

THE PUPPETEERS OF AMERICA, INC
CODE OF REGULATIONS 2014

ARTICLE I - NAME AND PURPOSE

SECTION 1.

This organization shall be known as The Puppeteers of America, Inc., a non-profit organization first incorporated on September 23, 1961 in the State of Ohio, The County of Pickway, the City of Ashville, #304-046.

ARTICLE II - LOCATION

SECTION 1.

Registered Office(s). The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with the Ohio Nonprofit Corporation Act, Chapter 1702 of the Ohio Revised Code, and as amended from time to time. As of the date these Bylaws were adopted, the registered address of Corporation in Ohio was c/o James Rose, 107 Marshall St., Yellow Springs, and OH 45387. As of the date these Bylaws were adopted, the registered address of Corporation in Minnesota was c/o Wayne Krefting and/or Paul Robinson, Sabathani Community Center, 310 E. 38th St., Suite 127, Minneapolis, MN 55409. The corporate records shall be stored at Corporation's registered offices.

SECTION 2.

Mailing Address

Corporation's mailing address is Sabathani Community Center, 310 E. 38th St., Suite 127, Minneapolis, MN 55409.

SECTION 3.

Other Offices

Corporation may maintain other offices and places of business, within or outside the State of Ohio, as the Board may from time to time designate or the business of the Corporation may require.

ARTICLE III – PURPOSE

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Puppeteers of America, Inc. is educational: To instruct the public and raise awareness about puppetry as a means of communication, an extension of human expression, and as a performing art. This includes teaching the community about the importance of puppetry as well as enhancing the proficiency of the Art of Puppetry, both professional and amateur, by publications, educational materials, workshops, forums, conventions, festivals, panels, lectures, advisory services, and all other means and methods.

(NOTE: Amended Articles of Incorporation became effective January 15, 1973 and Puppeteers of America, Inc. became organized and operated for 501 (c) (3) purposes.)

ARTICLE IV – REGIONS

SECTION 1.

Regions

Corporation shall have an internal structure whereby it shall have various chapters known as the regional groups (hereinafter “regional groups”). The regional groups are not separate legal entities, but rather are programs of Corporation and share Corporation’s EIN and tax-exempt status. Corporation includes, but is not limited to, the following regional Groups:

- A. Pacific Northwest: Montana, Idaho, Washington, Oregon, Alaska, British Columbia, and Alberta
- B. Pacific Southwest: California, Utah, Wyoming, Arizona, Nevada, Guam, and Hawaii
- C. Great Plains: Minnesota, Missouri, North Dakota, South Dakota, Nebraska, Colorado, Iowa, Kansas, and Saskatchewan-Manitoba
- D. Southwest: Louisiana, Oklahoma, New Mexico, Arkansas, and Texas
- E. Great Lakes: Wisconsin, Indiana, Illinois, West Virginia, Michigan, Ohio, Western Ontario, Western Pennsylvania, Kentucky
- F. South East: Alabama, North Carolina, South Carolina, Florida, Tennessee, Georgia, Mississippi
- G. Mid-Atlantic: Delaware, New Jersey, Washington D.C., Maryland, Eastern Pennsylvania, New York City, Long Island, Virginia
- H. Northeast: Eastern Canada, Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Up State New York, Vermont

Corporation has the authority to establish new or change present regional groups upon the affirmative vote by a majority of the Board of Directors.

SECTION 2.

Regional Group Requirements

- A. Each regional group shall have at least one (1) elected coordinator as a leader by the members of the Region for a term of three years and can be re-elected for another term. Regions are encouraged to have a collaborative leadership team of at least three (3) natural persons, as approved by the Board of Directors. This leadership team shall meet as often as necessary to carry out the business of the regional group.
- B. All regional group funds held, and expenditures incurred, must occur through a bank account controlled by Corporation. To that end:

