

# Bylaws of the International Organization of COSA, Inc.

## ARTICLE I – PLACE OF BUSINESS

### 1.1 PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation shall be located at such place or places within Jefferson County, Louisville, Kentucky, Commonwealth of Kentucky, as the Board of Trustees shall from time to time determine.

The Corporation shall have its central office at such other place, within or without the Commonwealth of Kentucky, where it is qualified to do business, as its business may require and as the Board of Trustees may, from time to time, designate.

## ARTICLE II – PURPOSE

### 2.1 OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall be:

- a) To serve those affected by compulsive sexual behavior, based on the Twelve Steps and Twelve Traditions as adapted from Alcoholics Anonymous, hereinafter referred to as COSA. *Revised May 2010*
- b) The services provided by the International Service Organization of COSA, Inc. (hereinafter ISO) shall include but shall not be limited to:
  - (1) Literature: writing, approving and publishing COSA literature, and various pamphlets.
  - (2) Communication; with member groups and individual members of COSA, to include public relations, publication of a newsletter, and publication of a directory of COSA meetings.
- c) Sponsoring and organizing the annual COSA convention.
- d) Forming and directing any committees to serve the purposes of the ISO.

## ARTICLE III – MEMBERSHIP

### 3.1 MEMBERSHIP

A member group of ISO shall be a COSA group of one or more individuals which affiliates with ISO.

### 3.2 COSA GROUP

Any group of persons which is based on the Twelve Steps and Twelve Traditions of COSA shall be a COSA group. Any COSA Group may file an affiliation form with the ISO and, thus, shall become a member group.

### 3.3 TENURE

A member group shall retain ISO membership until it shall voluntarily withdraw its affiliation with ISO, or as long as it shall remain a COSA group.

### 3.4 REPRESENTATION

- a] Each member group shall designate one of its members as an ISO delegate. The delegate may be changed by its member group at any time. Member groups shall inform the ISO of the names and addresses of the delegates. The Board of Trustees shall direct communications between the ISO and the delegate.

- b) Any individual who is a member of a member group and who professes that he or she has been actively working the Twelve Steps of COSA for 12 consecutive months shall be qualified to be nominated as a delegate to the Annual Meeting.
- c) If no qualified member in a member group is available for this position then 3.4 (b) does not apply.  
*Revised May 2018*
- d) It shall be the role of the delegate to vote for Trustees at the Annual Meeting and, on any other issues put forth by the Board of Trustees or by properly recognized delegates.

## ARTICLE IV – DIRECTORS/MANAGEMENT

### 4.1 POWERS

Subject to the limitations of the Articles of Incorporation, these Bylaws and the Laws of the Commonwealth of Kentucky, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by the Board of Directors, which shall be known as the Board of Trustees. The term "Trustees" as used in the Articles of Incorporation and these Bylaws shall mean "Directors" as that term is used in KRS 273 et seq. The use of the term "Trustees" is historic only and is not intended to vary the duties of the Trustees of this Corporation from that imposed on the directors, nor to establish a trust relationship.

### 4.2 NUMBER

The authorized number of Trustees of the Corporation shall be not less than seven (7) or more than twelve (12) until changed by amendment of this Section 4.2 of Article IV. The exact number of Trustees shall be fixed from time to time by resolution of the Board. *Revised May 2018*

### 4.3 QUALIFICATION

Any individual who has been in COSA for two (2) years, is a member of a registered group, working with a sponsor or equivalent and has completed Step Twelve shall be qualified to be nominated for the Board of Trustees, unless the board votes to make an exception. *Revised May 2008 and May 2013*

### 4.4 COMPOSITION AND ANNUAL MEETING

All Trustees shall be members of COSA for not less than two years (24 consecutive months), unless the board votes to make an exception, and duly nominated by the Nominating Committee. All committees of COSA must be represented on the Board by the Chair and/or the Co-Chair, unless the board votes to make an exception. *Revised May 2008*

The purpose of the Annual Meeting of Member Groups is to select Trustees and to transact such other matters as may properly come before the delegates. The Annual Meeting of the Member Groups shall be held at the times and places designated by the Board of Trustees. The Annual Meeting shall be held no later than the thirteen (13) months after the last Annual Meeting of the Member Groups. However, the failure to hold an Annual Meeting timely shall in no way affect the terms of Officers or Trustees of the Corporation or the validity of actions of the Corporation.

