

**NOTICE OF PROPOSED AMENDMENTS**  
**TO THE DAYTON BALLROOM DANCE CLUB**  
**CODE OF REGULATIONS**

The following notice has been provided to you pursuant to Article XIX of the current Code of Regulations of the Dayton Ballroom Dance Club. The Code of Regulations require proposed amendments to the Code of Regulations to be presented in writing, with the signatures of least 10 members, to be read and passed at a regular or special membership meeting by a 50% vote.

A Special Membership Meeting to vote on the proposed revisions to the Code of Regulations (*i.e.*, ByLaws) is scheduled for **Monday, July 14, 2014**. Revisions to the Code of Regulations is necessary because the current code is almost 20 years old, is somewhat antiquated, and does not reflect the present needs of the DBDC. The amendments are being proposed in order to simplify the language, clarify the provisions, and facilitate our current activities and objectives for the DBDC.

Attached to this notice is a copy proposed ByLaws in a marked revision format so you can see the current and proposed language. Please review these documents carefully and be prepared to vote on this matter on Monday, July 14, 2014, following the group lessons. Only current members are eligible to vote. If you have questions regarding any of the proposed changes, please raise them in advance of the Special Meeting. You may direct your questions to any DBDC Officer, Trustee, Shannon Wahl or Matt Morrisey. The list of officers and trustees can be found on the newsletters and on our website.

We thank you for your time and consideration as you review these materials. Please plan to attend DBDC on **Monday, July 14, 2014**, to vote on this important matter.

CODE OF REGULATIONS  
OF  
DAYTON BALLROOM DANCE CLUB

A Non-Profit Corporation

A Charitable Organization

Dayton, Ohio

Original October 13, 1995

Revised June 30, 2014

CODE OF REGULATIONS  
OF  
DAYTON BALLROOM DANCE CLUB  
A Non-Profit Corporation

**ARTICLE I**

Section 1:            Name and Location

The Corporation shall be known as "DAYTON BALLROOM DANCE CLUB." The principal office of the Corporation shall be ~~located in the City of Moraine, Montgomery County, Ohio~~ at the location of its regular weekly classes. The Corporation shall maintain a post office box, or other fixed location, for correspondence. The current mailing address is P.O. Box 2821, Dayton, OH 45401-2821. The meetings of the Corporation shall be held within the State of Ohio.

Section 2:            A Non-Profit Corporation; A Charitable Organization

This Corporation was incorporated on September 13 1995, as a nonprofit Corporation under Section 1702.01 et seq., of the Ohio Revised Code. ~~of Ohio.~~ The Corporation's Articles of Incorporation are recorded on Roll 5270 at Frame 1254 of the Records of Incorporation and Miscellaneous Filings, Certificate No. NR526503 (Charter,) Secretary of State, Columbus, Ohio.

The Corporation is established as a charitable organization under Chapter 1716, Charitable Organizations, of the Ohio Revised Code.

Section 3:            Duration

The death, removal or resignation of any member of the Corporation shall not result in the dissolution of the Corporation.

## **ARTICLE II**

### **PURPOSES**

#### Section 1:           The Purposes of this Corporation

- (a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code.
- (b) The Corporation is further organized to foster, promote, encourage, train, instruct, teach, coach, give dancing lessons and educate the members in ballroom dancing.
- (c) To do such other lawful acts or activities to accomplish its charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and the Non-Profit Corporation laws of the State of Ohio.
- (d) The making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) To engage in any lawful acts or activity for which Non-Profit Corporations may be formed under Chapter 1702, Non-Profit Corporation Law, of the Ohio Revised Code.

#### Section 2:           A Non-Profit Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any incorporator, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Code of Regulations, the Corporation shall not

carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE III**

#### **DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE IV**

#### **ALL-POWERS CLAUSE**

The Corporation shall have the power to do any lawful act and thing reasonably necessary or desirable for carrying out the interest of its members in connection therewith.

### **ARTICLE V**

#### **DANCE INSTRUCTORS**

~~—Dance instructors are eligible to be members who are qualified to teach dancing lessons. The Executive Board shall established the criteria for dancing lessons and instructions; the qualifications, duties, and the compensation for dance instructors.~~

The Corporation will provide dance instruction to its members and guests through Independent Contractors who are qualified to teach dancing lessons. The Executive Board will establish the criteria for instruction and the qualifications, duties, and compensation for each dance instructor. The Executive Board will also select and engage substitute dance instructors, as needed.

