

The *Code of Regulations* is intended to set a framework for operation of the organization. In case of conflict between the *By-Laws* and the *Articles of OFHM*, the *Articles* shall prevail.

ARTICLE I: Organization and Scope

Section 1: The organization known as the Ohio Fallen Heroes Memorial, Inc. ("OFHM") was founded in July 2005, and the physical memorial (the "Memorial") is located in Sunbury, Ohio.

Section 2: The purpose of the organization is to honor Ohio's Fallen Heroes who have died in the global War on Terrorism since September 11, 2001, by constructing, and raising funds to maintain a permanent memorial located in Sunbury, Ohio, as permitted by the laws of the State of Ohio, and by section 501 (c) of the IRS or the corresponding section of any future federal tax code.

ARTICLE II: Membership

Section 1: Admission of Members:

Membership is open to all subject to the following. All applications for membership shall be made in writing on such forms as approved by the Trustees, and must be endorsed by at least one (1) Member of OFHM. All Members must be notified of the application and the name, place of residence, occupation, and other relevant information as deemed appropriate by the Board of Trustees. Upon receipt of application, the Secretary shall conduct such investigation as is ordered by the Board and provide a report regarding such member applicant at the next, regularly scheduled meeting. Prospective members must attend a regular meeting, and shall be proposed by one (1) member in good standing by a motion to accept his/her membership, the motion must then be seconded by another member in good standing. A majority vote by the committee is required to accept the prospective member to OFHM.

A list of member applicants shall be maintained by the Secretary and be available to all current Members upon request. No applicant member convicted of a felony or any act of moral turpitude shall be admitted as a Member. Based upon the report of the Secretary, the Board of Trustees shall approve membership of the Member at the next, regularly scheduled meeting of OFHM upon payment of any fees or dues as determined by the Officers and Board of Trustees of OFHM. A Member may resign at any point in time.

Section 2: Member Resignation

A member's resignation shall be effective immediately upon receipt of written notification.

Section 3: Records or documents obtained by members, Officers or Trustees

Any records, information or documents obtained on behalf of the OFHM by any member, Officer or Trustee of the OFHM shall be the sole property of the OFHM and must be returned or turned over after resigning and/or after their term in office.

Section 4: Honorary Membership

Upon recommendation by a member in good standing and a majority vote of the regular members an honorary member may be accepted to the OFHM for rendering notable service to

the OFHM. An honorary member shall not be required the same obligations as a regular member and will not have voting rights or will not be able to hold any offices within OFHM.

Section 5: Membership Book:

OFHM shall maintain a *Membership Book* which shall contain the name, mailing address, and e-mail address of each and every Member of the OFHM and the date of the Member's admission to membership. Only Members whose names are reflected in the *Membership Book* will be entitled to vote on any matter properly submitted to the Members for their vote, consent, waiver or action. Members can be added to or deleted from the *Membership Book* at any OFHM meeting. Only Members reflected in the *Membership Book* and otherwise in good standing shall be entitled to vote on any matter brought before the OFHM.

ARTICLE III: Meetings

Section 1: Meetings:

- a. OFHM will hold an annual meeting on the (2nd) Tuesday of November each calendar year for the purpose of electing Trustees and other Officers, and for the purpose of considering other OFHM business. The annual meeting shall be held at a location to be determined by the Board of Trustees and the President.
- b. Regular meetings shall be conducted on the second (2nd) Tuesday of each month at 7:00pm, except when a conflict such as a holiday, or notice by trustees that would prevent a quorum. In such cases the entire committee must be notified a minimum of 24 hours in advance or said meeting, with a preference of 3 or more days advance notice. Regular meetings will be held no less than seven (7) times per calendar year. The annual meeting referenced in the preceding above shall count as one of the seven (7) regular meetings per calendar year.
- c. Special meetings may be called by: the President or in the case of the President's absence or disability the Vice President; a majority of the members of the Board of Trustees and held only after a seven (7) day written notice to all members of the OFHM.
- d. All meetings of the OFHM shall follow Roberts Rules of Order.

Section 2: Notice of Meetings:

Written notice of the annual meeting and special meetings shall be provided to Members by e-mail at least seven (7) days but no more than twenty four (24) days before such meeting. Proof of e-mail delivery is adequate proof that the Member received notice. Any Member at a meeting may waive in writing notice of a meeting.