### 4.5 TERMS OF OFFICE

Each Trustee shall hold office until the next annual meeting for the election of the Board of Trustees as specified in these Bylaws, and until his or her successor is elected and qualifies. The initial Directors in the Articles of Incorporation shall appoint the "COSA ISO Steering Committee": to select the first Nominating Committee for the Board of Trustees, who shall be designated two (2) year and one (1) year terms divided as evenly as possible. Thereafter, the Nominating Committee of the Board of Trustees shall propose persons for election to the Board at the Annual Meeting, to serve for a period of two (2) years. Trustees are allowed to serve for no more than three (3) consecutive terms.

### 4.6 COMPENSATION

Trustees shall serve without compensation. Notwithstanding the foregoing, the Corporation may reimburse the Trustees for reasonable out-of-pocket expenses for travel, lodgings, meals, and miscellaneous expenses

in connection with attendance at Board meetings and other official business.

#### 4.7 RESTRICTIONS REGARDING INTERESTED TRUSTEES

Notwithstanding any other provisions of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For the purpose of this Section, "interested persons" means either:

- a) any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable reimbursement paid to a Trustee as Trustee; or
- b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### 4.8 MEETINGS

- a) The Board of Trustees shall meet at least semi-annually, at such place and time as it may designate from time to time by resolution of the Board. In absence of a resolution, regular meetings shall be held at the central office of the Corporation. Special meetings may be called by the Chair of the Board or a majority of Trustees then in office and such meetings shall be held on the date and hour designated by the person or persons calling the meeting. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for members to consider. Trustees who cannot conveniently attend a meeting due to distance or logistical problems may attend any meeting electronically as long as everyone can be connected clearly. A designated person will make the arrangements and the costs may be covered by the ISOCOSA.
- b) Notice of the time and place of meetings shall be delivered to each Trustee personally, at least seven (7) days prior to any such meeting, by e-mail where available. Where e-mail is not available, Trustees may be given notice by facsimile, or sent by first-class mail, at least seven (7) days prior to any such meeting, unless otherwise determined by the Board.
- c) Waiver of Notice: A written waiver of notice signed by a Trustee, whether before or after a meeting shall be equivalent to the giving of such notice. Attendance of a Trustee at a meeting shall constitute waiver of notice of such meeting except where Trustees attend for express purpose of objecting, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.
- d) More than one-half (1/2) of the actual number of Trustees shall constitute a quorum for the transaction of business.
- e) In the absence of a quorum, the board shall transact no business, except otherwise expressly provided in these Bylaws, in the Article of Incorporation, or by laws of the Commonwealth of Kentucky, and the only motion the Board shall entertain is a motion to adjourn.
- f) Meetings of the Board of Trustees shall be presided over by the Chair or, in the Chair's absence, by the Vice Chair or, in the absence of these persons, by a Chair chosen by a majority of the Trustees present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- g) Meetings of Trustees shall be governed by the latest edition of *Roberta's Rules of Order* or such successor publication as may from time to time be published, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, with the laws of the Commonwealth of Kentucky, or special resolutions the Board may adopt, or the Twelve Steps and Twelve Traditions of COSA.

*The business meetings of the International Service Organization of COSA will be run by the attached agreed-upon Special Rules for Meetings adopted from Roberta's Rules of Order. ( See Section 5) For situations that warrant more formal parliamentary procedure, we will use Robert's Rules of Order (Newly revised, 10th ed.), Perseus, 2000. Piloted 2004 and Adopted 2005*

#### 4.9 RESIGNATION AND REMOVAL OF TRUSTEES

- a) Any Trustee may resign effective upon giving written notice to the Chair, the Secretary, or the Board of Trustees of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation, in which case such resignation shall be effective at the time specified. Unless such resignation specifies otherwise, its acceptance by the Corporation shall not be necessary to make it effective.
- b) If a Trustee shall fail to attend two (2) meetings in person or electronically, or fail to respond to two (2) written consents of the Board of Trustees, either with respect to a Board meeting, without prior notification to the Secretary and good cause therefore, his or her office as Trustee may be declared vacant by a vote of a quorum.
- c) At the formal request of any three (3) Trustees, a vote to remove any Trustee from office shall be taken. A quorum shall be required to vote on the request. A Trustee shall then be removed from office with a two-thirds (2/3) vote by the Board for removal.
- d) No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before his or her term of office.