1. No cash withdrawals by regional groups are permitted without prior authorization from Corporation.
 2. Duly authorized regional group leaders can authorize expenditures from existing Regional group bank accounts for legitimate business purposes. Transactions over \$2,000.00 require Corporation approval. Duly authorized representatives from Corporation may withdraw funds from existing regional group bank accounts at any time for any amount.
 3. Regional groups do not have authority to open new accounts without prior written authorization of Corporation. Regional groups have no authority to bind Corporation, enter into any agreement on behalf of Corporation, and/or incur any obligations on behalf of Corporation without Corporation's prior written consent. This includes:
 - a. Opening deposit accounts;
 - b. Borrowing money and/or signing, executing and delivering promissory notes or other evidences of indebtedness;
 - c. Entering into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box;
 - d. Engaging in transactions involving commercial paper, real property, personal/tangible property, or intangible property.
- C. Each Regional group shall provide Corporation with an accurate accounting of its deposits and expenses, meeting minutes, and other documents and papers upon Corporation's reasonable request.
- D. Each Regional group shall abide by Corporation's Amended Articles of Incorporation, Amended Bylaws, Code of Ethics, all other relevant rules, policies & procedures, and state/federal laws.

ARTICLE V - MEMBERSHIP AND DUES

SECTION 1.

Types of Membership

The Board shall have the authority to establish and define multiple categories of membership, if desired.

SECTION 2.

Voting Membership

A. Eligibility for Membership

Application for voting membership shall be open to any individual, group, association, partnership, firm, corporation, or other person, natural or unnatural, who supports the mission and purpose of the organization and pays the annual dues/fees/assessments as set from time to time by the Board of Directors. Membership may be granted after completion and receipt of a membership application and annual dues/fees/assessments.

B. Classes of Membership

The Board of Directors has the authority to establish and define classes of membership, and these classes may be changed from time to time. Corporation shall have the following nine (9) classes of membership:

SECTION 3.

There shall be six classes of REGULAR membership, to wit: Adult (Class A). Couple (Class C), Senior (Class S), University (Class U), Family (Class F), and Company/Business (Class B), and four classes of SPECIAL Membership, to wit: Youth (Class Y), Life Member (Class L), Library Subscription (Class LS), and Charter Member (Class M).

SECTION 4.

All REGULAR members in good standing shall receive all official publications of the Corporation, shall have the right to vote and voice on the floor, and right to seek and hold office, the right to serve on committee, and shall enjoy all current and future rights and privileges of the Corporation. The rights and privileges of REGULAR members shall be extended, also, to those SPECIAL members who are Life Members (Class L), or Charter Members (Class M).

SECTION 5.

Definitions of the classes of REGULAR membership are as follows:

- Class A membership is open to adults working with, or interested in, any form of puppetry.
- Class C membership is open to two members living at the same address who meet the requirements of Class A membership. Class C members receive two (2) votes and one (1) copy of Corporation publications.
- Class S membership is a reduced rate membership available to persons aged 65 or older who meet the requirements of class A membership.
- Class U is available to full time college students, who present proof of valid, fulltime student identification.
- Class F membership is open to up to two adult members living at the same address who meet the requirements of Class A membership, and all children living at the same address. Class F membership allows 2 adults (age 18 and over and living at the same address) two (2) votes and one (1) copy of the Corporation publications.
- Class B is open to Company/Business Groups and shall receive the benefits of Class A members.

SECTION 6.

Definitions of the classes of Special memberships are as follows:

- Class Y membership shall be extended to anyone who has not reached the age of eighteen (18) years at the time of the initial membership or renewal of membership. Once that person has reached the age of eighteen, that person shall, at the next renewal of membership, transfer to Class A membership, or other class of membership where appropriate. Class Y members are not entitled to vote or hold office, but they may serve on special committees and receive all publications.
- Class L membership is a special category whose members are designated by the Board of Directors as having given unusual or longtime service to the field of puppetry and/or The Puppeteers of America and who are, thereby entitled to special and distinct membership in the organization. Class L members are entitled to enjoy the same privileges as Class A members.
- Class LS membership entitles the member to receive a copy of Corporation publications. Class LS members are not entitled to voice or vote in the proceedings of the organization nor they seek or hold office.

SECTION 7.

The annual dues of each class of membership shall be determined by the Board of Directors and shall be reviewed by the board at its annual meeting.

The Board of Directors shall publish the costs of the membership dues, fees, and/or assessments on an annual basis to all members and prospective members. "Good standing" and continued voting membership is contingent upon being current on payment of dues, fees, and/or assessments. Failure to pay a fee or assessment shall subject members to removal unless special arrangements are made with the Board.