Section 3: Quorum:

Any regular or special meeting shall require two thirds (2/3) or four (4) of the elected Officers/Trustees of the OFHM to be present at a meeting to conduct any formal business. In the event that there is not a quorum the meeting must be adjourned to a different date and time or until the next regularly scheduled meeting.

Section 4: Voting

1. **Eligibility to Vote:** All members in good standing are entitled to one (1) vote. To be considered a member in good standing you shall attend two (2) out of (7) regular meetings of the OFHM. A member shall receive credit for the above clause for attending Public Affairs/Special Events or Gold Star Committee meetings and any special meeting called by the Officers of the OFHM. In order for members to elect officers and Trustees they shall attend no less than (2) two regular committee meetings a calendar year.
2. **Voting Procedure for Elections:** At the annual meeting described in Section 1(a), each elected position to be voted upon shall be filled by a separate election, held in the following order: President, Vice President, Secretary, Trustee(s). Candidates shall be nominated prior to the vote for each position, and nominations may be made by any Member, or by the candidate on their own behalf. Each separate election may include candidates who were previously nominated for, but not elected to, another position. By way of illustration, a candidate nominated for, but not elected President, may subsequently be nominated and elected as a Trustee.

Section 5: Proxy Voting

Proxy voting shall be permitted if proper documentation as determined by the Board of Trustees and the Officers of the OFHM has been submitted to the President and or designee in writing prior to the vote and must attend the meeting prior to said vote.

ARTICLE IV: Board of Trustees

Section 1: Board of Trustees:

1. **Authority:** All authority of the OFHM shall be exercised by the Board of Trustees, the President and Vice President. The Trustees shall be responsible for all funds of the OFHM. The Trustees shall perform duties in good faith and in a manner which the Trustee believes is reasonably consistent with the interest of the OFHM and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Individual Trustees do not have any authority; it shall take a majority vote of the Officers and Trustees at a regular/and or special meeting to make decisions on behalf of the OFHM. Any decision made by the Trustees may be vetoed by the President of the OFHM, if a decision is vetoed it shall be put to a vote by the general membership for consideration at the next scheduled or special meeting. All members shall be notified in writing that a veto has occurred, the details of the decision overturned and the date/time of the meeting for the vote not less than ten (10) days prior to the meeting.

A Trustee shall not be liable to the OFHM for any damages for action of the Trustee as it affects the OFHM unless it is established by clear and convincing evidence in a court with jurisdiction that the act or omission of the Trustee was undertaken with intent to cause injury to the OFHM or was undertaken with a reckless disregard for the best interest of the OFHM.

2. **Election and Term of Trustees:** The Board of Trustees shall consist of three (3) Trustees who shall serve for a period of two (2) years or until removed by the membership, with cause, by a majority vote. Election of Trustees shall occur at the annual meeting of the OFHM in November of each year. Two Trustees shall be elected on even years and one elected on odd years. Trustees shall be selected from current Members in good standing. Trustees shall be elected by a majority vote of the Members. Vacancies in the Board of Trustees shall be filled at the next regular meeting of the OFHM for the unexpired term of any Trustee who dies, resigns, or otherwise creates a vacancy in office. Any Trustee removed by a majority vote of the membership shall be replaced for the unexpired term as indicated above.
3. **Meetings of the Officers and Trustees:** The Board of Trustees shall meet as needed on the second (2nd) Tuesday of the month. All Officers and Trustees shall receive notice of any regular or special meetings of the Board. Notice of special meetings shall be provided at least ten (10) days in advance of such meeting. A majority of the Board must be present to conduct business of the Board. The Board shall maintain *Minutes* of their regular or special meetings. All meetings are open to the public.
4. **Duties of the Board of Trustees:** The Board shall accomplish such activities as are necessary to manage the affairs of the OFHM. At a minimum, the Board of Trustees shall:
 - a. Approve an *Operating Budget* for the next fiscal year and submit it to the Officers of the OFHM.
 - b. At regularly scheduled meetings, approve the financial transactions of the OFHM for the prior month.
 - c. Make provision for the appointment of Special Officers for the OFHM including the Site Manager, Auditor, Treasurer, Attorney, Chaplain and such other Special Officers of the OFHM as the Board and Officers of the OFHM shall agree. Appointment of Special Officers must be ratified by a majority of a quorum of the Board of Trustees and all other Officers of the OFHM.

