

**[Name of Nonprofit]  
BYLAWS (or Code of Regulations)  
Adopted [Date]**

**ARTICLE I – NAME**

The name of the organization is [Name of Organization.] [Name of Organization] is a not-for-profit corporation organized pursuant to Chapter 1702 of the Ohio Revised Code and is a charitable organization within the meaning of Section 501(c)3 of the Internal Revenue Code.

**ARTICLE II – MISSION**

The purpose of [Name of Organization] is to [state mission.]

**ARTICLE III – AUTHORITY**

**Section 1 – Board of Directors’ Authority** – The governance of [Name of Organization] is and shall be entrusted to the Board of Directors. The Board of Directors shall define the policies and monitor their implementation. In addition to the power and authority expressly conferred upon it by these By-Laws, the Board shall take all such actions as necessary for nonprofit organizations under applicable laws; but subject, nevertheless, to the laws of the State of Ohio, and the provisions of the Articles of Incorporation of [Name of Organization.]

**Section 2 – Fiscal Year** – The fiscal year of [Name of Organization] shall commence on January 1 and terminate the following December 31 of every calendar year.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 1 – Number of Directors** – The Board of Directors shall consist of not less than eleven (11) or more than fifteen (15) Directors. New Directors shall be proposed by the Governance Committee and shall be voted upon by the Board of Directors.

**Section 2 – Election of Directors** – The Governance Committee shall prepare a slate of nominees for Directors to be submitted to the Board of Directors at least seven (7) days prior to the March board meeting. Members of the Board of Directors may submit additional nominations to the slate at any time prior to the election. If no positions on the slate are contested, the slate can be approved via a voice vote from a majority of the quorum. A ballot shall be provided for the election at the request of any Board Member or if positions on the slate are contested. If positions on the slate are contested, the candidate(s) receiving the most votes will be deemed elected.

**Section 3 – Orientation** – It shall be the responsibility of the Governance Committee to schedule and conduct an orientation session with for all newly elected Directors within ninety (90) days following their election.

**Section 4 – Terms and Limitations** – Directors shall be elected to serve for a term of three (3) years. No person shall serve for more than two (2) consecutive full three (3) year terms. Directors elected to fill unexpired terms may serve two full terms after. Directors may be elected again after sitting out for one year.

**Section 5 – Termination** – A Director may be terminated for any valid reason by a two-thirds (2/3) vote of the Board of Directors at the next meeting following a motion for termination. Any member absent from three meetings in succession or four meetings in any twelve-monthly period is automatically terminated and shall be so notified by the Governance Committee. If such a member requests reinstatement within two months, the board may reinstate the seat at their discretion.

**Section 6 – Ex Officio Board Members** – The board of directors shall include the following as ex-officio members:

- 1) [Here an organization can name people in specific offices, or who occupy roles with allied organizations or stakeholders.]

**Section 7 – Conflict of Interest** Board members shall annually sign and be bound by the Conflict of Interest Policy approved by the board.

**Section 8 – Non-Discrimination** – The Board of Directors shall establish and enforce a policy of non-discrimination for all services provided and for all employment practices. [Name of Organization] will comply with all laws and regulations ensuring that service recipients, volunteers and employees will not be discriminated against because of race, color, ancestry, ethnic group, age, sex, religion, national origin, handicap or disability, sexual orientation, marital status, or veteran status.

**Section 9 – Public Officials** –No more than two (2) State or local government officials may be elected to the Board of Directors or be Directors at the same time.

**Section 10 – Director Vacancies** – The Governance Committee will make recommendations to fill vacancies, which may occur on the Board of Directors. Directors filling vacancies will be elected by a majority vote of a quorum of the Board of Directors present at any regularly scheduled meeting using the same process described in Article IV, Section 2. The newly-elected Director's term shall only be for the remainder of the unexpired term created by the vacancy.

## **ARTICLE V- OFFICERS**

**Section 1 – Positions and Terms** – The officers of [Name of Organization] shall be a President, a Vice President, a Treasurer and a Secretary. Officer candidates must be a current Director in order to hold office. Except for President/Treasurer any two office may be combined at the discretion of the Board of Directors, and some of their duties may be delegated to staff at the Board's discretion. All officers shall be elected to serve for a two (2) year term beginning at the January board meeting of even numbered years and ending at the same meeting two years later. No person shall serve more than four (4) consecutive years in any one office.

**Section 2 – Duties of Officers –**

- A. President - The President shall preside over all meetings of the Board of Directors. The President shall perform all acts incidental to the Office of the President, and shall have additional powers and duties as may be assigned by the Board of Directors. The President shall be an ex-officio member of all the standing committees.
  
- B. Vice President – The Vice President shall Chair the Board Governance Committee of [Name of Organization] and is responsible for ensuring the integrity of the Board's process. The Vice President, in the absence of the President, shall have all the powers of the President. The Vice President shall perform other such duties as from time to time may be assigned to the Vice President by the Board of Directors.
  
- C. Secretary – The Secretary shall attend and keep minutes of all meetings of the Board of Directors of [Name of Organization] and is responsible for the integrity of Board documents. From time to time the Secretary may conduct official correspondence on behalf of the Board and shall perform such other duties as may be assigned by the Board of Directors.
  
- D. Treasurer – The Treasurer shall sign checks and other financial instruments and is responsible for the integrity of financial records. The Treasurer shall chair the Finance Committee, prepare monthly financial reports for board review, and annually propose a budget based on estimated revenues and expenditures.

**Section 3 – Election of Officers** – The Governance Committee shall prepare a slate of nominees for officers to be submitted to the Board of Directors at least seven (7) days prior to the regularly-scheduled January meeting in even number years. Directors may submit additional nominees to the slate at any time prior to the meeting. The election process shall be the same procedure as described in Article IV, Section 2 of these By-Laws.