## ARTICLE VI

### MEMBERSHIP

Section 1:           Qualificationss and Proceduress for Membership

Membership Generally. The membership of the Corporation shall be open to applicants eighteen (18) years of age or older, who are interested in ballroom dancing. ~~The Executive Board shall establish the application for membership.~~

Membership Application. The Corporation accepts applications for membership throughout the year. Applications for new and renewing membership shall be filed through the Membership Chairperson. The Membership Chairperson shall establish the application for membership to be approved by the Executive Board.

Dance Instructors. Independent Contractors, who provide regular dance instruction to the Corporation, are not eligible for membership. Dance instructors who do not provide regular dance instruction to the Corporation, or who occasionally provide dance instruction as a substitute instructor, are eligible for membership.

Guests. In an effort to promote and expand the Corporation, the Dayton Ballroom Dance Club invites guests to attend its regular meetings and encourages its members to invite guests. Guests will be charged the cost of weekly lessons without the membership discount. Guests are encouraged to become members of the Corporation if they meet the eligibility requirements for becoming a member.

Non-Discrimination. All applications for membership will be considered without regard to race, color, sex, religion, national origin, genetic information, age, disability, veteran status, or any legally protected classification.

Section 2:           Membership Requirements, Benefits, and Duration

~~Membership in the Corporation is conditioned upon attending at least fifty percent (50%) of the scheduled lessons offered over a period of the past six (6) months and missing no more than six (6) consecutive weeks of dancing instructions during a six (6) month period.~~

Membership Requirements. Membership in the Corporation is conditioned upon completing the membership application and paying the applicable membership dues.

Privileges of Membership. All members may receive pricing discounts on weekly lessons, dances, and special events when membership discounts are provided. Members are also eligible to hold office in the Corporation or vote on matters brought before the membership for a vote.

~~Any member who does not maintain such attendance shall automatically be dropped as a member and the membership terminated. Thereafter, if such person desires to become a member, such person shall be considered a new applicant and comply with the admission requirements set forth in this Section 1.~~

Duration of Membership. The Corporation's membership year is August 1 through July 31. Membership in the Corporation will run through July 31 of each membership year. Members must renew their membership annually by completing or updating a membership application, or submitting their membership renewal invoice, and paying the annual membership dues for the new membership year.

Termination. Any member may resign at any time by written notice of resignation filed with the Secretary of the Corporation. The Corporation will not refund membership dues if members terminate during the membership year. Failure to pay membership dues upon application or renewal of membership may result in the member's termination from the Corporation, or suspension of membership until such dues are paid. Members in a suspended status may not vote on any matters brought before the members. The Executive Board has the authority to revoke any member's membership, at any time, with or without cause, upon consensus of the Executive Board, with no due process requirements or right to appeal afforded to the revoked member.

Section 23: Membership Meeting, Place, Notice

Membership meetings may be called by the President, or by the Executive Board by action at a meeting, or a majority of the Executive Board acting without a meeting; or by ten percent of the total membership. The time, date and place of membership meetings shall be designated by the calling authority. Written notice of the time, place and date of each membership meeting shall be given to each member by personal delivery ~~or by certified/registered mail,~~ or by ordinary mail, postage prepaid addressed to the member's address of record, ~~or by overnight delivery service, or by hand delivery, or by a telefax,~~ or email with a notice of the receipt of the telefax, at least ~~three~~ ~~(3)~~ ~~seven~~ (7) days before the meeting, which notice need not specify the purpose of the meeting

Section 34: Adjournment

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned is fixed and announced at such meeting.

Section 45: Quorum

A quorum shall consist of twenty percent (20%) of the total membership. The affirmative vote of a majority of the quorum shall be necessary ~~for the authorization~~ to authorize ~~of the taking of~~ any action voted upon by the members. If a member abstains from voting, such abstaining shall not be counted as part of total votes cast.