The Board has the authority to waive fees and/or assessments for persons in demonstrable financial distress. In the event of such a determination of hardship, the Board may require the member to participate in additional fundraising/volunteer activities.

ARTICLE VI - RIGHTS OF MEMBERS

SECTION 1.

Members must vote in person, U.S. mail, or e-mail when authorized by Board action. Voting by proxy is NOT permitted. Additional benefits of membership shall include: recognition in Corporation publications, receipt of Corporation publications, participation in group liability insurance, members-only announcements and events, the ability to seek and hold office, and other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Corporation.

SECTION 2.

Membership Duration

Once registered as a Corporation Member, Membership shall continue (so long as he/she is in "good standing") from January 1 of one year until December 31 of the same year, or as determined by resolution of the Board.

Membership in Corporation shall not be assigned nor transferred in any manner.

SECTION 3.

Resignation and Suspension, Termination and Sanctions

All rights, privileges, and benefits of voting membership shall cease for a member upon any of the following:

1. Voluntary resignation by the member with the Corporation;
2. Death of the member;
3. Expiration of the membership duration;
4. Failure of the member to pay membership dues, fees, and/or assessments in a timely manner without excuse from the Board;
5. Termination, suspension and/or sanctions may be imposed upon a member for "good cause shown" by:
 - i. A majority vote of the Board of Directors confirmed by a majority vote of eligible voting members;
 - ii. A two-thirds vote of the Board of Directors; or
 - iii. A two-thirds vote of the voting membership. "Good cause shown" may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Corporation and its mission. This could include violation of Corporation's Articles, Bylaws, Code of Conduct, Policies & Procedures, other rules, state/federal laws, misappropriation of Corporation assets, or actions/omissions in contravention to the mission and values of Corporation.

6. Dissolution of the Corporation.

SECTION 4.

Reinstatement of Membership

Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation's purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Membership Committee, which shall forward the appropriate positive or negative recommendation to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the voting membership in "good standing" at a membership meeting.

SECTION 5.

Non-voting Membership. The Board of Directors shall have the authority to establish and define non-voting membership. Non-voting members shall receive all member benefits and are welcome to attend Corporation meetings but shall have no voting rights.

ARTICLE VII - OFFICERS AND DUTIES

SECTION 1.

There shall be at least nine (9) but no more than fifteen (15) Directors of the Corporation to serve a term of three (3) years each, or until a successor has been elected and qualified. Directors shall manage the affairs of the Corporation except as otherwise provided by law, The Articles of Incorporation, or other provisions made herein. Three (3) Directors at Large shall be elected prior to each Annual Meeting of the General Membership (through mail-in or e-mail ballot.)

Candidates for said Director position shall have been regular members in good standing for two (2) years prior to their nomination and shall serve no more than two (2) consecutive terms of The Puppeteers of America three (3) years each. Directors who have completed two full terms may be eligible for reelection after one full year has elapsed from the time of their last term until the beginning of the new term. The Director shall sit as the executive board of the Corporation and shall be known as the Board of Directors. They shall have the rights, privileges, obligations and duties that by custom or law are accorded persons in such position.

SECTION 2.

The Corporation shall also have two classes of officers: the elected officers and appointed officers.

The elected officers shall include a president, vice president, secretary and treasurer. The appointed officers shall include an Executive Director, Editor of THE PUPPETRY JOURNAL, the National Festival Director, Secretary of the Endowment Fund, and other such officers as from time to time may be deemed necessary to carry out the purposes and to fulfill the services of the Corporation.

SECTION 3.

The newly elected board members take office at the first face-to-face meeting of the Board of Directors, and shall elect from its members the president, the vice-president the secretary and the treasurer. The elected officers shall serve for a term of one (1) year and shall be eligible for reelection provided that their term of office as a Director has not expired. No person may serve more than three (3) consecutive years in the same office.

SECTION 4.

The Board will appoint from the general membership, as the need arises the editor of the Corporation publications, national festival director and other such officers as from time to time may be deemed necessary to carry out the purposes and to fulfill the services of the Corporation.

