

OHIO-POLIO NETWORK
CONSTITUTION AND REGULATIONS

NAME AND PURPOSES

Section I

The name of the organization shall be Ohio Polio Network, hereinafter referred to as the Organization.

Section II

1. This Organization shall be a non-profit charitable organization to fall under sections 501 [c] (3) and 509 [a] (2) of the Internal Revenue Code or corresponding sections of any future tax code.
2. This organization shall not carry on any activities not permitted to be carried on by an organization exempt under sections 501 [c](3) and 509 [a](2) of the code or corresponding sections of any future tax code.
3. Except where specifically provided by this Constitution or its Amendments, this organization shall be governed by section 1745 of the Ohio Revised Code, Unincorporated Nonprofit Associations, or corresponding section of any future Ohio Revised Code.

Section III

This Organization shall be non-political and shall take no position in matters of governmental policies other than those concerning poliomyelitis.

Section IV

The goals and objectives of this Organization are as follows:

1. To promote research into the on-going effects of post-poliomyelitis.
2. To educate the general public about the residual effects, decline in function and overall changes in life style (quality of life) experienced by many persons with post-polio.
3. To establish training and education of health care providers in the field of post-poliomyelitis.
4. To establish satellite groups (organizations) to provide said groups advice, assistance and support in their efforts for post-polio awareness.
5. To promote the general welfare of persons with post-polio everywhere.
6. To serve as a clearing house for gathering and disseminating information regarding polio and to establish integrated programs for this.

7. To encourage the establishment of programs and services for polio survivors.
8. To solicit and receive funds for the accomplishment of the above purposes.

ARTICLE I

MEMBERSHIP

Section I

1. Individual membership is open to persons with post-polio and others who demonstrate interest in the goals and objectives of this Organization, subject to approval of the Board of Directors or a Membership Committee under its direction.
2. Each individual member shall be entitled to one (1) vote on each matter properly submitted to the general membership for their action.

Section II

1. To maintain membership in good standing, all members must be current with all fees and comply with all policies and standards of the Organization.
2. The annual dues of all members shall be those established by the Board of Directors of the Organization.
3. The annual dues of all members shall be those established by the Board of Directors of the Organization and shall include a twelve (12) month period from September to August. Persons whose membership is not renewed by December 31st shall be deemed inactive and without the rights of membership.
4. A member who has failed to pay his dues may reactivate his membership by paying the current year's dues without having to pay the dues for any intervening years.

ARTICLE II

MEETINGS OF MEMBERS

Section I

1. The annual meeting of voting members of the Organization shall be held during the months of September, October, or November, on a date and at a place within Ohio to be specified by the Board of Directors.

2. The annual meeting may take place in conjunction with a conference, a special meeting, or a meeting of the Board of Directors.
3. The Board of Directors may permit attendance by authorized form of communication.

Section II

Special meetings of the members of the Organization may be called by the President, by the Board of Directors, or by a request submitted by authorized form of communication of at least ten (10) percent of the members in good standing. Notice of the special meeting shall be given as herein provided for annual meetings.

Section III

1. Each member shall be notified of the date and place of any membership meeting by authorized form of communication. Notice is to be given at least ten days, but not more than sixty days before the date of such meeting.
2. The notice of membership meetings shall include an agenda of the business to be conducted at the meeting.
3. The notice shall include the approved methods of attending the membership meeting by authorized form of communication, if any.

Section IV

1. Voting at elections and voting on other matters properly submitted to the members for a vote shall be conducted among members in good standing attending the meeting, either in person or by authorized form of communication, if any. The members in attendance, either in person or by authorized form of communication, shall constitute a quorum as long as the number of members present exceeds the number of persons required for a quorum at a meeting of the Board of Directors. The vote of a simple majority of those members in good standing who are in attendance constitutes an election.
2. At the discretion of the Board of Directors, items not submitted at a membership meeting may be presented by mail or by authorized form of communication for the membership to vote on. Members shall have a minimum of sixty (60) days following the initial communication of the item to vote. Votes shall be counted at the first meeting of the Board of Directors following the sixty-day period. As long as the number of ballots returned exceeds the number of persons required for a quorum at a meeting of the Board of Directors, a simple majority of those members in good standing who return ballots constitute an election.

