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**THE CORPORATE BYLAWS OF  
OHIOANS FOR CONCEALED CARRY  
AN OHIO NON-PROFIT CORPORATION**

**CHARTER 1076090**

*Adopted: 10/16/2016*

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## **Article I. ORGANIZATION**

Section I.1 **Name.** This Organization shall be known as Ohioans for Concealed Carry (the “Organization”). The organization may from time to time register such trade names to be used as the Board shall deem appropriate.

Section I.2 **Purpose.** The Organization shall have such purposes are set forth in its Articles of Incorporation, as amended from time to time.

Section I.3 **Bylaws.** This instrument shall be known The Corporate Bylaws of Ohioans for Concealed Carry, An Ohio Non-Profit Corporation (the “Corporate Bylaws”).

Section I.4 **Powers.** The Organization shall have such powers as are granted by the Ohio Nonprofit Corporation Act (Chapter 1702 of the Ohio Revised Code), by its Articles of Incorporation, and by these Corporate Bylaws.

Section I.5 **Offices.** The principal office of the Organization shall be in Cuyahoga County, Ohio, or at such other place as the Board of Directors may, from time to time, appoint, or as the activities of the Organization may require.

## **Article II. BOARD OF DIRECTORS**

Section II.1 **General Powers:** All of the affairs of the Organization shall be managed and controlled by the Board of Directors (the “Board”), subject to Chapter 1701 & 1702 of the Ohio Revised Code, the Articles of Incorporation, and these Corporate Bylaws. The Board is authorized and empowered to do and perform every act whatsoever which it deems necessary, expedient, or advisable to carry out the purposes of the Organization.

Section II.2 **Number.** The Board is composed of no more than seven and no fewer than three Directors. Each Director serves a three-year term. If the Board decreases in size to two or fewer Directors, the Board may, by unanimous vote of the Directors present at a special meeting called for such a purpose, either amend this Section to authorize a Board of fewer than three Directors, or appoint a Member to fill the unexpired term of any Director who has resigned, died in office, been removed as provided in these Corporate Bylaws, or refused or failed to discharge his or her duties. Any acts taken by the Board pursuant to this Section are valid notwithstanding the lack of a quorum.

Section II.3 **Vacancies.** If any Director shall fail to complete his or her full term, the Board may appoint any Member to fill the vacancy.

Section II.4 **Election and Tenure:** There is created a Nominations and Elections Committee, which shall solicit nominations for the Board, and which shall oversee the election of members of the Board. The Nominations and Elections Committee shall consist of at least one Director and such Members as may be necessary to perform the business of the Nominations and Elections Committee. No person shall serve on the Nominations and Elections Committee while he or she is also seeking nomination or election as a Director, or while he or she has any proposal pending a vote at the next Annual Meeting of the General Membership.

(4.a) Nominations for the Organization's Board shall close forty-five days prior to the Annual Meeting of the General Membership.

(4.b) The election of Directors shall take place at the Annual Meeting of the General Membership, notice of which shall be given to the General Membership at least ninety days in advance of such meeting.

(4.c) Elections shall be by electronic/online voting. A paper ballot option, directed to whatever mail handling service the organization may choose to retain, shall be provided for those who do not wish to vote online. Ballots will be counted by a member of the Board who is serving on the Nominations and Elections Committee, and any candidate or person who has a proposal pending before the Membership shall have the opportunity to observe the tabulation.

(4.d) Directors shall begin service upon certification of the election results to the Board at the Annual Meeting of the General Membership.

Section II.5 **Resignation.** Any Director may resign by submitting his or her resignation to the President, and the resignation shall be effective immediately without the necessity of acceptance of such resignation.

Section II.6 **Emeritus Directors.** Any individual who has served more than two complete terms as a Director is entitled to emeritus status and shall serve on the Board in perpetuity and without the need to stand for re-election. An Emeritus Director shall be entitled to attend, speak, and vote at the Annual Meeting and all meetings of the Board of Directors, and shall not be removed except upon two-thirds supermajority vote of the Members of the Organization. An Emeritus Director shall not count toward the total number of Directors. This section may not be modified or amended except as defined in section X.1.b.