Section 5: ~~Voting, Rights, and Duties of Members~~

~~(a) Each member shall have the same rights, privileges, and duties as established by the Article of Incorporation and the Code of Regulations.~~

~~(b) Each member shall be entitled to vote on all matters submitted to the members for a vote, consent, waiver, release or other action. The President or the officer presiding as the Chair at any membership meeting shall be entitled to vote. If a tie vote, the President or the presiding officer as the Chair may cast an additional vote.~~

~~(c) Each member shall comply with the Articles of Incorporation and the Code of Regulations.~~

Section 6: ~~Method of Voting~~ Membership Voting

All certified members shall be entitled to vote on all matters submitted to the membership for a vote. The Membership Chairperson, at the direction of the Secretary, shall prepare and certify a list of eligible members at least one (1) week before the vote. This membership list will be available for inspection by members the week before the vote, so that corrections can be made as needed. All members on the certified list shall have the privilege of voting on matters submitted to them.

Voting at any membership meeting may be by voice, show of hands, by standing or by secret balloting. The Chair shall establish the method of voting, unless the membership instructs the Chair on the method of voting. The method of voting for election of Officers and Trustees ~~is established in Article XII.~~ will be by secret ballot.



A simple majority of 51% will be sufficient to pass any action brought before the membership for a vote. In the event of a tie, the President or the presiding officer may cast an additional vote.

Section 7: ~~Vote Required for Rescission~~

~~The authorization or taking of any action by vote, consent, waiver or release of the members may be rescinded or revoked by the same vote, consent, waiver or release as at the time of the rescission would be required to authorize or take such action in the first instant, subject to the contract rights of other persons.~~

Section 8: Special Meetings

Should any matter require special attention, a special meeting of the members may be called by the President, or by the Executive Board by action at a meeting, or a majority of the Executive Board acting without a meeting; or by ten percent of the voting members. The time, date and place of special membership meetings shall be designated by the calling authority. Written notice of the time, place and date of the special membership meeting shall be given to each member by personal delivery ~~or by certified/registered mail,~~ or by ordinary mail, postage prepaid addressed to the member's address of record, ~~or by overnight delivery service, or by hand delivery, or by a telefax,~~ or email with a notice of the receipt of the telefax, at least three ~~(3)~~ seven (7) days before the meeting, which notice need not specify the purpose of the meeting.

Section 9: Annual Membership Meeting

The annual membership meeting shall be held ~~on the first Monday of October~~ on the night of officer elections, which shall be the second Monday following the annual President's Ball. The ~~at a~~ time and place shall be designated by the President. The Executive Board may designate the time and place of the annual membership meeting if the President fails to so designate. Unless otherwise designated, the annual meeting will be held following the Monday night group classes at the usual meeting location where weekly classes are held.

**ARTICLE VII**  
**Dues**

Membership dues are determined by the Executive Board prior to the start of each membership year. Membership dues cover the price of membership from August 1 to July 31. Membership dues may be pro-rated for members who join mid-year according to the payment schedule approved by the Executive Board. Individuals not in an active

membership status may apply for membership at any time and pay the applicable membership dues. Non-members will be charged the guest fee to attend lessons, dances, and special events.

**ARTICLE VII (to be renumbered as needed)**

**OFFICERS**

Section 1: Composition

The officers of the Corporation shall be President, Vice President, Secretary and Treasurer who shall be elected by the members. The officers shall hold office until a vacancy is created in accordance with **Article VII**, (update reference) Section 8 or a successor is elected in accordance with **Article XII**. (update reference)

**Qualifications.** All candidates for election to office shall be current members in good standing at the time of their nomination or appointment and shall remain members for their complete term of office.

Section 2: Term of Office

~~Each officer shall be elected for a period of one (1) year and hold office until a successor is elected or until the office is vacant. The officers shall assume office on the first Monday after the election. There shall be no limit on the number of terms that a member may be elected as an officer.~~

The President and Vice President shall serve a staggered two (2) year term, each being elected in alternate years. The Secretary and Treasurer shall serve a three (3) year term, each being elected in different years.

All officers shall assume office on the first Monday in January following their election.

**Term Limits.** Officers may serve two (2) consecutive terms in any position (e.g., the President and Vice President may serve for a total of four (4) years and the Secretary and Treasurer may serve for a total of six (6) years). An officer that has served two (2) consecutive terms in his/her current position, may run for a different office on the Executive Board, or serve as a Trustee.

Individuals may be re-elected to an office formerly held following a break in service of at least one (1) complete term.