ARTICLE III

DIRECTORS

Section I

1. The number of members on the Board of Directors shall be a minimum of four and a maximum of twenty.
2. Fifty-one (51) percent of the total membership of the Board of Directors shall be persons with post-polio.
3. The election of Directors shall be held at the annual meeting in odd numbered years or, if the Directors are not then elected, at a special meeting called for that purpose. Only those persons nominated as provided for in these regulations may be eligible for election as Directors.
4. Nominations to the Board of Directors may be presented at a membership meeting by a Nominating Committee appointed by the Board of Directors or by nominations from the floor.
5. The Board of Directors shall be elected for a two-year term and Directors are eligible for re-election.
6. Between elections, members in good standing may request appointment to the Board and, on approval of a majority of the Board of Directors, may serve until the next election.

Section II

1. The Board of Directors shall elect from their number a President, Vice-President, Secretary, and Treasurer. These officers are elected for two-year terms and are eligible for re-election.
2. The Board of Directors may change the number and names of the offices as necessary for the function of the Organization.

Section III

All directors will serve without compensation.

Section IV

1. The Board of Directors may, from time to time, adopt for their own government, policies consistent with these by-laws.
2. The Board of Directors may periodically review and approve new forms of communication for use in conducting Board or membership meetings, conducting Organization business, or communicating between the Organization and members. When a new form of communication is adopted, this shall be announced to the Board and membership by previously authorized form of communication. Each member shall be asked to provide an address for use with the newly approved form of communication.

Section V

1. Unless otherwise provided in the Constitution, meetings of the Board of Directors shall be held at the call of the President at least three times a year. These meetings may be in conjunction with membership meetings. At any time, additional meetings shall be held upon the written request to the President by at least three members of the Board of Directors who shall state the purpose for which they are requesting the meeting.
2. All meetings of the Board of Directors shall be open to any member in good standing and shall be announced on the Ohio Polio Network website or other authorized form of communication along with an agenda.
3. The President, at his discretion, may ask that the Board go into executive session and, after approval of the Board of Directors, the Board may do so. This will exclude people attending the meeting who are not Board members. After the Board votes to leave Executive Session, non-Board members may return.

Section VI

Unless otherwise provided in the Constitution, members of the Board of Directors shall be notified in person or by authorized form of communication at least ten (10) days in advance of the meeting if the Board of Directors must assemble at a central location. If the meeting can be conducted by authorized form of communication not requiring physical presence, the notification time may be reduced to two days.

Section VII

The Board of Directors shall have and exercise all lawful powers necessary for the conduct of the Organization's business and to carry out its purpose.

Section VIII

A quorum for a meeting of the Board of Directors shall be forty (40) percent of the number of Directors on the Board of Directors, but not less than three members of the

Board of Directors. The Directors must be present either in person or by authorized form of communication.

Section IX

Meetings of the Board of Directors may be held through any authorized form of communication if all persons participating can hear each other and participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section X

If a Director is unable to fulfill his/her duties, the President or a majority of the Board of Directors may request his/her resignation from the Board of Directors. If such resignation is not tendered by such Director within thirty (30) days, removal proceedings may be initiated by the remaining members of the Board of Directors.

Section XI

Unless otherwise provided in the constitution, three consecutive absences from Board Meetings by a Director shall be cause for removal proceedings to be initiated by the remaining members of the Board of Directors, if such absences are unexcused as determined by a majority of those remaining Board members.

Section XII

Unless otherwise provided in the Constitution, any Director against whom removal proceedings are initiated shall be entitled to notice of such proceedings and a hearing before a majority of the remaining Directors. No Director shall be removed from office except upon the affirmative vote of the majority of the remaining Directors.

Section XIII

The office of a Director becomes vacant if he/she dies, resigns, or is removed pursuant to these regulations. The remaining Directors may, by the vote of a majority of their number, fill any vacancy in the Board for the unexpired term.