The appointed officers shall serve for a term of three (3) years, or until a successor has been qualified and appointed. The appointed officers are eligible for re-appointment.

SECTION 5.

The duties of the officers include but are not limited to the following prescribed activities. Duties of the officers may be changed, modified and expanded by and at the direction of the Board of Directors.

The PRESIDENT of the Corporation shall be the chief executive officer. The President shall direct the affairs of the Corporation; shall preside at all meetings; shall receive all reports in advance of each meeting, and shall report to the general membership at the annual meeting. The President may create special standing committees as the need arises and shall be ex-officio to all committees except the Nominating committee. The President shall see that orders, directives and /or resolutions of the Board of Directors are implemented.

The VICE PRESIDENT shall, in the absence of the President, perform the duties and exercise the powers of the President. IN addition, the Vice President shall perform other such duties as may be assigned to the office by the Board of Directors.

The SECRETARY shall perform all the usual duties of Secretary of the Corporation, which shall include keeping the official seal and co-signing all official documents, keeping the proceedings of the Corporation and of the Board of Directors in a permanent record, duplicating and distributing copies of minutes and other official documentation the officers and Directors and the membership as from time to time may be deemed necessary by the Board of Directors. The Secretary shall receive, and preserve and file all documents and papers relating to the business of the Corporation and shall keep a register of officers and members.

The TREASURER shall perform the usual duties of Treasurer and Business Manager of the Corporation subject to the directives of the Board of Directors, and along with the Executive Director shall be responsible for the administration of the approved budget; the preparation of the Annual Financial Report, and the counseling of all officers and committees in matters involving business transactions for the Corporation.

The TREASURER shall make a report at each board meeting. The treasurer assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The TREASURER approves the hiring of the bookkeeper and shall have access to all bank statements. At the end of each fiscal year submits in writing a detailed report listing all monies received and disbursed and the balance of all accounts of the Corporation. This report shall be published for the information of the membership in an official publication of the Corporation.

The EDITOR (S) of THE PUPPETRY JOURNAL, the Corporation official publication, shall select an editorial board and production staff. Together, they shall provide THE PUPPETRY JOURNAL and all other official publications of the Corporation and protect the same by United States Copyright. The Editor(s) shall protect the Corporation the exclusive use of the name, logo, devise and identity of The Puppeteers of America. Inc.

The NATIONAL FESTIVAL DIRECTOR, upon the authorization of the Board of Directors, shall be charged with the planning of the Festival program and with securing rooms for meetings, exhibitions, and performances thereat. The Director shall keep the President informed throughout the year of plans for the National Festival; The National Festival Director shall submit to the President for official publication a detailed report of all Festival finances, communications and contracts.

The ENDOWMENT FUND SECRETARY is the non-voting chair of the committee and supervises all disbursement of the funds in the form of grants to individual or groups for the purpose of advancing the Art of Puppetry. To keep the continuity of the Endowment, Secretary can be re-appointed. The Committee of three regular members is appointed by Board of Directors for one three year term. The Corporation and its Board of Directors are not eligible to receive a grant. All monies donated to the Puppeteers of America Endowment Fund are administered by the Treasurer of P of A in a separate interest-bearing account. When the amount of interest in one (1) year is too low to allow grants to be awarded, the Endowment Fund Committee may vote to roll-over. The interest earned in one year and added to the interest the following year. Grants MUST be awarded the year following the roll-over. The principal shall not be used.

SECTION 6.

In the event that vacancies should occur in any office or on any committee, the President shall appoint, subject to the approval of the Board of Directors, pro temp members to complete the terms of office. An appointed Director serves until the next election and shall be eligible for reelection provided that he/she qualifies as a Director and shall be eligible to serve two full terms.

The President, with the approval of the Board of Directors, may replace appointed committee members who are not fulfilling their responsibilities.

SECTION 7.

Compensation

Officers of Corporation may, but need not, receive reasonable compensation for their services, time, and efforts. The amount and frequency of payments shall be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. In addition, Officers may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

SECTION 8.

Nothing contained herein shall preclude or otherwise limit any members of the Board of Directors from being employed by this Corporation as a salaried employee. Or from furnishing services or products to the Corporation provided that before such member may be employed by the Corporation or engaged to furnish such service or products, such employment or engagement shall be approved by regular action of the Board of Directors.

