

## **REVISED AND RESTATED REGULATIONS OF THE OHIO AIDS COALITION**

### **ARTICLE I. MISSION STATEMENT**

**SECTION 1. MISSION STATEMENT.** The Ohio AIDS Coalition is an organization designed to help network existing services, of community-based AIDS organizations and other concerned individuals and organizations to provide hope, healing and empowerment to all persons affected by HIV disease within and about the state of Ohio. The Coalition functions as a statewide network, carrying on activities that local groups are unable to perform and are best served on a statewide level, including but not limited to Healing Events, publications, leadership training, and advocacy. The Coalition shall consult with policy makers to prevent discrimination against persons with HIV disease and to obtain support for HIV disease education, research, and quality services.

### **ARTICLE II. OFFICES**

**SECTION 1. PRINCIPAL OFFICE.** The principal office of the Corporation shall be located in the city of Columbus, County of Franklin, State of Ohio, or at such other address approved by the Board of Directors.

**SECTION 2. OTHER OFFICES.** The Corporation may have such other offices, either within the County of Franklin, State of Ohio, as the Board of Directors may determine or as affairs of the Corporation may require from time to time.

### **ARTICLE III. BOARD OF DIRECTORS**

**SECTION 1. MEMBERS.** Membership in the Corporation shall consist of its Board of Directors as permitted by Ohio Revised Code Section 1702.14.

**SECTION 2. AUTHORITY.** The Board of Directors shall manage the affairs of the Corporation; shall formulate and enact policies and employ the Executive Director to operate the Corporation and implement Board policy.

**SECTION 3. NUMBER AND TERM.** The number of Directors shall be no greater than eleven (11). Directors shall be elected at each annual meeting of the Directors, from candidates submitted by the Membership Committee and shall hold office for two (2) years or until his or her re-election or a successor is elected, or until his or her earlier resignation or removal from office, or death. Directors should be elected so that approximately one-half of their number will assume office at each annual meeting.

**SECTION 4. ANNUAL MEETING.** An annual meeting of the Directors of the Corporation shall be held on such date and at such place as may be designated by the Board of Directors.

**SECTION 5. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall occur every other month, unless otherwise determined by the Board of Directors.

**SECTION 6. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President, the Vice President or any two (2) Directors. Meetings of the Directors may be held in person or by means of electronic or telephonic communication.

**SECTION 7. NOTICE.** Written notice of the time and place of each meeting of the Board of Directors, with the purpose or purposes included in any notice for special meetings, shall be given to each Director either by personal delivery, telephone, facsimile, electronic notification or U.S. mail at least seven (7) days prior to any meeting. Any Director may waive notice of the time and location of any meeting of the Directors, whether before or after any such meeting.

**SECTION 8. QUORUM.** All meetings of the Board of Directors shall require a quorum of at least 50% of the current roster of active Directors in order to vote on the corporation's business.

**SECTION 9. MANNER OF ACTING.** The act of the majority of the members present at a meeting at which a quorum is present is the act of the members, unless the act of a greater number is required by the Articles of Incorporation or the Regulations.

**SECTION 10. PARLIAMENTARY AUTHORITY.** *The Standard Code of Parliamentary Procedure* shall govern the Corporation in all cases to which it applies and in which it is not inconsistent with these Regulations or other rules or policies as may be adopted by the Board of Directors.

**SECTION 11. REMOVAL OF DIRECTORS.** Any Director elected or appointed by the Board of Directors, may be removed by a vote of two-thirds of the current roster of active directors of the Board of Directors with or without cause whenever the best interests of the Corporation would be served thereby.

**SECTION 12. VACANCIES.** The remaining Directors may fill any vacancy of the Board for an unexpired term, from candidates submitted by the Membership Committee.

**SECTION 13. COMPENSATION.** The Directors shall receive no salary for their services. No Board member may concurrently hold a paid staff position without special authorization of the Board of Directors.

**SECTION 14. ACTION BY CONSENT OF THE BOARD WITHOUT MEETING.** Action by Consent of the Board without Meeting – Any action required by the non-profit corporation law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, or by all of the members of such committee, as the case may be, and filed with the secretary of the corporation.

## **ARTICLE IV. OFFICERS**

**SECTION 1. OFFICERS.** The President, Vice-President, Secretary and Treasurer of the Board of Directors shall be officers of the Corporation. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. All officers shall serve for a term of two (2) years.

**SECTION 2. REMOVAL.** Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors with or without cause whenever the best interests of the Corporation would be served thereby.

**SECTION 3. VACANCIES.** A vacancy in any office, may be filled by the Board of Directors for the unexpired term, from candidates submitted by the Membership Committee.

**SECTION 4. PRESIDENT.** The President shall be the principal officer of the Corporation and shall, in general, supervise and control the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any instruments that the Board of Directors have authorized and, in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 5. VICE-PRESIDENT.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all of the restrictions on the President. The Vice-President shall perform such other duties as may be assigned from time to time to him or her by the President or by the Board of Directors.

**SECTION 6. SECRETARY.** The Secretary shall oversee the keeping of minutes of the meetings of the members and of the Board of Directors and of the Executive Committee in one or more books provided for that purpose; oversee that all notices are duly given in accordance with the provisions of the Regulations or as required by law; be custodian of the corporate records, oversee the keeping of a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general, perform such other duties as may be assigned from time to time by the Board of Directors.