**Vacancies.** An individual appointed to an officer position, mid-term, in order to fill a vacancy in office who has served more than half of the term will be considered to have served a full term.

**Transition Years.** Changes to the election of officers and term of office were made effective with the July 2014 Amendments to these Articles. During the transition years, officers will be elected according to the chart below.

<u>Year</u>	<u>Officers to be Elected</u>	<u>Term</u>
<u>2014 Election</u>	<u>President</u> <u>Vice President</u> <u>Treasurer</u> <u>Secretary</u>	<u>2 years through 2016</u> <u>1 year through 2015</u> <u>3 years through 2017</u> <u>1 year through 2015</u>
<u>2015 Election</u>	<u>Vice President</u> <u>Secretary</u>	<u>2 years through 2017</u> <u>3 years through 2018</u>

Thereafter, all officers will be elected in staggered years as described above. See chart for example:

<u>Year</u>	<u>Officers to be Elected</u>	<u>Term</u>
<u>2016 Election</u>	<u>President</u>	<u>2 years through 2018</u>
<u>2017 Election</u>	<u>Vice President</u> <u>Treasurer</u>	<u>2 years through 2019</u> <u>3 years through 2020</u>
<u>2018 Election</u>	<u>President</u> <u>Secretary</u>	<u>2 years through 2020</u> <u>3 years through 2021</u>
<u>2019 Election</u>	<u>Vice President</u>	<u>2 years through 2021</u>
<u>2020 Election</u>	<u>President</u> <u>Treasurer</u>	<u>2 years through 2022</u> <u>3 years through 2023</u>
<u>2021 Election</u>	<u>Vice President</u> <u>Secretary</u>	<u>2 years through 2023</u> <u>3 years through 2024</u>

Section 3: Compensation

The President and the Treasurer shall receive free dancing instructions and shall serve without further compensation. The Secretary and Vice-President shall serve without compensation. The Corporation may reimburse reasonable out-of-pocket expenses incurred in the performance of an officer's duties, as established by the Executive Board.

Section 4: President

The President is the principal executive officer of the Corporation, shall operate the business and affairs of the Corporation, and shall supervise and control the activities and affairs of the Corporation.

The President shall preside over all meetings, including Executive Board meetings, officer meetings, and shall generally perform the duties pertaining to the office of President; shall be ex-officio member of all committees with voting power; appoint all committees and chairpersons not otherwise provided for; and shall act to the best of his/her ability in furthering the interests of the Corporation.

In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board.

Section 5: Vice-President

In the event of the absence of the President from any meetings, including Executive Board meetings or officer meetings, the Vice-President shall act as President and shall have all the duties, responsibilities and powers as the President while so acting as President.

The Vice-President shall be responsible for planning social activities and is the Chairperson of the Social Activities Committee. The Vice-President shall perform such other duties as may be assigned by the President and the Executive Board. The Vice-President may request the assistance of the members in the performance of the duties.

In the event of death, resignation or disability of the President, the Vice-President shall assume all the duties and responsibilities and powers of the President until a successor shall qualify.

Section 6: Secretary

The Secretary shall keep the minutes and records of all meetings, including officer and Executive Board meetings; issue all notices for all meetings as provided for in the Code of Regulations or as required by law, and as instructed by the President or by the calling authority; shall be custodian of the corporate records; shall read all documents and correspondence at proper meetings and preserve all

documents and records; shall act and be Secretary of the Executive Board; shall answer all correspondence as directed by the President or the Executive Board. In addition, the Secretary shall direct the Membership Chairperson to keep a correct account of all members with full names and addresses ~~and shall~~ and to prepare an annual membership list of all members.

In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President and the Executive Board.

Section 7: Treasurer

The Treasurer shall be the custodian of all funds and all property of the Corporation; shall keep accurate financial records and render an itemized report of all income and expenses at all meetings, including Executive Board meetings.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President and the Executive Board.

Section 8: Vacancy

Any officer may resign at any time. Such resignation shall create a vacancy in the office. In the event of any vacancy by any officer for any reason, (such as, death, removal, resignation, etc.) the unexpired term shall be filled by a qualified member appointed by the Executive Board.