#### 4.10 VACANCIES

Vacancies on the Board of Trustees may be filled by a majority vote of the Trustees then in office (or the Executive Committee when the Board is not in session). If the resignation of a Trustee states that it is to be effective at a future time, a successor may be elected (prior to taking office) to take office when the resignation becomes effective.

#### 4.11 WAIVER OF NOTICE OR CONSENT

The transactions of any ad hoc meeting of the Board of Trustees, however called and noticed or wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if there is no written protest of lack of proper notice by a majority of Trustees, and no Trustee is counted absent under Section 4.9 (b) of Article IV. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### 4.12 ADJOURNMENT

The majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of such shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of the decision to adjourn.

#### 4.13 MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Trustees may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation by Trustees in a meeting in the manner provided in this Section constitutes presence in person at such meeting.

#### 4.14 ACTION WITHOUT A MEETING

Any actions required or permitted to be taken by the Board of Trustees may be taken without a meeting, if a quorum of the Board shall individually or collectively consent in writing, electronically, or verbally to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written or verbal consent shall have the same force and effect as a vote of such Trustees.

#### 4.15 NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the debts, liability, or other obligations of the Corporation.

#### *4.16 INDEMNIFICATION BY CORPORATION OF DIRECTORS, TRUSTEES, OFFICERS, EMPLOYEES AND OTHER AGENTS*

To the extent that a person who is, or was, a Trustee, Director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such a person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of KRS 273 et seq.

#### *4.17 INSURANCE FOR CORPORATE AGENTS*

The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions of law relating to self-dealing as specified in the Kentucky Nonprofit Public Benefit Corporation Law.

## ARTICLE V – OFFICERS

### *5.1 GENERAL*

The Corporation shall have a Chair, Vice Chair, Recording Secretary, and a Treasurer, and such other officers as the Board may elect. They shall take office on the first day immediately following the annual meeting and shall hold office for one (1) year or until their respective successors are elected and qualified. Vacancies shall be filled by the Board of Trustees. *Revised May 2010*

### *5.2 DUTIES OF THE CHAIR*

The Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation. He or she shall perform all duties incident to his or her office and such other duties as are provided in these Bylaws or as may be prescribed from time to time by the Board of Trustees.

### *5.3 DUTIES OF THE VICE CHAIR*

The Vice Chair shall perform all duties and exercise all powers of the Chair when the Chair is absent, or is otherwise unable to act. The Vice Chair shall perform such other duties as may be assigned him or her by the Chair or the Board of Trustees.

### *5.4 DUTIES OF THE RECORDING SECRETARY*

The Recording Secretary shall keep minutes of all meetings of the Board of Trustees; shall give all notices as are required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees. The Recording Secretary shall be responsible for the mechanics of the election of trustees. *Revised and Renumbered May 2007*

### *5.5 DUTIES OF THE ISO CENTRAL OFFICE MANAGER*

The ISO Central Office Manager shall be custodian of corporate records; shall deposit such funds as required by the Board of Trustees; shall keep current membership rosters and contacts and disseminate membership information to concerned Committees and Officers of the Board of Trustees. The ISO Central Office Manager shall maintain the anonymity of all member groups in corresponding to public requests for information. *Renumbered May 2007 and Revised May 2007, May 2009, and May 2010*

#### 5.6 DUTIES OF THE TREASURER

The Treasurer shall have charge of all funds of the Corporation, shall keep and maintain adequate and correct accounts of the Corporation's financial assets and shall render reports and accountings to the Trustees as required by the Board of Trustees and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees, in accordance with the Twelve Steps and Twelve Traditions of COSA. The Treasurer shall be chief financial officer of the Corporation, and bonded under the laws of the Commonwealth of Kentucky, or the Treasurer's state of residence. The Treasurer must be a member of the Budget and Finance Committee. *Renumbered May 2007 and Revised May 2009*

#### 5.7 REMOVAL OF OFFICERS OF THE BOARD

At the formal request of any three (3) Trustees, the Board of Trustees may remove any officer, with cause, by two-thirds (2/3) vote of the Board of Trustees. A vote to remove any Trustee from office shall be taken. A quorum shall be required to vote on the request. *Renumbered May 2007*

#### 5.8 COMPENSATION

Officers who are trustees of the Corporation shall serve without compensation. Trustees who are elected to serve as Officers must resign as Trustees prior to serving, if they are to be compensated as employees of the Board. Notwithstanding the foregoing, the Corporation may reimburse the Trustees for reasonable out-of-pocket expenses for travel, lodgings, meals and miscellaneous expenses in connection with attendance at Board meetings and other official business. *Renumbered May 2007*

## ARTICLE VI – COMMITTEES

#### 6.1 EXECUTIVE COMMITTEE

There shall be an Executive Committee. The Executive Committee shall include the Officers of the Corporation, the Chairs of each of the Standing Committees of the Board of Trustees that the Chair may appoint. A majority of the members of the Executive Committee shall constitute a quorum.

