

1 **American Pediatric Surgical Association**  
2 **Bylaws**

3  
4 *Amended June 13, 2003*  
5 *Amended May 31, 2005*  
6 *Amended May 23, 2006*  
7 *Amended May 30, 2009*  
8 *Amended May 22, 2012*  
9 *Amended May 31, 2014*  
10 *Amended May 2, 2015*  
11 *Amended May 17, 2016*  
12 *Amended May 6, 2017*  
13 *Amended May 5, 2018*  
14 *Amended July 9, 2020*  
15 *Amended June 7, 2021*  
16 *Amended June 10, 2022*  
17  
18

19 **BYLAWS OF THE**  
20 **AMERICAN PEDIATRIC SURGICAL ASSOCIATION**

21 **PREAMBLE**

22  
23  
24 **PRINCIPLES OF MEDICAL ETHICS**

25  
26 **Members:**

- 27  
28
- 29 1. Shall strive to provide competent medical care to patients with compassion and consideration  
30 for their feelings and dignity.  
31
  - 32 2. Shall strive to maintain existing skills and to develop or acquire new medical and surgical  
33 knowledge through continuing practice in order to benefit patients.  
34
  - 35 3. Shall avoid performing procedures that are beyond their capacity, training or experience.  
36
  - 37 4. Shall practice medicine with honesty, fairness and equity toward patients, colleagues and all  
38 others.  
39
  - 40 5. Shall seek consultation, assistance or additional talents of other professionals where such might  
41 be of value in the care of the patient or where requested by the patient or a concerned  
42 representative.  
43
  - 44 6. Shall choose from equally efficacious treatments and diagnostic procedures those that are the  
45 least intrusive, the least painful and the least expensive.  
46
  - 47 7. Shall recognize a responsibility to participate in activities benefiting the global pediatric  
48 surgery community.  
49
  - 50 8. Shall maintain the needs of the patient and his/her family foremost in their decision-making and  
51 actions.  
52

1 **Article I MEMBERSHIP**

2  
3 **Section 1. Regular Membership**

4 1.1. A regular member must be licensed to practice medicine in the United States or  
5 Canada.

6  
7 1.2. All regular members must be Board eligible or Board certified in pediatric surgery by  
8 the American Board of Surgery or by the Royal College of Surgeons of Canada. The  
9 period of Board eligibility will not exceed 5 years.

10  
11 1.3. A regular member must have completed his/her training in an Accreditation Council  
12 for Graduate Medical Education (ACGME)-approved position or equivalent Royal  
13 College of Surgeons of Canada (RCSC)-approved program.

14 1.4. An applicant must have a practice devoted predominately to pediatric surgery, except  
15 as may be required by emergency care or special circumstance.

16  
17 1.5. Any exception to the above criteria for membership must be made by a  
18 recommendation from the membership and credentials committee to the board of  
19 governors, requiring majority approval of the board of governors.

20  
21 1.6. The regular member pledges to abide by the obligations and objectives and core  
22 values of the association as set forth in the articles of incorporation and the principles  
23 of medical ethics as stated in the preamble to the bylaws.

24  
25 1.7 Regular members must attend the annual meeting once every five years unless a  
26 written excuse is submitted to the secretary and considered justifiable by the board of  
27 governors.

28  
29 **Section 2. Candidate Members**

30 2.1. A candidate member must be currently licensed to practice medicine in the United  
31 States or Canada.

32  
33 2.2. Candidate members must have matched or be in an approved Pediatric Surgery  
34 Fellowship/Residency that upon successful completion will confer eligibility for  
35 examination in pediatric surgery given by the American Board of Surgery or the  
36 Royal College of Surgeons of Canada.

37  
38 2.3. An individual may remain a candidate member until completion of an approved  
39 pediatric surgical fellowship program at which time the candidate membership will  
40 expire and the candidate member will be eligible for regular membership

41  
42 If candidate membership expires, one may still apply for regular membership at any  
43 time in the future. Candidate membership is not mandatory in order to qualify for  
44 regular membership.

45  
46 2.4. Candidate members are not eligible for appointment with voting privileges on  
47 standing or ad hoc committees but may be appointed in accordance with the APSA  
48 Committee Optimization Plan as consultant members for a period not to exceed two  
49 years.

50  
51 2.5. Candidate members will not have the same meeting attendance requirements as  
52 regular members, will not have voting privileges and are not eligible to hold office.  
53 Candidate members' annual membership dues will be determined by the board of

1 governors. They may attend the annual business meeting and will be governed by all  
2 other bylaws applicable to candidate membership.