**ARTICLE VIII**

**TRUSTEES**

Section 1: Composition

The Trustees shall consist of three (3) members, who shall be elected by the members. The Trustees shall hold office until a vacancy is created in accordance with **Article VIII**, (update reference) Section 8 or a successor is elected in accordance with Article XII. (update reference)

Section 2: Term of Office

Each Trustee shall be elected for a period of three (3) years, ~~except for the initial three (3) Trustees as set forth in Section 5 of this Article.~~ The Trustees shall assume office on the first Monday in January following the election. There shall be no limit on the number of terms that a member may be elected as a Trustee.

Section 3: Compensation

All Trustees shall serve without compensation. The Corporation may reimburse reasonable out-of-pocket expenses incurred in the performance of a Trustee's duties, as established by the Executive Board.

Section 4: Vacancy

Any Trustee may resign at any time. Such resignation shall create a vacancy. In the event of any vacancy by any Trustees for any reason (such as, death, removal, resignation, etc.) the unexpired term shall be filled by a qualified member appointed by the Executive Board.

~~Section 5: Term of Office and Election of Initial Trustees~~

~~The initial trustees are the three (3) trustees who shall be elected in 1995 in accordance with the Nomination and Election procedures of the Code of Regulations and as follows:~~

- ~~(a) The trustee receiving the greatest number of marked valid ballots shall be elected and hold officer for three years, beginning in 1995. Thereafter the successor trustee shall be elected for three years.~~
- ~~(b) The trustee receiving the second greatest number of marked valid ballots shall be elected and hold office for two years, beginning in 1995. Thereafter the successor trustee shall be elected for three years.~~
- ~~(c) The trustee receiving the third greatest number of marked valid ballots shall be elected and hold office for one year, beginning in 1995. Thereafter the successor trustee shall be elected for three years.~~

~~This Section 5 shall automatically be removed from the Code of Regulations after the completion of the election and term of offices of the initial trustees, without further authority.~~

**ARTICLE IX (To be renumbered as needed)**

**EXECUTIVE BOARD**

Section 1:           Composition

The Executive Board shall consist of the following: the President, the Vice-President, the Secretary, the Treasurer, and all of the Trustees. The President shall preside at the Executive Board meetings.

The Executive Board may appoint additional individuals (e.g., chairpersons and committee heads) to serve on the board, but such individuals will not have the right to vote or exercise the powers and authority of the Executive Board.

Section 2:           Authority

Except where the Code of Regulations requires that action be otherwise authorized or taken, the management and ~~government~~ governance of the Corporation shall be exercised by the Executive Board. Such authority of the Executive Board shall include, but is not limited to, power to administer the affairs of the Corporation, appropriate funds without prior approval of the members, and enter into contracts and incur debts. All such acts and expenditures shall be reported to the membership at the following regular membership meeting. The non-reporting of such action to the membership shall not affect the validity of the action taken by the Executive Board.

The Executive Board shall determine the prerequisites, compensation and conditions ~~of employment~~ for contracting with the dance instructors.

The Executive Board may establish a bond for the Executive Board members in any amounts determined by the Executive Board.

~~Section 3:~~           ~~Compensation~~   (repetitive section deleted)

~~Other than the free dancing lessons as provided for the President and Treasurer, there shall be no compensation for the Executive Board members. The Executive Board may reimburse reasonable out-of-pocket expenses incurred in the performance of an Executive Board member's duties, as established by the Executive Board.~~

Section 4: Meeting, Place, Notice (renumber as needed)

Meetings of the Executive Board may be called by the President or requested by any member of the Executive Board. The location of the meeting will be determined at the time the meeting is set and notice of the meeting will be communicated in person, by telephone, text, or email by any member of the Executive Board. ~~by written request of at least four (4) Executive Board members such request in writing to the President.~~

~~Notice of the time, date and place of each Executive Board meeting shall be given to each member of the Executive Board at least twenty-four hours prior to the meeting, which notice need not specify the purpose of the meeting. The notice shall be given to each Executive Board member by personal delivery, or by telephone or by certified/registered mail, or by ordinary mail, postage prepaid addressed to the Executive Board member's address of record, or by overnight delivery service, or by hand delivery, or by a telefax, or email with a notice of the receipt of the telefax. The President, or the Secretary, or the calling authority may issue such notice to the Executive Board.~~

Section 5: Quorum (renumber as needed)

A quorum shall consist of five members of the Executive Board present at a meeting. ~~The affirmative vote of a majority of the quorum shall be necessary for the authorization or taking of any action voted upon by the Executive Board. In the event a Board member abstains from voting, such abstaining member shall not be counted as a part of the total votes cast.~~ A simple majority of the Executive Board members present will be effective to authorize any action taken by the Executive Board.