Section 2: Board of Trustees Vacancies

When a vacancy exists on the Board of Trustees nominations for new Trustees must be received by the President or Vice President no later than fourteen (14) days in advance of the next regularly scheduled meeting. All members must be notified in writing immediately after a resignation letter is received and shall be given ample time to nominate a member in good standing for the vacated position.

Section 3: Resignation/removal of Trustee for unexcused absence

Resignations, terminations and absences of the Board of Trustees shall be received in writing to the President. Any Board member shall be dropped if he/she has two (2) unexcused absences in one (1) calendar year. A board member may be removed with cause by $\frac{3}{4}$ of members voting.

ARTICLE V: Officers

Section 1: Officers

The Officers of the OFHM shall consist of the President, Vice President, Treasurer and Secretary. The Officers of the OFHM shall be elected in the same manner and serve for the same term as members of the Board of Trustees. The election of the President shall be held on

odd years and shall be a two year term, the Vice President and Secretary Election shall be held on even years and shall be two year terms as well. The Treasurer shall be appointed by the Trustees. Officers may be removed from office and vacancies shall be filled utilizing the same procedure as that utilized for the Board of Trustees.

- a. **President and Vice President:** The President shall preside at all meetings of the Members and Trustees. The President shall have general supervision, management, control and oversight of the business of the OFHM subject to the *By-Laws, Articles of OFHM* and subject to any other written orders of the Board of Trustees. In general the President shall perform all duties necessary and instant to the Office of President necessary to manage the day to day affairs of the OFHM. In his/her absence or inability to act, the Vice President shall discharge the duties of the President and perform such other duties as may be determined by the Board of Trustees.
- b. **Secretary:** The Secretary shall not be considered a member of the governing body of the OFHM but shall have the same voting right as regular members in good standing. The Secretary shall keep topical minutes and records of all meetings of the Members and of the Board of Trustees, record attendance and maintain the official membership roster of the OFHM. The minutes from each meeting shall be distributed via email by the Secretary to all members present at the meeting where the minutes were taken not less than one (1) week prior to the next regularly scheduled meeting. The minutes will be considered in draft form until approved by a majority vote of the members present at the meeting where the minutes were taken. If any member that was present at the meeting where the minutes were taken has a dispute or correction to be made the corrections must be brought forward at the regular scheduled meeting prior to approval. Once the minutes are approved by a majority vote they shall be considered a public document and will be the official record of the meeting. The Secretary shall accomplish such other duties as directed by the Board of Trustees or the President. All records of the OFHM shall be made readily available to all members of the Board of Trustees and any other Officers. Records may similarly be made available to Members upon ten (10) days advance, written notice. The records of the OFHM are confidential and will not be released to any third parties without approval of the Board of Trustees and Officers by a majority vote.

ARTICLE VI: Indemnification of Trustees, Officers and Members from Any Financial Loss

Every Officer, Trustee, employee, agent, volunteer, Special Officer, or any other employee, independent contractor, or volunteer associated with the OFHM serving at the request of the OFHM shall be indemnified for his or her activities provided such individual has acted in good faith, in the best interest of the OFHM, in accordance with the terms of his or her engagement with the OFHM.

ARTICLE VII: Amendments

Members of the meeting held for such purpose may amend these *By-Laws* provided a quorum is present and a majority adopts such changes. Amendments to these *By-Laws* shall require three (3) readings prior to being approved.

ARTICLE VIII: Committees and other miscellaneous positions

Section 1: Public Relations Committee

The Public Relations committee shall be a regular subcommittee of the OFHM and shall meet no less than two (2) times a year. The chairperson of the committee shall be appointed by the Officers/Trustees of the OFHM and the chairperson and/or designee shall be responsible for reporting all activities and finances of the committee to the Officers of the OFHM at the regular meetings of the OFHM. Meetings may be called as the chairperson deems necessary. Attendance and topical minutes shall be recorded at each meeting. A co-chairperson, having all powers and responsibilities as the Chairperson, may be appointed by the Officers/Trustees of the OFHM.

