

PROPOSED SECTION	CURRENT SECTION	EXPLANATION
Art. I	Art. I	Establishes name, location, and registered agent. We have retained a professional registered agent.
Art. II	Art. II	This purpose has been slightly modified from the current bylaws to capture more fully the stated purposed of TCIA.
Art. III, Sec. 1	Art. V, Sec. 1	This section differs from current bylaws by noting that membership applications are processed by staff based on criteria established by the Board.
Art. III, Sec. 2	Art. V, Sec. 2	Adds the term “Representative,” as defined in Art. XII, which is more precise than the prior bylaws that referred to individuals that were employed by or actively managing the entity.
Art. III, Sec. 4	Artt. V, Sec. 4	Replaces the term “Associate Membership” with “Corporate Membership,” which is what this category of membership is called outside the bylaws.
Art. III, Sec. 6	Art. V, Sec. 6	Removes requirement that Honorary Membership be approved at the Annual Meeting.
Art. III, Sec. 8	Art. VI	Revised language provides greater flexibility to establish policies relative to dues, i.e., moving to a single dues year instead of renewal on anniversary.
Art. III, Sec. 9	Art. V, Sec. 8	While similar to the process outlined in the current bylaws, this draft is far more specific. It is important for their to be as little ambiguity in this process as possible from a risk mitigation standpoint.
Art. III, Sec. 9.2	Art. V, Sec. 8.1	This subsection has similar categories as the current bylaws, but provides more specificity about the procedures.

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Art. III, Sec. 9.3	New	Clarifies than it does not require Board action to terminate a member for non-payment of dues.
Art. III, Sec. 10	Art. VIII	An annual meeting of the members is an important function of the Association. This revised section more clearly defines the necessity of and process for such a meeting.
Art. III, Sec. 10.2	Art. VIII, Sec. 1	Clarifies that voting for At-Large Directors occurs before the Annual Meeting.
Art. III, Sec. 10.3	Art. VIII, Sec. 2	Increases the number of members required to call a special meeting from 5% to 10%.
Art. III, Sec. 10.4	New	Now specifies how notice may be given, where current bylaws are silent.
Art. III, Sec. 10.7	Art. VIII, Sec. 4	Replaces current requirement of 5% of the voting members needed for quorum to the lesser standard required by Ohio law.
Art. III, Sec. 10.8	New	Stipulates that At-Large Directors are elected by a plurality of votes cast.
Art. III, Sec. 10.9	New	New section allowing members to designate a proxies.
Art. IV, Sec. 1.1	Art. III, Sec. 1	<p>Changes the composition of the At-Large Directors to be 5 Active Members and up to 2 Corporate Members. The draft published for public comment differed in that it established that there were required to be 2 corporate members.</p> <p>Also codifies the Immediate Past Chair as a non-voting member of the Board and clarifies that if a Board member leaves the employment of the member company that designated them for election, that seat becomes vacant.</p>
Art. IV, Sec. 2.1	New	Creates staggered terms of office. Under the current bylaws there is no consistency as to how many at-large seats are up for election in any given year.

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Art. IV, Sec. 2.2-2.5	Art. III, Sec. 1.1-1.3	Slight modifications to reflect how TCIA currently operates.
Art. IV, Sec. 2.6	New	Defines role of Immediate Past Chair
Art. IV, Sec. 2.7	Art. III, Sec. 1.4	Slight modifications to reflect how TCIA currently operates.
Art. IV, Sec. 2.8	Art. III, Sec. 5.2, 5.3	Clearly restates what is defined in current bylaws.
Art. IV, Sec. 2.9	Art. III, Sec. 4	Removes the word “consecutively,” meaning and individual could not serve more than two terms as an At-Large Director in total.
Art. IV, Sec. 3	Art. III, Sec. 5.1	Current bylaws stipulate that the Board may select a replacement to serve until the next regular election which contributes to there being an inconsistent number of at-large seats up for election each year. This new language prevents that from happening.
Art. IV, Sec. 4	New	Stipulates how a director may resign.
Art. IV, Sec. 5	Art. VIII, Sec. 3	More clearly defines the policies and requirements for Board meetings, ensuring compliance with Ohio law and helping to mitigate risk
Art. IV, Sec. 5.4	Art. VIII, Sec. 3	Clarifies that notice of meetings need only be given to Board members; current bylaws mandate that all members be notified and be given the opportunity to attend.
Art. V, Sec. 1.1	Art. IV, Sec. 1.1	Adds an additional Board member to serve on the Committee.
Art. V, Sec. 1.2(a)	Art. IV, Sec. 1.2	Expands the Nominating Committee from three to five members by adding to Active Members and one Corporate Member. Clarifies that the Board will select the at-large members of the Committee.

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Art. V, Sec. 1.2(b)	Art. IV, Sec. 1.2	Mirrors existing bylaws which require the Board to only put one candidates per vacancy before the membership for election. This draft does, however, create the opportunity of write-in candidates. See Art. V, Sec. 1.2(d).
Art. IV, Sec. 1.2(d)	New	Allows write-in candidates for At-Large Director.
Art. IV, Sec. 2	Art. IV	More clearly defines the policies and requirements for Board committees, ensuring compliance with Ohio law and helping to mitigate risk.
Art. VI, Sec. 1	Art. III. Sec. 1	More clearly defines the policies and requirements for officers, ensuring compliance with Ohio law and helping to mitigate risk.
Art. VII, Sec. 1	Art. III, Sec. 7	While the current bylaws include indemnification, this section is expanded to provide how and when such indemnification should occur.
Art. VII	New	More clearly defines the general policies and requirements of TCIA, ensuring compliance with Ohio law and helping to mitigate risk.
Art. IX	Art. X	Significantly simplifies the process for amending or replacing these bylaws.
Art. X	New	TCIA has a Conflict of Interest policy in place, and that should be referenced in the bylaws.
Art. XI	New	This section makes clear that the Board has the authority to adopt other policies and procedures that do not conflict with TCIA's other governing documents.
Art. XII	New	Defines key terms contained within these bylaws.