**Section 4 – Vacancies in Office** – In the case of vacancy in the office of the President, the Vice President shall succeed to the office for the unexpired term or until a new president is duly elected by the board. In case of a vacancy in the offices of Vice President, Treasurer, or Secretary, the vacancy shall be filled for the unexpired term by

the Board of Directors at a regularly-scheduled meeting using the same process described in Article V, Section 3.

## **ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1 – Meetings Required** – The Board of Directors of [Name of Organization] shall meet at least quarterly beginning in January at a time and place designated by the President.

**Section 2 – Regular Meetings** – The Chairman shall give not less than seven (7) days notice of each regular meeting. The purpose of the meeting shall be stated in the notice of said meeting. A quorum necessary to conduct business shall consist of a simple majority of the Board of Directors (half of the directors plus one).

**Section 3 – Special Meetings** – Special Meetings of the Directors shall be held on the call of the President or Vice President acting as President, or upon written request of not less than three (3) Directors. The President shall give not less than three (3) days notice of said Special Meeting and the purpose of the meeting shall be stated in the notice of said meeting. A quorum necessary to conduct business shall consist of a simple majority of the Board of Directors (half of the directors plus one).

**Section 4 – Voting Rights of the Board of Directors** – Except as otherwise provided in the Articles of Incorporation or these By-Laws, each Director, except an ex-officio director, shall be entitled to one vote on each matter properly submitted to the Board of Directors via notice of meeting or agenda.

**Section 5 – Electronic Voting** – A vote on any [Name of Organization] item may be initiated by the President or a designee between meetings, collecting votes by phone or electronic mail. The President will take reasonable precautions to ensure that the Board of Directors themselves cast the votes. There are no proxies for electronic votes, but neither is there a time limit. Instead, the President must continue gathering votes until no further voting could affect the outcome. Results of any electronic poll must be announced by the President or a designee to the whole Board of Directors (by email), and at the next meeting. All decisions made in this manner will be recorded in the minutes of the next regularly-scheduled meeting.

## **ARTICLE VII– COMMITTEES**

**Section 1 – Executive Committee** –

A. The Executive Committee of the Board of Directors shall consist of the President, the Vice President, Treasurer, Secretary and up to two (2) addition Directors appointed by the Board.

B. The function of the Executive Committee shall be to carry on the business of [Name of Organization] in the interim between meetings of the Board of Directors. The President or any two (2) other members of the Executive Committee may call a meeting of the Committee. The Committee's action shall be to review issues of board governance and make recommendations of policy options and agenda items for consideration of the full board.

**Section 2 – Standing Committees** – The Standing Committees shall study and make recommendations to the Board of Directors on all matters referred to them. Standing Committees act only with authority of the full board. The Standing Committees shall be:

Finance and Budget – Oversees the financial functions of [Name of Organization], presents monthly financial statements, and an annual budget with recommendations according to existing board policy.

Governance – Responsible for developing the Board of Directors through nomination, orientation, and ongoing education of board members; recommends governance policies and assures adherence to them; and undertakes other duties as outlined in these By-Laws and subsequent board policies.

**Section 3 – Appointments to Standing Committees** – The President of the Board of Directors shall annually in January and at other times as necessary appoint the chair and members of the Standing Committees.

**Section 4 – Additional Committees** – Additional committees may be created and appointed by Board of Directors as it deems necessary. Such committees shall have their full scope of authority designated in policy adopted by the Board.

## **ARTICLE VIII – FINANCE**

**Section 1 – Budget** – Prior to January 1 of each, a budget of estimated revenues and expenses for the coming year shall be approved and adopted by the Board of Directors.

**Section 2 – Audit** – The books of the accounts of [Name of Organization] shall be audited annually by an Internal Audit Committee consisting of at least one Board member and two others selected by the President. The three Board members selected cannot be authorized to sign checks or other monetary documents. A report of their findings shall be provided to the Board of Directors.

**Section 3 – Depositories and Official Signatures** – The Board of Directors shall approve the official depositories of [Name of Organization] and shall annually designate those persons who shall be authorized to sign checks and other monetary documents. Two (2) authorized signatures are necessary. Employees authorized to sign checks and

handle funds will be properly bonded or appropriate employee dishonesty insurance shall be obtained to protect the interests of [Name of Organization].

## **ARTICLE IX – INDEMNIFICATION AND INSURANCE**

In accordance with and subject to the provisions, limitations and restrictions set forth in Section 1702.12 of the Ohio Revised Code, the [Name of Organization] shall indemnify and agree to indemnify its Directors, officers, employees, agents and volunteers, (the “Indemnified Parties”), who were, are, or shall become, or are threatened to become a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by virtue of the indemnified parties serving in any capacities for and on behalf of the corporation. [Name of Organization] shall be further authorized to purchase and maintain insurance or other security for or on behalf of the Indemnified Parties for any of the indemnification obligations authorized by this Article.

## **ARTICLE X – AMENDMENT OF BY-LAWS**

**Section 1 – Voting Process** – These By-Laws or any part of them may be amended, repealed or added to by a two-third (2/3) majority vote of the Board of Directors at any regular meeting at which a simple majority of the membership of the Board of Directors is present (one-half of the directors plus one).

**Section 2 – Notification** – Notice of such intended action shall be stated in the notice of the meeting sent to all members of the Board of Directors not less than seven (7) days prior. Amendments shall be read at one meeting and acted on at the next regular meeting.

**These By-Laws adopted by the Board of Directors on [Date]**