

ARTICLE 5

POATRI OFFICERS

5.01. OFFICERS.

POATRI officers shall include a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected from the Board of Directors at its first quarterly meeting. Each term shall be one year. No officer shall serve more than three (3) consecutive terms in a given office.

5.02. REMOVAL OF OFFICERS.

The Board shall have full authority to remove any of its officers from office by the vote of a majority of the Directors, with or without cause.

5.03. DUTIES OF OFFICERS.

The duties of POATRI officers shall be as follows, and as more specifically outlined in the Policies and Procedures Manual:

- a. The President shall:
 1. Be a voting member of the Board, and;
 2. Chair the Board of Directors for a one-year term, and;
 3. Carry out Board decisions in the administration of POATRI affairs, and;
 4. With the approval of the Board, execute contracts, conveyances, and other documents on behalf of POATRI, and;
 5. Appoint members and Chairs of Standing Committees, except that the Chair of the Budget and Finance Committee shall be the Treasurer, and;
 6. Be an advisory, non-voting member of all Standing Committees and Task Forces and shall be notified of all meetings in advance so as to be available and shall be advised of the action of all Standing Committees and Task Forces.

7. The President may create Task Forces.
- b. The Vice-President, in the absence or inability of the President to serve, shall have all of the power and authority of the President.
- c. The Secretary shall:
 1. Issue, or cause to be issued, notices of Directors Meetings, Annual Members' Meetings and Special Members' Meetings, and;
 2. Be responsible for creating and maintaining POATRI minutes and other POATRI records, and;
 3. At least sixty (60) days before each Annual Members' Meeting, Special Members' Meetings or any election, make, or cause to be made, an Official Voters List.
- d. The Treasurer shall:
 1. Be responsible for the custody and disbursement of POATRI funds and securities, and;
 2. Be responsible for the keeping of adequate books of account, and;
 3. Cause to be created all financial statements as may be required by the Board of Directors and/or State law.

ARTICLE 6 RESTRICTED ACTS OF DIRECTORS

6.01. RESTRICTED ACTS OF DIRECTORS.

POATRI's purpose is to protect the property rights and interests of all Members, and to ensure the welfare of POATRI, including protecting the same from the bad acts of POATRI Directors. Therefore, no Director, while sitting on the Board shall:

- a. Do any act in violation of any Section of these Bylaws or a binding obligation of POATRI.
- b. Do any act that harms POATRI or any of its operations.
- c. Do any act that would make it impossible, or unnecessarily difficult, to carry on POATRI's intended or ordinary business, including but not limited to:

- 1) Failing to carry out assigned duties in a timely manner,
 - 2) Violating the confidentiality of Board information,
 - 3) Releasing incomplete, inaccurate or false information on topics being addressed, or under consideration by, POATRI.
- d. Receive an improper personal benefit from the operation of POATRI, including but not limited to:
- 1) Preference on road maintenance,
 - 2) Extended complimentary use of POATRI facilities, beyond those specified in the Bylaws or the Policies and Procedures Manual,
 - 3) Preferential treatment by staff in the course of staff carrying out its normal duties.
- e. Use POATRI's assets, directly or indirectly, for any purpose other than carrying out POATRI's business.
- f. Wrongfully transfer or dispose of POATRI property, including intangible property such as good will.
- g. Use POATRI's name, or any substantially similar name, or any trademark or trade name adopted by POATRI, except on behalf of POATRI in the ordinary course of its business.
- h. Disclose any of POATRI's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
- i. Become, as an individual, actively involved in the campaigns of others who are seeking seats on the Board of Directors. This provision does not prohibit a Director who is seeking re-election to the Board from aligning him/herself with others who are also seeking re-election or are seeking seats on the Board of Directors and/or sharing in the costs of joint campaign literature [written or electronic, including websites] with other candidates seeking election to the Board. Any current Director seeking re-election who aligns himself/herself with others seeking election or re-election to the Board, must include the following statement:
- (i) I, (name) _____ am a current Director on the Board and I am seeking re-election to the Board. I have given my authorization and approval to appear in joint campaign literature with [names] _____ who also seek election to the Board of Directors.
- j. Become, as an individual, actively involved in the political campaign for any position on issues that are before the Board or that will be brought

before the Board. This provision does not prohibit the Board from providing recommendations to the membership on matters put to a vote of the membership, except that the Board cannot make any recommendation on any candidate(s) seeking election or re-election to the Board.

6.02. SANCTIONS REGARDING BOARD MEMBERS' RESTRICTED ACTS.

- a. In all cases where the Board receives an allegation from a Member, another Director or an employee of the Corporation that a Director has committed any of the restricted acts listed in Section 6.01, such allegation will first be reviewed by the Officers of the Board. Should such allegation be found to be legitimate by a majority of the officers of the Board, the President of the Board shall notify the accused Director, in writing, of:
 - 1) the specific paragraph(s) in Section 6.01 that the alleged charges the Director to have violated,
 - 2) describe the action(s) the Director took which was/were in violation of any paragraph(s) in Section 6.01, and,
 - 3) notify the Director of the date, time and place of the Executive Session of the regular or special meeting of the Board at which the matter will be addressed
 - 4) Such notice shall be sent to the Director, by the President of the Board, mailed first class and certified return receipt requested, at least thirty (30) days prior to the meeting, at which time the Director will have the opportunity to respond to the allegations made in the notice.

- b. In the event the Board receives indisputable evidence that the Director has committed Restricted Act 6.01., then the Board shall have the right to immediately publicly respond to the violation and inform the Membership that the accused Director has been given the required thirty (30) day notice as stated in 6.02.a of the Bylaws., and the President of the Board shall notify the Director, in writing, of:
 - 1) the specific paragraph(s) in Section 6.01 that the Director has violated,
 - 2) describe the action(s) the Director took which was/were in violation of any paragraph(s) in Section 6.01, and,
 - 3) notify the Director of the date, time and place of the Executive Session of the regular or special meeting of the Board at which the matter will be addressed
 - 4) Such notice shall be sent to the Director, by the President of the Board, mailed first class and certified return receipt requested, at least thirty (30) days prior to the meeting, at which time the Director will have the opportunity to respond to the allegations made in the notice.

- c. Upon the completion of the required hearing, the Board will publish the outcome of the hearing in the next regular POATRI newsletter.
- d. If, after the required hearing, a Director is found by a majority vote of the Board to have committed any of the restricted acts in Section 6.01, the Board shall:
 - 1) By majority vote of the Directors against whom no allegation of a Restricted Act has been lodged, sanction the offending Director in executive session and report at a regular Board of Directors meeting that the offending Director received a private sanction in executive session;
 - 2) By majority vote of the Directors against whom no allegation of a Restricted Act has been lodged, publicly sanction the offending Director by reading, at a regular Board of Directors meeting, a written sanction, which shall include the specific paragraph(s) of Section 6.01 that was/were violated by the Director, and the specific action(s) taken by the Director that was/were in violation of the paragraph(s) of Section 6.01, or;
 - 3) Upon a two-thirds (2/3) vote of the Directors against whom no allegation of a Restricted Act has been lodged, remove from the Board the Director deemed to have committed the Restricted Act.
- e. Any Director removed by the Board under Section 6.02 for having committed a restricted act under Section 6.01 may not thereafter become a POATRI Director either by election or by appointment.