The Executive Committee shall have and may exercise the powers of the Board of Trustees when the Board is not in session, to include:

- a) The approval of any action not requiring approval of the Board of Trustees.
- b) The filling of vacancies on the Board or in any committee which has the authority of the Board.
- c) The fixing of reimbursement expenses of the Trustees for serving on the Board or on any committee.
- d) The fixing of compensation of any officers or other employees of the Board.
- e) The appointment of Committees of the Board or members thereof.
- f) Actions of the Executive Committee are subject to ratification at the next meeting of the Board of Trustees.

#### 6.2 NOMINATING COMMITTEE

There shall be a Nominating Committee designated by the Executive Committee. This Committee shall be comprised of not less than three (3) or more than nine (9) members who meet the qualifications of Article 4.3. The Chair of this Committee shall be a Board Member, and the past three Board Chairs shall be invited to serve on this Committee. The Resource Development Committee Chair shall be a member of this Committee. The balance of the Committee shall be made up of any fellowship member who meets qualifications of Article 4.3. It shall be the duty of the Nominating Committee to receive names in nomination and to prepare a list of nominees for election to the Board of trustees and as Officers pursuant to Article IV, Section 4.3 of these Bylaws. This list shall be prepared sufficiently in advance of the Annual Meeting to enable it to be sent to all members at least fourteen (14) days before the meeting. *Revised May 2009, May 2010, and May 2013*

### 6.3 BUDGET AND FINANCE COMMITTEE

There shall be a Budget and Finance Committee of not less than three (3) members of the Board of Trustees designated by the Executive Committee. It shall be the duty of the Budget and Finance Committee to execute financial policies adopted by the Board of Trustees and perform such duties as are necessary for formulating, securing, approving and recommending budget proposals and revisions.

### 6.4 OTHER COMMITTEES

The Board of Trustees may establish such other standing and special committees as it may see fit.

### 6.5 VACANCIES

Vacancies occurring on any committee may be filled by the Executive Committee or the Chair.

### 6.6 MEETINGS AND ACTION OF COMMITTEES

Meeting and actions of committees shall be governed by, noticed, held, taken in accordance with these Bylaws, and in accordance with Twelve Steps and Twelve Traditions of COSA.

## ARTICLE VII – MISCELLANEOUS PROVISIONS

### 7.1 FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 to June 30. *Revised May 2013*

### 7.2 EXECUTION OF CHECKS, NOTES AND CONTRACTS

Except as otherwise provided by law:

- a) checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation will be signed by the Treasurer or signed by such officer or officers as may be authorized by the Board of Trustees.
- b) any contract, lease or other instrument executed in the name of and on behalf of the Corporation shall be signed by the Recording Secretary and countersigned by the Chair, and shall have attached to it a copy of the resolution of the Board of Trustees certified by the Recording Secretary authorizing its execution.

### 7.3 ANNUAL REPORT

- a) The Board shall cause an annual report to be sent to the Trustees not later than 120 days after close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:
  - 1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
  - 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
  - 3) The revenue of receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
  - 4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- b) The report by this Section 7.3 shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer in addition to the Treasurer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

### 7.4 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select. A corporate resolution evidence such designation shall be attached to the minutes of the meeting at which such designation was made.

### 7.5 GIFTS

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation, in accordance with the Twelve Steps and Twelve Traditions of COSA.

### 7.6 MAINTENANCE OF CORPORATE RECORDS

- a] The Corporation shall keep at its central office at such place as the Board may direct. Minutes of all meetings of the Board and Committees of the Board, indicating the time and place of such meetings, whether special or regular, how called, the notice given, and the names of those present and the proceedings thereof.
- b] Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains and losses shall be maintained via appropriate documentation. *Revised May 2018*
- c] A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

### 7.7 INSPECTION

Every trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

## ARTICLE VIII – AMENDMENTS

### 8.1 BOARD OF TRUSTEES

Except as expressly provided otherwise in these Bylaws, these Bylaws may be repealed or amended by, and new Bylaws not in conflict with these Bylaws hereof may be adopted by a two-thirds (2/3) vote of the Trustees in office. The proposed amendments must be published to the delegates at least one (1) month prior to the annual meeting. Bylaws shall be amended at the annual meeting of the Board of Trustees. Adopted changes or additions in Bylaws shall be ratified by a majority of delegates and the Trustees at the Annual Meeting.