ARTICLE IV

OFFICERS

Section I

1. Officers of the Organization are expected to attend regular and special meetings.

2. Only one (1) member per household may hold the position of an Officer at any one time.

Section II

1. The President shall preside at all meetings of the Organization and the Board of Directors. He/she shall appoint all committees and shall perform all such duties as belong to his/her office. The President shall be the official spokesperson for the Organization and be an ex-officio member of all committees.
2. The President shall be empowered to conduct such official business as may be necessary by mail, telephone, or authorized form of communication.
3. The President shall be a resident of Ohio.
4. The President shall provide an address of record where mail can be delivered and correct contact information for any authorized form of communication. This address shall be submitted to any state or federal officials as required. Other officers and members of the Board of Directors may use addresses of their choice to efficiently conduct Organization business.
5. The President shall be the statutory agent. On assumption of office, he/she shall notify the relevant state and federal offices.

Section III

1. The Vice-President shall aid the President in the performance of his/her duties, and in the absence of the President shall preside at meetings of the Organization and Board of Directors.
2. The Vice-President shall be in charge of coordinating all committees.

Section IV

1. The Secretary shall keep an accurate record of the proceedings of all business, membership, special, and Board of Directors meetings.
2. The Secretary will be responsible for all necessary correspondence.
3. The Secretary shall be responsible for the custody of all books, papers and reports of the Organization pertaining to his/her duties and shall make such available to members, upon written request or by authorized form of communication, for inspection at the next meeting of the Board of Directors or at another time or place authorized by the Board of Directors.

4. The Secretary, upon completion of his/her term of office, shall deliver all records, books, papers and reports in his/her custody to his/her successor.

Section V

1. The Treasurer shall be responsible for the receipt of all revenues of the Organization and shall be responsible for maintaining accurate records according to accepted accounting practices.
2. The Treasurer shall furnish to the President and Secretary a list of members whose dues are current.
3. The Treasurer will submit all financial records annually to a committee appointed by the Board of Directors for auditing. This audit shall take place at the end of each fiscal year.
4. The fiscal year shall be September first of the current year to August thirty-first of the following year; therefore annual membership fees will be due on September first.
5. The Treasurer shall deposit all Organization monies in a bank approved by the Board of Directors. Those funds shall be disbursed only by authorization of the Board of Directors and in a manner prescribed by them.
6. The Treasurer shall be responsible for the custody of all important financial documents of the Organization.
7. The Treasurer, upon completion of his/her term of office, shall deliver all papers, funds, and documents in his/her custody to his/her successor.
8. The Treasurer shall be responsible for obtaining an accountant for the purpose of documents that must be submitted to the IRS.

Section VI

1. Officers of the Organization are not exempt from Sections X, XI, XII, and XIII of Article III as officers are selected from the Directors.
2. If an Officer is removed from the Board of Directors, resigns or dies, his/her office shall be declared vacant and the Board of Directors shall elect a Director from its remaining members to fill the vacant position.

ARTICLE V

ADVISORY BOARD

Section I

1. An advisory board may be chosen by the Board of Directors.
2. This board should consist of prominent citizens, professional leaders and others who ascribe to the purposes and objectives of this Organization. Such board shall have no administrative authority.

ARTICLE VI

FUNDING

Section I

All contributions, donations or grants shall be directed to the Organization.

ARTICLE VII

COMMITTEES

Section I

The Board of Directors shall appoint a Nominating Committee in each year that elections to the Board of Directors are held. Such committee shall consist of at least three (3) members. The Nominating Committee shall be responsible for preparing a list of nominees prior to the membership meeting at which voting shall take place. Any member of the Organization may submit names of eligible persons to the Nominating Committee. Each nominee shall be a member in good standing.

Section II

The President, on the advice or at the request of the Board of Directors, may from time to time appoint special committees whose duties shall be fully outlined.

ARTICLE VIII

AMENDMENTS

Section I—Proposed Amendments to the Constitution

Two members of the Board of Directors or a group of at least ten (10) members may request a change or repeal of any portion of this Constitution by presenting such request in writing or by authorized form of communication to the Board of Directors. The Board of Directors shall be obligated to review the requested amendment(s) at the next meeting of the Board of Directors. The Board of Directors must present the proposed amendments and their recommendations in one of two ways.

By meeting—A minimum of ten (10) days after the proposed amendments have been reviewed by the Board of Directors, the proposed amendments and the Board's recommendations shall be read at the next general, annual, or special membership meeting. At the membership meeting, sub-amendments to the proposed amendments may be moved and approved by two-thirds of the members present and in good standing.

