

## **ARTICLE VIII - Officers**

1. The Officers of the Corporation shall be a Chair of the Board of Directors, a Vice Chair, a President, a Secretary and a Treasurer. The Board of Directors may appoint such other Officers as the Board of Directors shall from time to time deem necessary or desirable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

2. The Chair of the Board shall be elected by the Member Representatives at their Annual Meeting. The Vice Chair of the Board shall be elected annually by the Board of Directors from among its own members at a meeting that normally coincides with the Annual Meeting of the Member Representatives. No other Officer need be a member of the Board of Directors. No Director shall serve as Chair of the Board for more than three (3) years consecutively, and no Director shall serve as Vice Chair for more than three (3) years consecutively. All elected Officers of the Corporation, except the President, shall hold office on July 1 following their election at an Annual Meeting. The President shall be appointed by the Board and shall serve at the will of the Board. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Directors.

3. Powers and duties of Officers:

a. The Chair of the Board, Vice Chair, Secretary and Treasurer shall have the powers and perform the duties, which usually pertain to their respective offices, with such limitations, or additions as may be prescribed by the Board of Directors.

b. The Chair of the Board, or in the absence thereof the Vice Chair, shall preside at all meetings of the Board. In the event of the absence of both the Chair and the Vice Chair, the President shall preside over such meetings.

c. The President shall be the chief executive officer of the Corporation. In that capacity the President shall have overall management responsibility for the Corporation and shall perform the duties of the President in accordance with the policies established by the Board of Directors. In this regard, the President shall have the authority to delegate signature authority as prescribed in the AURA Policy and Procedures Manual.

4. Short-term vacancies in offices

a. President. In the event of incapacitation of the President or a vacancy in the office of President, the Board of Directors may appoint an Interim President, who shall serve, at least on a part-time basis, as chief executive officer of the Corporation until a permanent appointment is made.

b. Chair of the Board of Directors. In the event of a vacancy in the office of Chair of the Board of Directors, the Vice Chair shall assume the duties of the Chair until such time as a duly elected Chair takes office.

c. Vice Chair of the Board of Directors. In the event of a vacancy in the office of Vice Chair of the Board of Directors, the Board of Directors shall appoint an Acting Vice Chair from among the Directors to serve until such time as a duly elected Vice Chair takes office.

d. Secretary and/or Treasurer and/or Other Officers Not Specified in Paragraphs a, b, or c above. In the event of a vacancy in the office(s) of Secretary and/or Treasurer, and/or Other Officers not specified in paragraphs a, b, or c above, the Board of Directors shall appoint an Acting Secretary, Acting Treasurer, and/or Acting Other Officer to serve until such time as a duly elected officer takes office.