**SECTION 7. TREASURER.** In general, the Treasurer shall be responsible for all duties incident to the office of the Treasurer including but not limited to overseeing the receipt of all funds of the Corporation and the acknowledgment of the receipt of such funds, except where he or she has delegated to the Secretary the duty of acknowledging contributions made to the Corporation; oversee the deposit of all the funds belonging to the Corporation in suitable depositories; and shall oversee the paying of all obligations of the Corporation. In addition, the Treasurer shall perform all duties assigned to him or her by the President or by the Board of Directors.

## **ARTICLE V. STANDING COMMITTEES**

**SECTION 1. COMMITTEES.** The following committees shall be standing committees of the Corporation and shall perform such duties as may be delegated by the Board of Directors: Executive, Finance, Fund Development, Membership, and Leadership and Education. Each Board member must serve on at least one standing or ad hoc committee.

**SECTION 2. CHAIRPERSONS.** The chairs of the standing committees shall be appointed by the Board President and shall serve at the pleasure of the Board of Directors. Any committee chairperson appointed by the Board President may be removed by a majority of the Board of Directors with or without cause whenever the best interests of the Corporation would be served thereby.

**SECTION 3. EXECUTIVE COMMITTEE.** Immediately following the annual meeting of the Directors, the newly elected Board of Directors shall elect the Officers of the Board. The newly elected president shall appoint the Chairs of the Standing Committees, and no less than two (2) other Directors (each a "Director-at-Large"). The Executive Committee shall have charge of the management of the business and affairs of the Corporation in the interim between meetings of the Board of Directors. Such Executive Committee shall have full authority of the Board of Directors but shall at all times act under the direction and control of the Board of Directors. The Executive Committee shall be responsible for quality assurance by reviewing all programs to ensure that the Corporation achieves its mission and shall evaluate the progress and effectiveness of such programs in achieving their goal. The Executive Committee shall meet on a regular basis as determined by its membership. Any minutes of the Executive Committee shall form a part of the records of the Corporation.

**SECTION 4. MEMBERSHIP COMMITTEE.** The Membership Committee shall consist of at least one (1) Board member and the committee Chair. The Membership Committee shall function throughout the year evaluating the needs of the Corporation and the community it serves and recruiting leadership to meet those needs. The Membership Committee shall serve as the Nominating Committee and, in that capacity, make nominations to the Board of Directors for the full Board's vote of approval (1) for new Directors, (2) for the re-election of existing Directors, and (3) for the slate of Officers to the Corporation at the Annual Meeting every other year. The Membership Committee will also monitor the Board's compliance with governance issues mandated by both internal and external sources.

**SECTION 5. FINANCE COMMITTEE.** The Finance Committee shall oversee the financial operations of the Corporation. The Committee shall be chaired by the Treasurer and shall include at least one (1) additional member of the Board of Directors and such other members of the community as the Board may appoint.

**SECTION 6. FUND DEVELOPMENT COMMITTEE.** The Fund Development Committee shall provide leadership for involving the Board in fund raising. The Committee shall consist of at least

one member of the Board and the Committee Chair. The Committee will work with the staff to formulate and carry out an annual fundraising plan.

**SECTION 7. LEADERSHIP AND EDUCATION.** The Leadership and Education Committee shall oversee agency activities designed to educate and train people affected by HIV/AIDS in Ohio to be advocates and leaders on HIV/AIDS issues. The Committee shall be chaired by one (1) member of the Board of Directors and shall include such other members of the community as the Board may appoint

## **ARTICLE VI. NON-DISCRIMINATION**

As the policy of the Corporation is non-discriminatory and inclusive as regards to membership, staff hiring and retentions, client services, and all other acts, the Executive Director, the Board of Directors, the Executive Committee and the standing committees shall function in accord with this policy, and shall take actions without discriminating against any person on the basis of age, gender, gender-identity, national origin, race, religion, sexual orientation, disability or ethnic origin.

## **ARTICLE VII. INDEMNIFICATIONS**

**SECTION 1. RIGHT TO INDEMNIFICATION AND PAYMENT OF EXPENSES.** The Corporation shall indemnify and shall pay the expenses of any persons described in, and entitled to indemnification or payment of expenses under, the provisions of Section 1702.12(E) of the Ohio Revised Code as such section may be altered or amended from time to time and to the full extent permitted thereby.

**SECTION 2. PURCHASE OF INSURANCE.** The Corporation may purchase and carry insurance on behalf of any such person against liability asserted against such person or incurred by such person in any such capacity or arising out of his or her status as such, regardless of whether the Corporation would have the power to indemnify him or her against such liability. Recourse shall be made to any such insurance prior to the satisfaction of any claim for indemnification directly from the assets of the Corporation.

**SECTION 3. RIGHTS NOT EXCLUSIVE.** The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Regulations, any agreement, any insurance purchased by the Corporation, vote of members or otherwise, and shall continue as to a person who has ceased to be a member, Director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such persons; provided, however, there shall be no duplicate payments by or on behalf of the Corporation.

## **ARTICLE VIII. AMENDMENTS**

The Revised and Restated Regulations may be altered, amended, repealed or added to by any affirmative vote of two-thirds of the Board of Directors at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each Director entitled to receive such a notice, which notice shall state the alterations, amendments or changes proposed to be made in these Regulations. Only such changes as have been specified in the notice shall be made. If however, all the Directors shall be present at any regular meeting or special meeting, these Regulations may be amended by unanimous vote without any previous notice.

## **ARTICLE IX. DISSOLUTION**

***SECTION 1. DISSOLUTION.*** In the event of the dissolution of the Corporation, any excess funds or property shall be distributed to any exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 as the Board of Directors shall determine.

Adopted by the Board of Directors March 28, 2010.