OR

By authorized form of communication—The Board of Directors shall publish the text of the proposed amendments and the recommendations of the Board by an authorized form of communication. The membership may comment by an authorized form of communication for the next thirty (30) days or until the next meeting of the Board of Directors, whichever is longer. At the end of this time and on the basis of the comments received, the Board may amend the text of the proposed amendments to the Constitution.

Section II—Publication of Proposed Amendments, Publication of Method of Voting, and Vote

The Board of Directors must again publish the text of the proposed amendments with the recommendations of the Board of Directors by an authorized form of individual communication to the membership. Further consideration of the proposed amendments and their adoption shall take place in one of two ways.

By meeting—The publication of the proposed amendments shall be accompanied by the notice for a membership meeting that shall occur not less than thirty (30) days after the completion of the review process. The Board shall announce if any authorized form of communication exists by which members may attend the meeting or vote in absentia.

A quorum shall exist if the number of members, present at the meeting or attending by authorized form of communication, exceeds the number required for a quorum at a meeting of the Board of Directors. A two-thirds majority of the members in good standing present or attending the meeting by authorized form of communication or submitting absentee ballots shall alter, amend or repeal this Constitution.

OR

By authorized form of communication—Ballots and instructions on how to submit the ballots shall be included in the publication of the text of the proposed amendments by an authorized form of individual communication. The date and location of the meeting of the Board of Directors at which the ballots will be counted shall be included.

The membership shall have at least sixty (60) days following the publication of the proposed amendments to return the ballots. The ballots shall be counted at the first meeting of the Board of Directors following the sixty-day period. For a valid election, the number of ballots must exceed the number required for a quorum at a meeting of the Board of Directors. Acceptance by a two-thirds majority of the members in good standing who return the ballots shall alter, amend, or repeal this Constitution.

ARTICLE IX

DISSOLUTION OR MERGER

Section I

1. The members of the Board of Directors may institute the proceedings to dissolve or merge the Organization when there are insufficient funds to operate the organization, when the Organization has fulfilled its mission, or when there are fewer than three people willing to become members of the Board of Directors.
2. The motion to dissolve or merge may be made at a meeting of the Board of Directors, or at an annual, special, or general meeting of the members.
3. The motion shall then be published to the membership by one or more authorized forms of communication. The date, time, and location of the meeting to vote on the merger or dissolution shall be published along with the text of the motion, and instructions for voting by authorized forms of communication.
4. The motion shall be voted on at the next annual, general, special, or Board of Directors meeting not less than sixty (60) days following the publication of the motion and the Board of Directors shall count the votes submitted by authorized forms of communication at such meeting.
5. The motion will pass if the majority of the members in good standing who attend the meeting, either physically or by authorized forms of communication, or who submit ballots, vote in favor of the motion to merge or dissolve.

Section II

If a motion to merge with another Unincorporated Nonprofit Association passes, the present Board of Directors or its successor shall follow the procedure governing Unincorporated Nonprofit Associations as outlined in Section 1745 of the Ohio Revised Code or corresponding sections of any future code.

Section III

1. If the motion to dissolve passes, then the only business that the Board of Directors may execute is that dealing with the concluding of the Organization’s affairs and the transfer of its assets. This includes filing the required forms with state and federal agencies, properly advertising the dissolution of the Organization in the county in which the Organization does business, and paying all creditors as outlined in Section 1745 of the Ohio Revised Code or corresponding sections of any future code.
2. At the time the vote to dissolve is passed, the membership or the Board of Directors may approve one or more Unincorporated Nonprofit Associations whose goals are similar to those in the Organization’s Constitution to receive any remaining assets of the Organization. The remaining assets are those assets still in the possession of the Organization after all creditors and claims have been satisfied and any expenses involved in the conclusion of the Organization’s affairs have been paid.
3. At the time the vote to dissolve is passed, the membership or the Board of Directors may appoint a successor person or board to execute the tasks involved in dissolving the Organization.
4. At any time during the dissolution procedure, the Board of Directors or its successor may request the supervision of the court of common pleas in the county in which the Organization does business at which time the remaining assets may be distributed according to the formula of the court.

We the undersigned, being a majority of the Directors of the OHIO POLIO NETWORK, do hereby adopt the foregoing regulations for the government of said non-profit Organization. These regulations shall replace any previous constitution and amendments previously passed.

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_____	_____

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Signed on the _____ day of _____ in the year _____ in

_____, Ohio.