Section 6: ~~Method of Voting~~ (renumber as needed)

Each Executive Board member, including the President, shall be entitled to one vote on each matter properly submitted to the Executive Board for their vote, consent, waiver, release or other action. In the event of a tie vote, the President may cast an additional vote.

Voting at Executive Board meetings may be by voice, show of hands, by standing, or by secret balloting. The Chair shall establish the method of voting, unless the Executive Board members instruct the Chair on the method of voting. Any action that may be authorized or taken at a meeting of the Executive Board may be authorized or taken without a meeting by a majority vote of the entire Executive Board



evidenced in writing or by email. Such written consent shall be made a part of the minutes of the meeting.

Section 7: ~~————~~ Voting Rights

~~Each Executive Board member, including the President, shall be entitled to one vote on each matter properly submitted to the Executive Board for their vote, consent, waiver, release or other action. In the event of a tie vote, the President may cast an additional vote. No Executive Board member shall vote by mail and shall not act by proxy.~~

Section 8: ~~————~~ Vote Required for Rescission

~~———— The authorization or taking of any action by vote, consent, waiver or release of the Executive Board may be rescinded or revoked by the same vote, consent, waiver or release as at the time of the rescission would be required to authorize or take such action in the first instant, subject to the contract rights of other persons.~~

Section 9: Duties (renumber as needed)

The Executive Board shall administer the affairs of the Corporation, which include, examining and auditing at least annually all of the books maintained by the Treasurer and ascertain that the same is proper.

Section 10: Waiver of Notice (renumber as needed)

No notice of an Executive Board meeting need be given to any Executive Board member who attends the meeting in person, or, who waives notice in writing executed and filed with the Secretary of the Corporation, either before or after such meeting. All waivers shall be made part of the minutes of the meeting.

Section 11: ~~————~~ Action Without a Meeting

~~———— Any action which may be authorized or taken at a meeting by the Executive Board may be authorized or taken without a meeting with the vote or approval of, and in writing signed in accordance with Article IX, Section 5. Such written consent shall be made a part of the minutes of the meeting.~~

**ARTICLE X (renumber as needed)**

**NOMINATIONS & ELECTIONS COMMITTEE**

Section 1: ~~Appointment~~

~~The President may appoint a Nomination Committee consisting of three (3) members. If the President appoints a Nomination Committee, the President shall appoint one member as Chairperson.~~

Section 2: ~~Duties~~

~~The Nomination Committee may present qualified candidates for the elected Officers and Trustees when nominations are held.~~

Section 3: ~~Eligibility of Nomination Committee~~

~~The members of the Nomination Committee shall be eligible to be nominated by the Nomination Committee and from the floor when nominations are held.~~

Section 1            Nominations

**Nomination Committee.** The Executive Board may appoint a nomination committee consisting of three (3) members to recruit and present qualified candidates for the election of officers and trustees when nominations are held. Any member is eligible to be nominated for any available office, whether or not recruited by the nomination committee, and nominations from the floor may be made when nominations are held.

Nominations will begin two weeks before the annual President's Ball and will close the night of the Ball. The election of officers will occur on the second Monday following the Ball.

**Nomination Process.** Nomination of the President, Vice-President, Secretary, Treasurer, and all the Trustees shall be as follows:

(a) No member shall be nominated from the floor unless (1) present at the meeting when nominations are held and signify willingness to accept such nomination; or (2) if not present at the nominating meeting, submit a written acceptance to be placed in nomination for office.

(b) No member shall be nominated for more than one office.

(c) A candidate may withdraw in writing at any time.

## Section 2 Elections

**Election Committee.** The Executive Board shall appoint an Election Committee consisting of three (3) members, and two (2) alternates, who are not candidates for any elected office to preside over the annual election and to count the votes. The Election Committee shall be appointed the first Monday after the President's Ball.

The Election Committee shall prepare the ballots, review the membership list certified by the Membership Chair, count the votes and announce the results of the election. Ballots shall include each candidate's name and office listed in alphabetical order.