Responsibilities of the Chairperson of the Public Relations committee shall include, but are not limited to: serving as Spokesman and/or Media Representative for the OFHM, conducting all media relations, drafting and issuing press releases, maintaining social media accounts (Facebook, Twitter, etc.), overseeing the OFHM website, and pursuing speaking opportunities for Officers/Trustees of the OFHM. All inquiries made by the media are to be referred to the Chairperson, and individual Members are to coordinate all media communications with the Chairperson.

Section 2: Fundraising Committee

The Fundraising Committee shall be a regular subcommittee of the OFHM and shall meet no less than two (2) times a year. The chairperson of the committee shall be appointed by the Officers/Trustees of the OFHM and the chairperson and/or designee shall be responsible for reporting all activities and finances of the committee to the Officers of the OFHM at the regular meetings of the OFHM. Meetings may be called as the chairperson deems necessary. Attendance and topical minutes shall be recorded at each meeting. A co-chairperson, having all powers and responsibilities as the Chairperson, may be appointed by the Officers/Trustees of the OFHM.

All fundraising on behalf of the OFHM shall be overseen by the Chairperson of the Fundraising Committee. The Chairperson is responsible for organizing and overseeing all fundraising activities of the OFHM, as well for developing a long-term plan for the continued financing of the Memorial and its future projects. These duties include, but are not limited to, organizing fundraisers, seeking donations and financial sponsors, and overseeing the development of fundraising goals for the OFHM. The Chairperson is the primary contact for outside parties/individuals seeking to raise money or sponsor events on behalf of the OFHM. The Chairperson shall make recommendations to the Officers/Trustees for consideration/approval of such requests. The Chairperson shall be the contact person for all OFHMs and members of the public interested in donating to the OFHM, and shall be the designated person to coordinate all public and corporate presentations regarding the OFHM. The Trustees shall submit the annual operating budget of the OFHM to the chairperson of this committee.

Section 3: Special Projects Committee

The Special Projects Committee shall be a regular subcommittee of the OFHM and shall meet no less than two (2) times a year. The chairperson of the committee shall be appointed by the Officers/Trustees of the OFHM and the chairperson and/or designee shall be responsible for initiating and overseeing new projects and initiatives of the OFHM. Meetings may be called as

the chairperson deems necessary. Attendance and topical minutes shall be recorded at each meeting. A co-chairperson, having all powers and responsibilities as the Chairperson, may be appointed by the Officers/Trustees of the OFHM.

Responsibilities of the Chairperson of the Strategic Planning committee shall include, but are not limited to: interacting with community groups and leaders, as well as public officials, to the extent necessary to gain further recognition and exposure for the OFHM and its mission; creating new ideas and pursuing new opportunities to promote and raise awareness of the Memorial, and any other such new projects which are approved and authorized by the Officers/Trustees of the OFHM.

Section 3: Gold Star Family Committee

The Gold Star Family Committee Chairperson shall be appointed by the Officers and Trustees of the OFHM and shall be responsible for obtaining contact information for all Gold Star families; this information shall remain confidential and will be the sole property of the OFHM. The contact information is to be maintained in an electronic database, and, to the extent possible, shall include e-mail addresses for all Gold Star families. The Chairperson and/or designee will be the contact person for the Gold Star families and shall be responsible for sending out any pertinent information/events regarding the OFHM. The Gold Star Liaison shall be responsible for maintaining a current list of Ohio Fallen Heroes killed in action during combat operations or who may be missing in action. This information shall be shared with the webmaster to keep the website up to date. A co-chairperson, having all powers and responsibilities as the Chairperson, may be appointed by the Officers/Trustees of the OFHM.

Section 4: 9/11 Event Coordinator

The 9/11 Event Coordinator shall be appointed by the Officers and Trustees of the OFHM, and shall be responsible for overseeing the planning and logistics of the annual 9/11 event. In the event of a vacancy in the position, such vacancy shall be filled no later than March 1 of each calendar year; however, nothing in this section shall be construed to require that the position be reappointed each year.

The Coordinator's duties shall include, but are not limited to, selecting speakers for the event, coordinating with the uniformed services for their participation, obtaining all necessary equipment, and setting the program itinerary. The Coordinator shall work closely with the Public Relations and Fundraising Chairpersons, as well as the Gold Star Liaison, in planning the event, but is not responsible for duties otherwise delegated to those Regular Subcommittees. The Coordinator shall be responsible for reporting all activities, and finances incurred pursuant to his/her duties, to the Officers of the OFHM at the regular meetings of the OFHM.