Section II.7 **Removal.** Any Director may be removed from office for for any reason, by unanimous vote of the entire Board, not including the Director whose removal is under consideration. The Board of Directors shall notify any Director being considered for removal about the meeting where it is to be considered. The Director being considered for removal shall have the right to address the Board of Directors at that meeting prior to the vote.

Section II.8 **Waiver of Elections.** The Board may waive the requirement for any election if all candidates for the Board are running unopposed for a seat on the Board, and if there are no proposals to be submitted to the Membership.

### **Article III. ARTICLE THREE: MEMBERS**

Section III.1 **Members.** Any natural person who regularly pays dues prescribed by the Board is a Member of the Organization. Members have the right to attend and speak at the Annual Meeting of the General Membership and other regular or special meetings of the General Membership, to serve on regular or ad hoc committees established by the Board, seek election to the Board, and submit proposals to the Board. The “General Membership” consists of the entire body of Members in good standing.

Section III.2 **Voting Members.** Any Members who is over the age of eighteen years, and who has paid the dues prescribed by the Board for the preceding twenty-four months, is a Voting Member who is additionally entitled to vote at the Annual Meeting of the General Membership and other regular or special meetings of the General Membership. In individual cases, the Board has discretion to waive any prerequisite for a Member to be deemed a Voting Member.

Section III.3 **Honorary Members.** The Board has discretion to designate any person or entity an Honorary Member of the Organization in recognition of the person or entity’s special service to the Organization, or to the mission of the Organization. Any Honorary Member need not pay dues, but is not entitled to a vote unless the Honorary Member is also a Voting Member, as set forth above.

### **Article IV. ARTICLE FOUR: MEETINGS**

Section IV.1 **Annual Meetings.** There shall be a minimum of two meetings each calendar year: the Annual Meeting of the Board and the Annual Meeting of the General Membership. Both meetings are regular meetings of the Board, and the latter is the only required annual meeting of the General Membership.

Section IV.2 **Timing:** The Board shall cause notice of the date, time and location of the Annual Meeting to be announced to each Director not fewer than twenty-eight days in advance of such meeting. The Board shall cause notice of the date, time, and location of the Annual Meeting of the General Membership to be announced to the Membership not fewer than ninety days in advance of such meeting. If a special meeting of the Board, or of the Members, is necessary, the President shall cause notice of such meeting to be given to all appropriate parties by any means reasonably calculated to communicate the date, time and place of such meeting, and the business to be conducted, as early in advance of such special meeting as possible.

Section IV.3 **Notice.** Any notice with respect to any meeting of the Board or the General Membership shall be given on the organization's website or by electronic mail to the recipient’s last known email address. Any individual’s attendance at a meeting constitutes waiver of notice of the meeting unless the member attends for the exclusive purpose of objecting to the transaction of business because the meeting was not lawfully called.

Section IV.4 **Quorum.** A majority of the Board shall constitute a quorum for any meeting of the Board or the General Membership. No business shall be conducted unless a quorum is present at the beginning of any meeting.

Section IV.5 **Action by Unanimous Written Consent.** Any decision which may be made at a meeting of the Board may occur without a meeting if consent in writing setting forth the action so taken is signed by all Directors. A writing sent by electronic mail in accordance with the notice provisions of these Corporate Bylaws, which affirmatively states the action to be taken, and which is returned by the Director indicating a member's approval or disapproval of the matter, shall be deemed to be writing for purpose of determining consent of a Director as set forth in this Section. Any writing or writings so filed shall be entered upon the records of the Organization.

Section IV.6 **Remote Attendance.** Any Director may appear and participate in any meeting of the Board or the General Membership by appearing in person at the appointed date, time, and location, or by the use of any technology which permits the Director to simultaneously hear and speak with the other Directors. Without limitation, this Section includes attendance by telephone and videoconference.

Section IV.7 **Proxies.** Proxies are not permitted, except that a Voting Member may, at the discretion of the Nominations and Elections Committee, submit a proxy ballot for the election of any Director, or to cast a vote on any proposal to be considered at the Annual Meeting of the General Membership.