**Election.** The election of officers and trustees shall be conducted at the membership meeting - October of each year on the second Monday following the annual President's Ball. The election shall be conducted by secret balloting. There shall be no nominations on the day of election, no absentee balloting, no voting by proxy, no voting by mail, and no write-in candidates. A process for absentee voting may be approved by the election committee for members who will be absent on election day for compelling reasons, such as pre-scheduled vacation or surgery. Requests for absentee voting must be made at least two weeks prior to the election and approval of the request is at the sole discretion of the election committee.

**Majority Vote.** The candidates with the greatest number of marked valid ballots shall be declared elected. In the event of a tie, a run-off election shall be held immediately. If a member, including the candidate, is not present at the time of the run-off election the run-off election shall proceed without prejudice to the rights of such member, including the candidate who is not present for such run-off election and without prejudice to the run-off candidates. Such run-off election shall be valid and final.

**Uncontested Candidates.** In the event a candidate is unopposed, the Secretary may be instructed to cast a ballot for such election.

**Certification of Election.** Each member of the Election Committee shall sign a statement verifying the results of the election, which certificate shall be given to the Secretary to be entered upon the minutes of the meeting.

**Assume Office.** The newly elected Officers and Trustees shall assume their duties on the first Monday in January following their election.

Disposition of Ballots. The ballots shall be destroyed after the adjournment of the meeting.

Election Committee's Authority to Revolve Disputes. All matters pertaining to the election shall be the responsibility of the Election Committee and its decision on all such matters are final unless otherwise overruled by the membership at such meeting.

**ARTICLE XI**

**ELECTION COMMITTEE**

Section 1: ~~Appointment~~

~~The President shall appoint an Election Committee consisting of three (3) members who are not candidates for any elected office. The President shall appoint one of the three (3) members as Chairperson.~~

Section 2: ~~Duties~~

~~The Election Committee shall perform the following duties:~~

- ~~(a) To prepare ballots, including absent voter's ballots, with the candidates' names in alphabetical order, conduct and supervise the election of Officers and Trustees, No candidate shall be listed on the ballot for more than one office.~~
- ~~(b) To verify the eligibility and the willingness of each candidate to accept nomination for office.~~
- ~~(c) To announce the results of the election.~~

Section 3: ~~Certificate of Election~~

~~Each member of the Election Committee shall sign a statement verifying the results of the election, which certificate shall be given to the Secretary to be entered upon the minutes of the meeting.~~

Section 4: ~~Disposition of Ballots~~

~~The ballots shall be destroyed after the adjournment of the meeting.~~

Section 5: ~~Finality~~

~~All matters pertaining to election shall be the responsibility of the Election Committee and its decision on all such matters are final unless otherwise overruled by the membership at such meeting.~~

**ARTICLE XII**  
**NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES**

Section 1: ~~Nomination~~

~~Nomination of the President, Vice-President, Secretary, Treasurer, and all the Trustees shall be as follows:~~

~~(a) No member shall be nominated from the floor unless (1) present at the meeting when nominations are held and signify willingness to accept such nomination; or (2) if not present at the nominating meeting, submit a written acceptance to be placed in nomination for office.~~

~~(b) No member shall be nominated for more than one office.~~

~~(c) A candidate may withdraw in writing at any time.~~

~~(d) Nominations shall be held on the first and second Mondays following Labor Day in September of each year.~~

Section 2: ~~Election~~

~~(a) Election shall be conducted at the membership meeting in October of each year. The election shall be conducted by secret balloting. There shall be no nominations on the day of election, no absentee balloting, no voting by proxy, no voting by mail and no write-in candidates.~~

~~(b) The candidates with the greatest number of marked valid ballots shall be declared elected. In the event of a tie, a run-off election shall be held immediately. If a member, including the candidate, is not present at the time of the run-off election the run-off election shall proceed without prejudice to the rights of such member, including the candidate who is not present for such run-off election and without prejudice to the run-off candidates. Such run-off election shall be valid and final.~~

~~(c) In the event a candidate is unopposed, the Secretary may be instructed to cast a ballot for such election.~~

~~(d) Written notice of the time, date and place of the election shall be given to each member. The notice of election shall set forth the candidate's name and office for election and be listed in alphabetical order.~~

~~Section 3: Assume Office~~

~~The newly elected Officers and Trustees shall assume their duties on the first Monday after the election.~~

**ARTICLE XIII (renumber as needed)**

**NO DUAL CAPACITY OF OFFICE**

No member shall hold the office of President, Vice-President, Secretary, Treasurer, and Trustee at one and the same time (dual capacity).

