

ARTICLE VII

- OFFICERS -

The Monitoring Association
Bylaws Update Work Product

For membership discussion and vote at 2017 ESX, June 13

ORIGINAL BYLAWS TEXT with REDLINE changes

ARTICLE VII. OFFICERS

Section 1. Officers. The officers of the Association shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, such Assistant Secretary and Assistant Treasurer as may be determined by the Board of Directors and the ~~immediate-most recent eligible~~ past president, currently designated as the official representative of a Voting member in good standing. Any two offices may be held by the same person except the offices of President and Secretary. The officers shall have such powers and perform such duties as usually appertain to their offices and such other powers and duties as may be prescribed by the Board of Directors from time to time. There shall be no more than one officer of the Association from any one Member Company or companies with common control.

Section 2. Election and Term of Office. The officers of the Association shall be elected by the members of the Association at a Non-Annual meeting for a term of two (2) years or until their successors shall have been elected and qualified. Only Voting members shall be eligible to hold elective office in the Association. Such elections shall occur at the Non-Annual meeting of the Association, ~~held prior to the adjournment of every second annual meeting of Voting members.~~ The President shall be selected from the currently serving Vice Presidents.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby; but such removal will be subject to the contract rights, if any, of the officers or agents so removed.

Section 4. Change of Ownership. If a change in the control of an officer's or director's company shall occur, Article IV, Section 6 shall apply. ~~the officer's or director's position shall be immediately declared vacant. Upon approval of the application for membership of the new management of the officer's or director's company, the officer or director may be reinstated to his/her unexpired term of office by the Board of Directors.~~

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the remainder of the unexpired term.

PROPOSED BYLAWS TEXT in proposed final form

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