Section IV.8 **Minutes.** The official minutes of meetings of the Board and the General Membership shall be recorded by the Secretary for safekeeping. Copies of the minutes of any meeting shall be prepared promptly after each meeting and distributed to all attendees who request the same. The Secretary may appoint a designee to perform this duty at any meeting the Secretary cannot attend.

Section IV.9 **Confidentiality.** Meetings of the Board shall be confidential, except that the Board may invite any person whose attendance is deemed necessary or useful to conducting the business of the Organization. Meetings of the General Membership are open to the public unless a majority vote of the Voting Members present requires the meeting to be held in confidence, and provided a confidential meeting is practical.

Section IV.10 **Meeting Requests.** A special meeting of the Board shall be convened at the President's discretion, or within thirty days of a request made by any two Directors.

## **Article V. ARTICLE FIVE: OFFICERS**

Section V.1 **Titles.** The officers shall consist of President, Vice-President, Secretary, and Treasurer. The Board may create such other officers and assistant officers as may be deemed necessary, and whose titles and authority shall be set forth by appropriate resolutions, and who shall serve for not more than one year without re-appointment.

Section V.2 **Election.** Corporate officers are elected by majority vote of the Board at the Annual Meeting of the Board. Each corporate officer must be a Director unless the Board directs otherwise by appropriate resolution. The President must be a Director.

Section V.3 **Removal.** Corporate officers may be removed with or without cause by a majority vote of the Board.

Section V.4 **President of the Board.** The President shall preside over all meetings of the Board and the General Membership, and shall have general supervision over all of the business affairs of the Organization. The President's powers include, without limitation:

- (4.a) Acting as the representative of the Organization to the public, to government agencies, and other voluntary organizations;
- (4.b) Assuring that the Board fulfills its responsibilities for the governance of the Organization;
- (4.c) Partnering with the Executive Director, if any, to achieve the mission of the Organization;
- (4.d) Presenting policy proposals to the Board;
- (4.e) Steering long-range planning;
- (4.f) Assigning overall responsibility for the management of the Organization;
- (4.g) Hiring employees and agents, with the advice and consent of the Board;
- (4.h) Reporting to the Board on the performance of the Organization; and
- (4.i) Acting as spokesperson for the Organization.

Section V.5 **Vice-President.** In the absence of the President or if the President is unable to act, the Vice-President shall discharge the duties of the President. Unless he or she is a candidate for re-election to the Board, or is the proponent of any proposal to be considered at the Annual Meeting of the General Membership, the Vice-President shall serve as chair of the Nominations and Elections Committee. The Vice-President shall also perform such other duties as may, from time to time, be assigned to him or her by the President.

Section V.6 **Treasurer.** The Treasurer shall, subject to the direction of the Board, oversee monthly and annual reports of the financial condition of the Organization and report the same to the Board at each meeting. The Treasurer shall also perform all duties incident to the office of the Treasurer and such other duties as may, from time to time, be assigned to him or her by the President.

Section V.7 **Secretary.** The Secretary shall, subject to the Board's direction, keep the minutes of meetings and other corporate records in one or more books provided for that purpose, ensure that the minutes of all meetings of committees are prepared and filed with the records, ensure that all notices are timely given in accordance with these Corporate Bylaws and federal, state, and local law. The Secretary shall also perform such other duties as may, from time to time, be assigned to him or her by the President.

## **Article VI. ARTICLE SIX: EMPLOYEES & AGENTS**

Section VI.1 **Executive Director.** The Board may appoint an Executive Director, who shall execute the policies of the Board and perform such other functions as the Board may assign to him or her. The Executive Director shall have that authority delegated to him or her, and shall receive such compensation as set forth in the resolution appointing him or her to the position of Executive Director.

Section VI.2 **Other Employees.** With the advice and consent of the Board, the President shall hire such other employees and agents as he deems desirable, shall fix their compensation, and shall terminate employees and agents as the need arises. The President may delegate his authority to the Executive Director with the unanimous consent of the Board. Any authority delegated pursuant to this Section shall not persist for more than one year, but may be renewed by an affirmative vote of the Board.