3  
4 **Section 3. Charter Membership**

5 3.1. A charter membership was extended to a person actively engaged in the practice of  
6 pediatric surgery, who had already amply demonstrated excellence and fitness as a  
7 trained specialist in pediatric surgery, who had devoted his practice to pediatric  
8 surgery and who was certified by the American Board of Surgery or by the Royal  
9 College of Surgeons of Canada.

10  
11 3.2. A list of charter membership was established and then closed on April 15, 1970.

12  
13 **Section 4. Honorary Membership**

14 4.1. Honorary membership may be conferred upon a physician for outstanding  
15 contributions to pediatric surgery by unanimous vote of the board of governors.  
16 Honorary membership will be announced to the membership attending the annual  
17 business meeting.

18  
19 4.2. Honorary members will not be subject to dues or the meeting attendance requirement.  
20 They will be able to attend the annual business meeting. They will not be eligible to  
21 hold office or have voting privileges.

22  
23 **Section 5. International Membership**

24 5.1. A physician who does not live or practice surgery within the Territory of the United  
25 States or Canada and who does not otherwise meet criteria for regular membership,  
26 may apply to the American Pediatric Surgical Association as an international  
27 member. Such applicants must provide documentation that they have successfully  
28 completed the established training curriculum in pediatric surgery and are licensed to  
29 practice medicine as required by their respective national or regional agencies. Such  
30 applicants must meet the same practice criteria as required of regular members.

31  
32 5.2. International members will pay dues as set forth by the board. They will not be  
33 subject to the meeting attendance requirement. They may attend the annual business  
34 meeting. They will not have voting privileges or be eligible to hold office.

35  
36 **Section 6. Associate Members**

37 6.1. An associate member must be licensed to practice medicine in the United States or  
38 Canada.

39  
40 6.2. Associate membership shall be extended to a person who has been predominately in  
41 the practice of pediatric surgery, except as may be required by emergency care or  
42 special circumstances.

43  
44 6.3. Associate members shall be strongly encouraged to attend the annual meeting at least  
45 once every five years. They may attend the annual business meeting, have voting  
46 privileges, be eligible for committee service, and pay dues as set forth by the board.  
47 They are not eligible to hold elected office.

48  
49 **Section 7. Resident Members**

50 7.1. A resident member must be a general surgery resident in good standing in an  
51 Accreditation Council on Graduate Medical Education (ACGME)-approved  
52 residency program or Royal College of Surgeons of Canada (RCSC)-equivalent or in

1 a training or research position during or after completion of the residency but not yet  
2 a fellow in an ACGME- or RCSC-approved training program in pediatric surgery.

3  
4 7.2. The term of membership will be for one year, be renewable, but will automatically  
5 expire after one year. Upon notification for renewal from APSA headquarters, a  
6 written request for extension or renewal application must be submitted to APSA.  
7

8 7.3. Resident members are not eligible for appointment with voting privileges on standing  
9 or ad hoc committees but may be appointed as outlined in the APSA Committee  
10 Optimization Plan.

11  
12 7.4. Resident members are not subject to the same meeting attendance requirements as  
13 regular members. They may not vote or hold office. They are not subject to  
14 membership dues. They may attend the annual business meeting.  
15

## 16 **Section 8. Senior Members**

17 8.1. Members who are at least 70 years of age and retired from practice shall be  
18 considered Senior Members.

19  
20 8.2. Members over the age of 70 are requested to notify APSA when they retire.

21  
22 8.3. Senior Members are not subject to the meeting attendance requirement.  
23

## 24 **Section 9. Medical Student Members**

25 9.1 Medical Students in good standing at an accredited US or Canadian medical school  
26 with an interest in pediatric surgery may apply for a one-year renewable APSA  
27 membership. They will not be subject to meeting attendance requirements or pay  
28 dues. They may not hold office or serve on committees however they may be  
29 appointed as ad hoc, non-voting members of committees and task forces.  
30

## 31 **Section 10. Application Procedures**

32 10.1. Procedures for membership application will be maintained by the membership and  
33 credentials committee, with approval of the board of governors.  
34

35 10.2. Completed applications for membership are submitted to the membership and  
36 credentials committee at any time throughout the year via APSA's application  
37 process. Applications will be reviewed by the membership and credentials committee  
38 and presented to the board of governors for approval.  
39