**ARTICLE XIV (renumber as needed)**

**STANDING COMMITTEES**

The President may appoint standing committees and other committees for such purposes and with such powers and duties as the President may determine. The President shall appoint the chairperson of the committees and designate the term and members of the committees and may dissolve all committees.

**ARTICLE XV**

**FINANCING AND PROPERTY**

Section 1: Accounting ~~Fiscal~~ Year

The ~~accounting~~ fiscal year shall be a calendar year from January 1 through December 31.

Section 2: Approved Signatures

All checks for the payment of money shall be signed by the President or Vice President and the Treasurer.

Section 3: Contribution, Gifts and Bequests

Contributions, gifts, and bequests may be accepted or rejected by the Corporation in accordance with its policies. Unless otherwise designated by the donor or prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Executive Board.

**ARTICLE XVII** [\(to be renumbered\)](#)

**DISCLOSURE OF CHARITABLE CONTRIBUTIONS**

The Corporation will comply with the substantiation and disclosure requirements relating to charitable contribution to the Corporation, as promulgated by the Internal Revenue Service, including any changes thereto.

It is the policy of the Corporation, for every fund-raising event, to publicize in advance of the event, the fair market value of the benefit received in such a way that the Corporate donor can clearly determine how much is deductible for federal income tax and how much is not.

~~**ARTICLE XVII**~~

[\(moved elsewhere in these bylaws\)](#)

~~**NO DISCRIMINATION**~~

~~The Corporation does not discriminate on account of race, color, religion, sex, or national origin.~~

**ARTICLE XIX** [\(to be renumbered as needed\)](#)

**INDEMNIFICATION OF OFFICERS AND TRUSTEES**

Any person who is made or threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was a trustee, officer, committee member, agent or employee of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the maximum extent authorized by Ohio law.

**ARTICLE XX (to be renumbered as needed)**

**AMENDING CODE OF REGULATIONS**

~~———This Code of Regulations may be amended, changed or repealed upon the written request for such amendment or change with the signatures of at least ten (10) members and presented at a regular or special membership meeting, and read and passed at such regular or special membership meeting by fifty percent (50%) vote in accordance with the voting procedure as set forth in Article VI.~~

These articles may be amended by a majority vote of the membership who are present at the meeting in which the vote takes place. Notice of the proposed changes to these articles will be provided to the members at least 14 days in advance.



ARTICLE \_\_\_\_\_

ADOPTION OF REVISED CODE OF REGULATIONS

This Code of Regulations was revised and submitted to the membership for approval this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ by the following:

\_\_\_\_\_  
Mary DiNofa, President

\_\_\_\_\_  
Connie Rives, Vice President

\_\_\_\_\_  
Barbara Morrissey, Treasurer

\_\_\_\_\_  
Lori Langdon, Secretary

\_\_\_\_\_  
Sally Mettler, Trustee

\_\_\_\_\_  
Bill Layton, Trustee

\_\_\_\_\_  
Paul Miller, Trustee

\_\_\_\_\_  
Charles Fenstermaker, Past President and Member

ARTICLE XX

ADOPTION OF CODE OF REGULATIONS

The Code of Regulations are adopted and approved on this 13th day of October 1995, by the following:

Arthur F. Donnan  
Arthur F. Donnan  
Incorporator

Doris Shaffer  
Doris Shaffer  
Initial Trustee

Thomas L. Kelsey  
Thomas L. Kelsey  
Incorporator

Lawrence DeClark  
Lawrence DeClark  
Initial Trustee

Jan Long  
Jan Long  
Incorporator

Shirley A. Minnix  
Shirley A. Minnix  
Initial Trustee

Elizabeth M. Naughton  
Elizabeth M. Naughton  
Incorporator

Gale Henley  
Gale Henley  
Incorporator

Mary Peterman  
Mary Peterman  
Incorporator

Kathy O'Hearn  
Kathy O'Hearn  
Incorporator

Stanley Moyer  
Stanley Moyer  
Incorporator