

Update “organization” to “association”

Current language:	Proposed language:
CODE: SECTION 4.1:	
<p>Section 4.1. Powers and Duties. The entire direction and management of the affairs of EdTA shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of EdTA, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of EdTA. A Director shall serve in good standing, and complete all committee duties, as well as those they have volunteered to complete. Such duties should be in the best interests of EdTA and represent the organization in good faith.</p>	<p>Section 4.1. Powers and Duties. The entire direction and management of the affairs of EdTA shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of EdTA, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of EdTA. A Director shall serve in good standing, and complete all committee duties, as well as those they have volunteered to complete. Such duties should be in the best interests of EdTA and represent the association in good faith.</p>
CODE: SECTION 5.5.6:	
<p>Section 5.5.6. Duties of the Past President. The Past President shall have the following duties:</p> <p>(a) To advise and share their insight and information gained from their tenure as President with the current President and the Board to ensure a smooth transition and a successful continued operation of the organization, as needed and requested; and</p> <p>(b) Serve as chair of the Nominating Committee until the next Past President takes office.</p>	<p>Section 5.5.6. Duties of the Past President. The Past President shall have the following duties:</p> <p>(a) To advise and share their insight and information gained from their tenure as President with the current President and the Board to ensure a smooth transition and a successful continued operation of the association, as needed and requested; and</p> <p>(b) Serve as chair of the Nominating Committee until the next Past President takes office.</p>
CODE: SECTION 9.3:	
<p>Section 9.3. Indemnification. EdTA shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a Director, officer, leadership coach (or the equivalent), committee member, or employee of EdTA (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person’s capacity as such a Director, officer, leadership coach (or the equivalent), committee member, or employee, or arising out of such person’s status as such a Director, officer, leadership coach (or the equivalent), committee member, or employee (including serving at the request of EdTA as a director, officer, partner,</p>	<p>Section 9.3. Indemnification. EdTA shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a Director, officer, leadership coach (or the equivalent), committee member, or employee of EdTA (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person’s capacity as such a Director, officer, leadership coach (or the equivalent), committee member, or employee, or arising out of such person’s status as such a Director, officer, leadership coach (or the equivalent), committee member, or employee (including serving at the request of EdTA as a director, officer, partner,</p>

member, employee or agent of another **organization**). EdTA may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

member, employee or agent of another **association**). EdTA may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

Rationale:

Change instances of “organization” to “association” to better describe the type of organization EdTA is.

Appointed Directors

CODE: SECTION 4.4.2:	
Current language:	Proposed language:
<p>Section 4.4.2. Appointed Directors. Effective for the term starting July 1, 2020, The Board of Directors shall appoint three Directors for a term of four years commencing on the July 1 after the day of the regular meeting of the Board of Directors at which the Appointed Director is appointed and ending on the June 30 of the fourth year thereafter, or until a successor is appointed and qualified. An Appointed Director may serve no more than one full four-year term; provided that, however, the filling of an unexpired term of less than four years created by a vacancy shall not constitute a full term.</p>	<p>Section 4.4.2. Appointed Directors. Effective for the term starting July 1, 2020, The Board of Directors shall appoint three Directors for a term of four years commencing on the July 1 after the day of the regular meeting of the Board of Directors at which the Appointed Director is appointed and ending on the June 30 of the fourth year thereafter, or until a successor is appointed and qualified. An Appointed Director may serve no more than one full four-year term; provided that, however, the filling of an unexpired term of less than four years created by a vacancy shall not constitute a full term.</p> <p>The Board of Directors shall appoint Directors who ensure that leadership accurately represents the diverse makeup of membership and to broaden the influence of the association. When choosing Appointed Board Members, the Board shall identify skills or gaps which will be needed on the Board during the proposed term. In addition to a clear passion for theatre and ability to commit time and resources to the association, key factors to consider may include leadership experience, budget management skills, connection to the educational and professional theatre world, and who may give a voice to an under-represented community.</p>
<p><i>Rationale:</i> Inclusion of this paragraph in code is intended to help the reader better understand the purpose of placing appointed members on the board.</p>	

President or Vice President Vacancies

CODE: SECTION 5.8:	
Current language:	Proposed language:
<p>Section 5.8. Vacancies. The Board of Directors, by a majority vote, may fill any vacancy that may occur in the office of President or Vice President by electing a current or former Director, but not a former President or Vice President, to hold office during the unexpired term of the vacant office. Such unexpired term shall not count as a term of office as defined by these Regulations and may be served in addition to the term limits established by these Regulations.</p>	<p>Section 5.8. Vacancies. The Board of Directors, by a majority vote, may fill any vacancy that may occur in the office of President or Vice President by electing a current or former Director, or a former President or Vice President, to hold office during the unexpired term of the vacant office. Such unexpired term shall not count as a term of office as defined by these Regulations and may be served in addition to the term limits established by these Regulations.</p>
<p><i>Rationale:</i> Should such an action be necessary, this change allows for all of EdTA’s most experienced volunteer leaders to be eligible to be appointed as replacement in the office of President or Vice President.</p>	

Membership Withdrawal

CODE: SECTION 2.11:	
Current language:	Proposed language:
<p>Section 2.11. Withdrawal. Any Member may have membership withdrawn for adequate reason by EdTA. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for withdrawal and does not require advance notice to the Member. Any Member proposed for withdrawal for other reasons shall be given advance written notice including the reason for the proposed withdrawal, opportunity to contest the proposed withdrawal in writing or in person before the Executive Director, and final written notice of the Executive Director’s decision.</p>	<p>Section 2.11. Withdrawal. Any Member may have EdTA membership withdrawn for adequate reason. The following reasons for withdrawal do not require advance notice to the Member: failure to pay dues or to meet the criteria for membership as defined by The Membership Policy of The Educational Theatre Association and The Educational Association Code of Professional Standards. For any other proposed reason for withdrawal, the Member proposed for withdrawal shall be given a written notice including the reason for the proposed withdrawal, opportunity to contest the proposed withdrawal in writing or in person before the Executive Director, and a final written notice of the Executive Director’s decision. In cases where an official report is made, the policies of the EdTA Safety and Reporting Policies will be implemented.</p>
<p><i>Rationale:</i> Further clarify process for membership withdrawal, giving detail to ‘criteria for membership’ to add detail about the Safety and Reporting Policies.</p>	