40 10.3. Approved applicants will immediately become members of APSA in their respective  
41 categories.  
42

43 10.4. The membership applicant will be notified of the results of the application process.  
44

45 10.5. The rejection of the membership application by the membership and credentials  
46 committee or the board of governors may be appealed within one year of notification  
47 of the applicant, if he/she so desires.  
48

49 10.6. The appeal process is initiated by the membership applicant. He/she can, by written  
50 inquiry to the secretary of the board, request an appeal hearing before the board of  
51 governors. This hearing will be granted at the time of the next regularly scheduled  
52 biannual board of governors meeting, provided the request is received at least three  
53 months prior to the next regularly scheduled meeting. This appeals meeting must be

1 attended by the sponsor and a maximum of one other member of the organization.  
2 The board of governors may invite other interested parties at their discretion. The  
3 membership applicant may attend only upon request of the board of governors.  
4

5 **Section 11. Application Form**

6 11.1. Membership application forms and application procedures will be outlined by the  
7 membership and credentials committee and approved by the board of governors.  
8 Forms and procedures will be kept in the policies and procedures manual.  
9

10 **Section 12. Resignation**

11 12.1. Any member may submit his/her resignation at any time in writing to the president to  
12 be effective on the date of submission. Reinstatement of membership may be  
13 obtained by petitioning the board of governors. Payment of past dues may be  
14 required to resume membership, at the discretion of the board.  
15

16 **Section 13. Fiscal Year**

17 13.1. The fiscal year shall be from January 1 to December 31.  
18

19 **Section 14. Dues**

20 14.1. Dues shall be set by the board of governors. The board of governors shall direct the  
21 dues process with regard to invoice and payment due dates.  
22

23 14.2. No annual dues shall be required of a Senior member upon retirement per section 8.1.  
24 No annual dues shall be required of any member during any year that person is  
25 disabled and unable to practice for six months or more.  
26

27 14.3. Under special circumstances and by approval of the board of governors, dues may be  
28 waived for any member for one calendar year.  
29

30 **Section 15. Certificate of Membership**

31 15.1. A certificate of membership will be issued to each regular, associate and international  
32 member, signed by the president and the secretary.  
33

34 **Section 16. Loss of Membership**

35 16.1. A member may be dropped from membership for:  
36

37 16.1.1. Missing five consecutive meetings without written excuse, submitted to the secretary  
38 and considered justifiable by the board of governors. Honorary, resident, candidate,  
39 international and senior members will be excused from this requirement.  
40

41 16.1.2. Failure to adhere to the obligations and objectives of the Association set forth in the  
42 articles of incorporation and in the bylaws.  
43

44 16.1.3. Failure to remit dues within six months of the announced date will result in loss of  
45 membership in the Association. Members in arrears will receive notification at least  
46 one month prior to the date of loss of membership outlining this action.  
47 Reinstatement of membership may be obtained by petitioning the board of governors.  
48 Payment of past dues owed may be required to resume membership, at the discretion  
49 of the board.  
50

51 16.2. The board of governors shall act by two-thirds vote to implement Article I, Section  
52 16.1. with due process as specified by Article I, Section 16.3.3. and Article I, Section  
53 16.3.3.7.