ARTICLE VII - COMMITTEES

SECTION 1.

The corporation may have such standing committees and ad hoc committees as may be determined from time to time by the Board of Directors to be necessary to the operation of the

Corporation. Vacancies on committees shall be filled in accordance with Article III, Section 6.

SECTION 2.

The Budget and Finance Committee shall be a standing committee consisting of the President, the Treasurer, one Director and two (2) Regular members. One of these committee members shall have been a Festival Chairperson prior to service on the committee. For continuity, one of the Regular members can serve as the Chair and be re-appointed by the President with approval of the Board.

SECTION 3.

The Nominating Committee shall consist of four (4) Regular members in good standing, none of whom are incumbents of the Board of Directors. Members shall be appointed by the Board of Directors for a two (2) year term, with two (2) new members appointed each year.

ARTICLE VIII - ELECTIONS

SECTION 1.

Annually, candidates for the Board of Directors are recruited by a Nominating Committee, acting on recommendations from many sources including the membership-at-large. After assessing the qualification of suggested candidates the Nominating Committee will compose a slate of candidates to appear on the ballot. Any Puppeteers of America member not accepted by the Nominating Committee, yet meeting the basic qualifications, may acquire the right to appear on the ballot by submitting to the Nominations chair a petition signed by (25) twenty-five regular members in good standing.

SECTION 2.

The Nominating Committee shall submit a slate of candidates for the office of member of the Board of the Board of Directors for official publication three months in advance of the date of the election. The slate of candidates submitted by the Committee shall not be subject to revision or approval by the Board of Directors unless the Committee has prepared the slate in violation of these regulations or the Puppeteers of America Procedures Manual.

SECTION 3.

At the time prescribed by the Board of Directors, a ballot will be sent to all Regular members in good standing. The ballot shall list the names of all nominees for office, and if applicable, a separate ballot for proposed amendments to this Code of Regulations. Members shall submit their ballots as indicated in the Procedures. No write-in candidates will be honored.

SECTION 4.

The validation and counting of the ballots is the responsibility of the Head Teller. The Head Teller will be an impartial person appointed by the Board. Prior to counting the ballots, the Head Teller shall certify the validity of each ballot according to the Puppeteers of America Procedures Manual. Only ballots from qualified members in good standing shall be validated, and members cast only one ballot. All votes certified shall be counted in accordance with the Puppeteers of America Procedures Manual. The candidate receiving the greatest number of votes shall be deemed elected.

The Candidates for the Board and the President of the Corporation shall be notified of the results of the election as soon as possible after the results are verified.

SECTION 5.

The membership may invalidate an election with a petition to the President signed by 66% of the membership in good standing at the time of the election.

ARTICLE IX — EXECUTIVE DIRECTOR AND STAFF

SECTION 1.

The Board of Directors may select and employ an Executive Director. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies, administer the work delegated to the staff; hire and release staff members; coordinate with the Treasurer in paying bills and creating deposits; and have such other powers to perform duties as may be assigned by the Board of Directors.

The Executive Director will attend all board meetings; report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

SECTION 2.

The Executive Director submits the expected budget for the office to the Budget and Finance Committee. The final budget approval comes from the Board of Directors.

SECTION 3.

Other Staff

The Executive Director may hire and discharge other employed staff as may be reasonable and necessary to support the organization. The employed staff shall report directly to and be accountable to the Executive Director or his or her designee.

SECTION 4.

Compensation

Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

SECTION 5.

Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

ARTICLE X - MEETINGS AND CONDUCT OF BUSINESS

SECTION 1.

Meeting(s) of the General Membership shall be held at the Annual Meeting at a site announced at least three (3) months prior to the opening of the meeting. The Annual Meeting shall take place in the third quarter of the year, the specific date, time, and location of which shall be designated by the President of the Board.

SECTION 2.

Meetings of the Board of Directors shall be held at the office of Corporation or at such other place as may be designated by the President and announced in a notice to board members. The Annual Meeting of the Board of Directors shall be held at the site of the Annual Meeting of the General Membership.

SECTION 3.