## **Article VII. ARTICLE SEVEN: INDEMNITY**

Section VII.1 **Qualifications.** The Organization shall indemnify each person who is or was a director, member of the Board, officer, employee or agent of the Organization against any and all liability and expenses, damages, losses, and costs that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with an appeal relating thereto, or in which he or she may become involved as a party or otherwise, by reason of his or her being or having been a director, trustee, officer, employee, or agent of the Organization, or by reason of any past or future action taken in his or her capacity as a director, trustee, officer, employee, or agent, whether or not he or she continues to be such at the time such liability or expenses are incurred, provided such person acted in good faith and in what he or she reasonably believed to be in, or not opposed to, the best interests of the Organization and, in the case of any criminal action or proceeding, has no reasonable cause to believe that his or her conduct was unlawful.

(1.a) As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, attorney's fees and disbursements, court costs, judgments, fines or penalties, or any amounts paid in settlement by a director, trustee, officer, employee or agent, other than amounts paid to the Organization itself.

- (1.b) The termination of any claim, suit, action or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction, or upon a plea of guilty or nolo contendere, or its equivalent, shall not create a presumption that the director, trustee, officer, employee or agent did not meet the standards of conduct set forth in this Section.
- (1.c) Notwithstanding anything to the contrary herein, no indemnification shall be made in respect of any claim, issue or matter as to which such director, trustee, officer, employee or agent shall have been adjudged by the express terms of a judgment rendered in the final determination of the merits in such action to be liable for recklessness or willful or wanton misconduct in the performance of his or her duty to the Organization, unless, and only to the extent, that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, and in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such Court shall deem proper.
- (1.d) Any rights to indemnification hereunder shall not be deemed exclusive of any other rights to which a director, trustee, officer, employee, or agent may be entitled under the Articles of Incorporation of the Organization, this Code of Regulations, any agreement with the Organization, any insurance purchased by the Organization, the vote of the Board, or otherwise.

Section VII.2 **Liability Insurance.** The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, member of the Board, officer, employee or agent of the Organization, against any liability asserted against him or her and incurred by such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under the other Sections of this Article.

**Article VIII. ARTICLE EIGHT: FINANCIAL PROCEDURES**

Section VIII.1 **Accounting.** The Organization’s financial books shall be kept in the manner prescribed by the Treasurer subject to the review and approval of the Board.

Section VIII.2 **Contracts.** Any contractual agreements, notes, deeds, and other legally binding papers or instruments involving the Organization or agents of the Organization must be reviewed by the board. Approval of such binding agreements requires a majority vote by the Board.

Section VIII.3 **Checks and Drafts.** The Board shall review all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Organization for the amount of \$500 or more.

**Article IX. ARTICLE NINE: MEMBER PROPOSALS:** Any Member of the Organization may submit any lawful proposal to the Board of Directors.

**Article X. ARTICLE TEN: AMENDMENT OF BYLAWS**

Section X.1 **By the Board.** The Board may amend all or part of these Corporate Bylaws by:

- (1.a) Adopting any Director’s proposal by the affirmative vote of two-thirds of the Board; or
- (1.b) Referring any proposal passed by a majority of the Board to the General Membership, provided the proposal is affirmatively approved by two-thirds of the Voting Members in attendance at a regular meeting, special meeting called for the purpose of voting on the proposal, or by two-thirds of the membership responding to an electronic ballot.

Section X.2 **By a Member.** Any Member may submit a proposal to amend all or part of these Corporate Bylaws. The proposal shall be delivered to the President by certified mail, and shall include a petition in support that is signed by no fewer than fifty Members (excluding the proponent) and reflects each signatory’s name, address, and telephone number. Upon receipt, the President shall communicate the contents of the proposal to the entirety of the Board of Directors.

**CONSENT AND WAIVER**

The undersigned, being the Directors of OFCC hereby consent to the above actions by written consent and without the actual holding of a meeting, waiving notice of the time, place, and purpose thereof; and by their signature affixed hereto, do hereby ratify, confirm, approve and adopt the actions set forth in the official transcript hereinabove.

DATE \_\_\_\_\_

\_\_\_\_\_  
Sign

Print \_\_\_\_\_