- 1 16.3. **Discipline**
- 2 16.3.1. The board of governors may expel, call for the resignation of or otherwise discipline
- 3 a member if three-quarters of all the members of the board of governors find that the
- 4 conduct of the member has been injurious to the purposes of the Association as
- 5 outlined in the bylaws and the preamble entitled principles of medical ethics.
- 6
- 7 16.3.2. Without limiting the foregoing, the following shall be considered to be conduct or
- 8 conclusive evidence of conduct injurious to the purposes of the Association:
- 9
- 10 16.3.2.1. Conviction of a felony or of any crime relating to or arising out of the practice of
- 11 medicine and involving moral turpitude.
- 12
- 13 16.3.2.2. Limitation or termination of any right associated with the practice of medicine in any
- 14 state, province or country.
- 15
- 16 16.3.2.3. Grossly immoral, dishonorable or unprofessional conduct.
- 17
- 18 16.3.3. Due process.
- 19
- 20 16.3.3.1. Questions of discipline shall be investigated by an ad hoc committee, appointed by
- 21 the president of the APSA.
- 22
- 23 16.3.3.1.1. The ad hoc committee shall consist of two members-at-large and one member of the
- 24 board of governors.
- 25
- 26 16.3.3.1.2. The chair of the ad hoc committee shall be one of the specified members-at-large and
- 27 shall be designated by the president of APSA.
- 28
- 29 16.3.3.1.3. The ad hoc committee shall convene for the purpose of investigating the charges
- 30 within six months of time of its appointment and shall report its recommendation(s)
- 31 to the board of governors in writing within nine months of the committee's
- 32 appointment.
- 33
- 34 16.3.3.1.4. The term of the ad hoc committee includes but does not extend beyond the time of
- 35 submission of their report.
- 36
- 37 16.3.3.2. A statement of charges shall be sent by the secretary of APSA for the ad hoc
- 38 committee. The statement shall be sent to the member's last recorded address.
- 39 Certified notification of the statement shall be sent at least thirty days before the
- 40 designated meeting date for the committee's consideration of the matter.
- 41
- 42 16.3.3.2.1. The time and place of the meeting shall be indicated.
- 43
- 44 16.3.3.2.2. The member shall be informed that he/she may appear in person or remotely at the
- 45 meeting of the ad hoc committee and with counsel, if he/she so elects, so as to state
- 46 his/her response to the charges.
- 47
- 48 16.3.3.3. The board of governors shall consider the recommendation(s) of the ad hoc
- 49 committee at its next regular meeting or upon extraordinary session, but no earlier
- 50 than thirty days from the time of the member's notification of the ad hoc committee
- 51 recommendation.
- 52

- 1 16.3.3.3.1. Certified notification of statement of the recommendation(s) of the ad hoc committee  
2 shall be sent by the secretary to the last recorded address of the member in question.  
3 Certified notification shall be sent at least thirty days before the date of the meeting  
4 when the board of governors shall consider the matter.  
5
- 6 16.3.3.3.1.1. The time and place or method of the meeting shall be indicated.  
7
- 8 16.3.3.3.1.2. The member shall be informed that he/she may appear at the meeting of the board of  
9 governors in person or remotely and with counsel, if he/she so elects, so as to state  
10 his/her response to the recommendation of the ad hoc committee.  
11
- 12 16.3.3.4. The board of governors may temporarily suspend any member and defer  
13 consideration of disciplinary action during the pending of appeal from a judicial or  
14 other governmental decision which forms the basis for disciplinary action as stated in  
15 Article I, Section 16.3.3.7. or during anytime in which he/she is prevented from  
16 appearing at a hearing by reasons of health. Upon completion of the exception, the  
17 board of governors shall implement Article I, Section 16.3.3.  
18
- 19 16.3.3.5. Following consideration by the board of governors, the member shall be informed by  
20 the secretary of the result of the deliberations by certified or registered mail to the last  
21 recorded address of the member.  
22
- 23 16.3.3.6. The result of the deliberations of the board of governors shall be considered final  
24 unless the secretary receives in writing within thirty days from the time of issuance of  
25 the notification, as stated in Article I, Section 16.3.3.7. a request for appeal to the  
26 membership-at-large of the action of the board of governors.  
27
- 28 16.3.3.7. Upon request for appeal, the membership shall be presented at the next annual  
29 meeting the recommendations of the board of governors. The member may elect, if  
30 he/she so desires to personally present his/her argument for the appeal. The  
31 membership present shall confirm or refute the recommendation of the board of  
32 governors by simple written majority vote. This vote shall be considered binding and  
33 final.  
34
- 35 16.4. Upon loss of membership, the certificate of membership shall be returned to APSA.

36 **Section 17 The Section of Affiliated Professionals in Pediatric Surgery**

- 37 17.1 APSA established the Section of Affiliated Professionals in Pediatric Surgery  
38 (SOAPPS) to have a clearly defined and nationally recognized society for certified  
39 affiliated professionals working in pediatric surgery and on pediatric surgical teams.  
40 SOAPPS is dedicated to the education, advocacy, professionalism, and teamwork of  
41 all professionals working in Pediatric Surgery.
- 42 17.2 Membership criteria for the Section rests with the Executive Committee of SOAPPS  
43 with the exception that all Professionals will be certified or certification eligible in  
44 their profession.
- 45 17.3 The leadership of the Section and its activities will be according to the APSA Policy  
46 Related to the Section of Affiliated Professionals in Pediatric Surgery.

47

1 17.4 SOAPPS members will not be voting members of APSA or be eligible to hold office.  
2 They are encouraged to participate in program development and attend the APSA  
3 annual meeting.

4 17.5 SOAPPS members will be assessed dues as established by the Board of Governors.