### 8.2 RECORD OF AMENDMENTS

Whenever an amendment or new Bylaw is adopted, it shall be copied and inserted into the Minute Book adjacent to the original Bylaw or in an appropriate section of the Bylaws. If any Bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or written consent was filed must be noted in the minutes and adjacent to the original Bylaw. The Bylaws shall be reviewed, at a minimum, every three (3) years, for possible revision.

### 8.3 STEPS, TRADITIONS, AND CONCEPTS

In order to change the wording of any of the Steps, Traditions, or Concepts the following procedure will be followed: *Section Added in May 2011*

- a) A registered group (s) sends the suggested change(s) to the Board of Trustees in the form of a *Proposal* complete with “pro” statements.
- b) The Board of Trustees finds a registered group(s) to write a “con” statement.
- c) The Board of Trustees sends out the proposed change(s) together with both the “pro and con” statements to all registered groups.
- d) The *Proposal* passes when three-fourths (3/4) of the registered groups approve the proposed change(s) in writing to the Board of Trustees within a six (6) month time frame beginning with the date of mail-out.
- e) Any approved change(s) will become effective at the first meeting of the Board of Trustees after the certification of the vote by the Executive Committee.

## ARTICLE IX – NON PROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No payment of the income or assets of the Corporation will be distributed to its Member Groups, Trustees, or Officers without full consideration. No Member Groups of the Corporation has any vested rights or interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Member Groups, Trustees and Officers without violating this provision.

- a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:
  - 1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any later Federal tax laws; or
  - 2) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Service Code, or corresponding provisions of any later Federal tax laws.
- c) If and so long as the Corporation is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws:
  - 1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 494(2) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
  - 2) The Corporation shall not engage in any act of self-dealing as defined in Section 494a (d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
  - 3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later Federal Tax laws.
  - 4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 494(4) of the Internal Revenue Code or corresponding provisions of any later Federal Tax law. *Revised May 2018*
  - 5) The Corporation shall not make any taxable expenditures, as defined in. Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later Federal Tax laws.

## ARTICLE X – EMPLOYEES

### 10.1 GENERAL

The Board of Trustees shall have the right to select and/or hire the employee(s), and/or contract workers as it deems necessary.

- a) No paid employee(s) or contract worker may be a voting member of the Board of Trustees or any committee thereof.
- b) Any employee(s) or contract worker may report to the Board of Trustees or committee at all regular meetings as required.
- c) Such employee(s) or contract workers shall be under the supervision of the Board of Trustees and/or the committee chairman to which such employee/contract worker is rendering service.
- d) The ISO Central Office Manager, and any assistants, must be a COSA member with at least twelve

(12) months in the program, unless no COSA applies or is qualified to fill the position, in which case a non-COSA member can be hired temporarily while the search for a qualified COSA continues *Moved from Section 5.1 in May 2010. Provisional 2010 and Revised May 2011.*

e) Any entity such as an attorney, a consulting firm to temporarily fulfill the function of an attorney, CPA, etc. does not have to be a COSA member. *Moved from Section 5.1 in May 2010.*

#### 10.2 SALARY / COMPENSATION

Salaries/compensations shall be determined by the Board of Trustees with the advice of a personnel committee, if such has been established. The responsibilities of the personnel committee shall include, but not be limited to, performance reviews, determination of salaries/compensations and benefit schedules, and recommendations with respect to changes in salary/compensation. A recommendation of the personnel committee shall not be implemented until its review and adoption of the Board of Trustees at its next regular meeting or any special meeting called for such purpose. *Revised May 2018*

*The business meetings of the International Service Organization of COSA will be run by the attached agreed upon Special Rules for Meetings adopted from Roberta's Rules of Order. See Section 5 for a copy of Roberta's*

*Rules. For situations that warrant more formal parliamentary procedure, we will use Robert's Rules of Order (Newly revised, 10th ed.), Perseus, 2000. Piloted 2004 and Adopted May 2005*

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Updated May 2018

No Changes in May 2019

No Changes in May 2020