Special meetings of the Board of Directors shall be held at the behest of the President or upon petition of one third (1/3) of the Directors. Notice of at least fourteen (14) days must be given before such meeting and an agenda of the proposed meeting must be sent to all Directors. If business to be transacted required the work of all Directors, the President shall contact all absent members by mail e-mail or conference telephone call to allow each board member voice and vote on the matter as if the absent member were attending the meeting in person. Minutes of the special meeting shall reflect a roll call of votes taken. Any vote or action taken at such a meeting is subject to ratification at the next regular meeting of the full board.

SECTION 4.

A board meeting may take place via conference call or electronic video screen communication, provided that all directors participating can hear one another. A meeting may also take place via other electronic transmission if (a) each director participating can communicate with all other directors participating concurrently, and (b) each director is provided the means of participating in all matters before the board.

SECTION 5.

Seven (7) or more members of the Board of Directors shall constitute a quorum for the transaction of any business of the Corporation. Except as otherwise provided for herein or by law, the act of the majority of members of the Board of Directors at a meeting in which a quorum is present shall be the act of the Board of Directors and of this Corporation

SECTION 6.

The conduct of business shall be governed by the current edition of ROBERTS RULES OF ORDER

ARTICLE XI - DISSOLUTION

SECTION 1.

In the event of dissolution of the Puppeteers of America, Inc., the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

ARTICLE XII - CONFLICT OF INTEREST

SECTION 1.

The Board of Directors shall from time to time by resolution adopt policies and procedures regarding potential dual, conflicting or incompatible interests of Directors, officers and executive and administrative employees (or contract personnel) and members of the immediate families of such Directors, officers, employees and contract personnel. The policies and procedures shall include, but shall not be limited to, a procedure for reporting interests of such Directors, officers,

employees and contract personnel annually and every time there is a decision under consideration in which such a person may have an interest.

ARTICLE XIII - AMENDMENTS

SECTION 1.

Amending the Articles of Incorporation and Bylaws

Alterations or amendments to this Code of Regulations shall be presented in writing to the Board of Directors. Any such request must be signed by ten (10) Regular members in good standing or by the majority of the Board of Directors, and be presented for publication of prior notice in accordance with Article VIII, Section 2 and 3.

alternate version

SECTION 1.

Amending the Articles of Incorporation and Bylaws

The Board of Directors shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 1702.38 of the Ohio Revised Code, amendments to the Articles and Bylaws must be presented in writing to the Board of Directors. Any such request must be signed by ten (10) Regular members in good standing or by the majority of the Board of Directors and be approved by the affirmative vote of a simple majority of the voting membership at a properly called election as well as by the affirmative vote of a two-thirds majority of all Directors at a properly called meeting of the Board of Directors. The amendment must be circulated to the voting membership at least thirty (30) days prior to the election.

SECTION 2.

Final action on proposed amendments or alterations shall be taken following publication of said change through mail or electronic mail. Voting shall proceed in accordance with Article VIII, Section 3 and 4.

SECTION 3.

Any issue arising from or interpretation of this Code of Regulations which shall be in dispute may be resolved by a special committee appointed by the President in accordance with Article VII, Section 1. The committee shall consist of five members of the membership and shall exist to resolve the issue in dispute. It's ruling shall become binding on the membership subject only to the UNANIMOUS decision of the Board of Directors.

The committee shall be terminated once it has reached its decision on the issue.

SECTION 4.

Once an issue has been decided by the special committee to resolve the issue and has been heard by the Board of Directors and a vote has been taken, said issue cannot again be raised except as an amendment to the code of Regulations submitted in accordance with Article XIII, Section 1.

ARTICLE XIV - INDEMNIFICATION AND SAVING CLAUSE

SECTION 1.

The Puppeteers of America, Inc., shall, to the fullest extent authorized by the Section 1702.20 of the Ohio Revised Code, indemnify each Director and officer of the Puppeteers of America against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Puppeteers of America.

In the event that a court of law, governmental ruling or decision of special committee provided for under Article XIII, Section 3 shall declare an Article or Section of this Code of Regulations null and void, such determination or ruling shall not invalidate any other article or section of this Code of Regulations.

Amended by the vote of the Board of Directors, August 24, 2014, Detroit, MI
Amended by Membership Vote.