5 **Article II OFFICERS**

6  
7 **Section 1. The Officers**

8 1.1. The officers shall be a president, a president-elect, a secretary, a treasurer and the  
9 immediate past president.

10  
11 1.2. The officers shall be elected by ballot distributed by the nominating committee to the  
12 membership. Voting shall take place as follows:

13 President-elect: annually  
14 Secretary every three years  
15 Treasurer-elect every three years  
16

17 1.3. The nominee for each office obtaining the majority vote by the deadline posted shall  
18 be elected.

19  
20 **Section 2. Term of Office**

21 2.1. The terms of each office shall be:

22 President 1 year  
23 President-Elect 1 year  
24 Secretary 3 years  
25 Treasurer 3 years  
26 Treasurer-elect 1 year  
27 Immediate Past President 1 year  
28

29 **Article III BOARD OF GOVERNORS**

30  
31 **Section 1. Membership of the Board of Governors**

32 1.1. The membership of the board of governors shall consist of the president, the  
33 president-elect, the secretary, the treasurer, the treasurer-elect, the immediate past  
34 president, four elected governors and one early career representative.

35  
36 1.2. A new governor shall be elected annually, with two governors elected every third  
37 year, to serve a three-year term.

38  
39 1.3. The early career representative shall have completed training within the past five  
40 years and be elected annually to serve a one-year term as a voting member.

41  
42 1.4. Elections shall be conducted in the same manner as for the officers. See Article II,  
43 Sections 1.2. and 1.3.

44  
45 **Section 2. Chair of the Board of Governors**

46 2.1. The president shall be the chair of the board of governors.  
47

48 **Section 3. Functions of the Board of Governors**

49 3.1. It shall generally oversee the activities of the Association and make certain that the  
50 spirit and the letter of the articles of incorporation and the bylaws are carried out.  
51

- 1 3.2. It shall review and act upon the recommendations of the membership and credentials  
2 committee.  
3
- 4 3.3. It shall meet as the board deems appropriate to ensure proper operation of the  
5 Association.  
6
- 7 3.4. A quorum for official business at a board of governors meeting shall be five.  
8
- 9 3.5. Vacancies on the board of governors, other than the presidency, shall be filled  
10 temporarily by appointment by the president. A replacement for the remainder of the  
11 term will be made via special election from candidates provided by the Nominating  
12 Committee.  
13

14 **Article IV DUTIES OF OFFICERS**

15  
16 **Section 1. The President**

- 17 1.1. Shall preside at the annual meeting and at all meetings of the board of governors.  
18
- 19 1.2. Shall enforce all rules and regulations of the Association.  
20
- 21 1.3. Shall sign all official documents.  
22
- 23 1.4. May make appropriate committee appointments after consultation with the committee  
24 chair.  
25
- 26 1.5. May be an ex-officio member of all committees except the nominating committee.  
27

28 **Section 2. The President-Elect**

- 29 2.1. Shall preside at the annual meeting in the absence of the president.  
30
- 31 2.2. Shall preside at other meetings in the president's absence.  
32
- 33 2.3. Shall assume the president's responsibilities in the event of disability, death or  
34 inability to complete the term.  
35
- 36 2.4. Shall become president the next year.  
37

38 **Section 3. The Secretary:**

- 39  
40 3.1. Oversight of the submission of a report of the minutes of the previous annual  
41 business meeting.  
42
- 43 3.2. Shall assume the responsibilities of the president and then the president-elect in the  
44 event of disability, death or inability to complete the term until the next annual  
45 meeting when a special election will be held for president who will immediately  
46 assume the office to serve until the next annual meeting.  
47

48 **Section 4. The Treasurer shall oversee the following:**

- 49 4.1. Billing and collection from members all dues and fees pertaining to the Association.  
50
- 51 4.2. Disbursements for authorized official expenses.  
52
- 53 4.3. Maintenance of the financial ledger.

