Treasurer shall:

- A. Ensure that all financial transactions are recorded both as to the amount and purpose of the expenditure.
- B. Prepare a monthly financial statement of the Association for presentation to the Board at a duly called meeting or, if there is no Board meeting that month, via electronic means.
- C. Be responsible for presenting the annual budgets of the Association at the annual meeting.
- D. Oversee the writing of checks and disbursement of funds to discharge obligations of the Association based on proper documentation.
- E. Be responsible for all tax reporting in a timely manner and shall represent the Association before the IRS or other taxing agencies. The Treasurer shall keep the Board informed of all required IRS or other taxing agency required filings, and has full authority and responsibility to make all required filings and payments. Should the Association employ persons to carry out the goals of the organization, all necessary tax filings and payments shall be the principal responsibility of the Treasurer. The Treasurer shall be responsible for maintaining all financial records necessary to maintain the tax status directed by the membership.
- F. Shall ensure that all attendees to the annual meeting of the membership have paid their annual dues.
- G. The Treasurer and one other officer (or two Directors) must approve all disbursements of Association funds.

Section 6. If any Director resigns or is removed from the Board, such Director shall be removed as an officer of the Board. A vacancy in the officers of the Board may be filled by the Board at the next regular or special meeting of the Board.