- 1  
2 4.4. Maintenance of records, which shall be available for an annual audit or review by an  
3 appropriate auditing committee of members appointed by the president or by an  
4 outside accounting firm. An outside audit or accounting review will routinely be done  
5 the year following election of a new Treasurer.  
6  
7 4.5. Presentation of a report to the membership at the annual business meeting.  
8  
9 4.6. Maintenance at the expense of the Association a surety bond for the treasurer and any  
10 persons handling Association funds.  
11  
12 4.7. The treasurer-elect shall be elected for a one-year term as a non-voting member of  
13 the board, then assume the office of treasurer for a three-year term.  
14

15 **Article V MEETINGS**

16  
17 **Section 1. Annual Meeting**

- 18 1.1. There shall be an annual meeting, the time, place and method of which shall be  
19 established by the board of governors.  
20  
21 1.2. There shall be a scientific meeting incorporated into the annual meeting.  
22  
23 1.3. There shall be a business meeting incorporated into the annual meeting, which will  
24 be open only to eligible members in good standing and at which official business  
25 shall be transacted.  
26  
27 1.4. All meetings shall be guided by the current edition of Robert's Rules of Order.  
28

29 **Section 2. Guests and the Annual Meeting**

- 30 2.1. The annual meeting shall be open to all interested physicians who register for the  
31 meeting.  
32  
33 2.2. Interested advanced practice or other professionals and guests may register for and  
34 attend the annual meeting.  
35  
36 2.3. A registration fee may be required of non-members and guests.  
37

38 **Section 3. Quorum**

- 39 3.1. The members present shall constitute a quorum for business at the annual meeting  
40 business meeting and other official committee meetings unless the number is  
41 otherwise specifically stated.  
42

43 **Article VI BYLAWS**

44  
45 **Section 1. Time of Effect**

- 46 1.1. The bylaws shall take effect immediately from the time of adoption.  
47  
48

49 **Section 2. Amendments of the Bylaws**

- 50 2.1. The bylaws may be changed or amended by submitting a written resolution to the  
51 board of governors who, in turn, will present the change or amendment to the  
52 Membership at least one month prior to the next annual meeting.  
53

1 2.2. A two-thirds vote of the membership voting at the annual meeting will be necessary  
2 for adoption of a change or amendment of the bylaws of the Association.  
3

4 **Article VII PERMANENT COMMITTEES**

5  
6 **Section 1. Permanent Committees**

7 1.1. The board of governors shall establish permanent committees to conduct the business  
8 and educational affairs of the Association. These permanent committees shall be  
9 outlined and their duties described in the Association's policies and procedures and  
10 these documents shall be reviewed and updated at least every 5 years and submitted  
11 to the Bylaws Committee who will ensure that review is being performed. Creation,  
12 dissolution and modification to the number and duties of the permanent committees  
13 shall be by majority vote of the board of governors. Any changes in committees shall  
14 be submitted to the members of the American Pediatric Surgical Association at the  
15 yearly meeting. Reports from all permanent committees should be presented to the  
16 board on an annual basis either in writing or in person.  
17

18 **Article VIII AD HOC COMMITTEES**

19  
20 **Section 1. Membership**

21 1.1. From time to time, the president may establish an ad hoc committee and appoint its  
22 membership. Reports from all ad hoc committees should be presented to the board on  
23 an annual basis either in writing or in person.  
24

25 **Article IX REPRESENTATION TO OTHER SOCIETIES**

26  
27 The president may appoint liaison representatives to other organizations, societies or  
28 associations as seems appropriate.  
29

30  
31 **Article XI INDEMNIFICATION AND INSURANCE**

32  
33 **Section 1. Indemnification**

34 1.1. As provided herein, the Association may, but shall not be required or obligated to,  
35 indemnify any governor or officer or any former governor or officer of the  
36 Association (and his or her heirs, executors or other personal representatives) against  
37 expenses, including attorney's fees, judgments, fines and amounts paid in settlement  
38 which are actually and reasonably incurred by such person by reason of the fact that  
39 such person is or was a governor or officer in connection with any threatened,  
40 pending or completed action, suit or proceedings, whether civil, criminal,  
41 administrative or investigative, to the extent and according to the procedures and  
42 requirements set forth in the Ohio Non-Profit Corporation law. The decision of  
43 whether to indemnify is reserved to the board of governors to be decided by the  
44 majority vote of governors who are not involved in or parties to the same or  
45 substantially the same claim, action, suit or proceeding.  
46

47 Where a quorum cannot be obtained or the board of governors cannot reach a  
48 decision, an independent legal counsel shall be appointed pursuant to Ohio Non-  
49 Profit Corporation law to make such decision. The indemnification provided for  
50 herein shall not be deemed to restrict the right of the Association to indemnify  
51 employees, agents and others as permitted by law.  
52

53 **Section 2. Insurance**

1 2.1. The board of governors may, at its option, purchase and maintain such insurance on  
2 behalf of the Association and its governors, officers, employees, agents and others as  
3 the board of governors deem appropriate and necessary.  
4  
5  
6