Section 5: Site Manager

The Site Manager shall be appointed by the Officers and Trustees of the OFHM and shall oversee all maintenance/landscaping/additions of the Memorial site and shall be responsible for ordering the markers for the fallen. The Site Manager shall be given an annual budget by the Trustees to perform his/her responsibilities.

Section 6: Treasurer

The Treasurer shall be a member in good standing and shall be appointed by the Officers and Trustees of the OFHM. The Treasurer shall have general supervision of all finances including maintaining banking relationships and accounts for the OFHM and payment of all invoices

associated with the OFHM's business. The Treasurer shall at a minimum provide monthly *Accounting Reports* at membership meetings and by the request of the Trustees at any time. The Treasurer shall accomplish such additional duties as are directed by the Board of Trustees and/or the President.

Section 7: Auditor

The Officers are empowered to hire or assign an Auditor to audit all accounts and financial records of the OFHM on an annual basis and as required by law. The Auditor need not be a member of the Committee.

Section 8: Strategic Planning Committee

The strategic planning committee will be a regular subcommittee of the OFHM and shall meet no less than two (2) times per year. The chairperson and members of the subcommittee shall be appointed by the Officers/Trustees of the OFHM and be responsible for the development of a strategic plan for the organization and review of the implementation and execution of that plan as may be required by the Officers/Trustees. A report of the status of strategic planning activities will be presented to the Officers/Trustees annually.

Section 9: Special Committees

To the extent that certain necessary duties and their supervision are not already delegated to the Regular Subcommittees, the Officers of the OFHM may form a special committee to fulfill those duties. The terms of the committee shall be at the discretion of the Officers and Trustees of the OFHM and the duties shall be established and reviewed by the Officers and Trustees. The chairperson of the committee shall be appointed by the Officers of the OFHM and he/she shall be responsible for reporting all activities and finances of the committee to the Officers of the OFHM at the regular meetings of the OFHM. Meetings may be called as the chairperson deems necessary. Attendance and topical minutes shall be recorded at each meeting.

ARTICLE IX: Salaries

No compensation shall be paid to any Officer, Trustee or member of the OFHM for their services except when traveling for OFHM business. Travel expenses covered would include mileage, lodging and meals upon verified return of receipts and approval by the Trustees of the OFHM in advance.

The Officers and Trustees may hire and fix the compensation of any and all employees which they deem necessary for the conduct of the business of the OFHM.

ARTICLE X: Conduct and Ethics

Section 1:

Any member, Officer or Trustee of the OFHM that abuses his/her authority and is guilty of misconduct or disrespect toward any member of the OFHM or any member of the public may be removed as a member of the OFHM by a majority vote of the membership present at the meeting providing that:

1. Complaints brought against the member, Officer or Trustee is in writing.
2. Complaints must be on file with the Secretary no less than fourteen (14) days prior to vote being taken.

3. A copy of the complaints shall be served to the accused member, Officer or Trustee by certified mail at least ten (10) days prior to any vote being taken.

Section 2:

Any member, Officer and Trustee whose actions may damage the reputation or image of the OFHM shall be brought before the Officers and Trustees and in certain instances the members of the OFHM who shall decide any disciplinary action that may or may not be taken.

Section 3:

Any charges which are filed against a member shall be dropped after sixty (60) days providing no action has been taken.

Article XI: Criteria for Placing Markers

Section 1: Definition of "Ohioan"

The stated purpose of the Memorial is to honor Ohio's Fallen Heroes. In keeping with this purpose, the OFHM must take reasonable steps to ensure that only service members from Ohio are honored with markers. Therefore for purposes of inclusion in the Memorial,

- a. An official Department of Defense casualty notice listing the service member as being from Ohio creates a strong presumption that the service member is, in fact, an Ohioan. However, this presumption may be rebutted by clear and convincing evidence to the contrary which demonstrates the service member did not consider Ohio to be his or her home state. Where such contrary evidence strongly outweighs the presumption created by Department of Defense records, a service member will not be included in the Memorial. However, absent clear and convincing evidence that Ohio was not the service member's home, the service member shall be honored with a marker.
- b. The OFHM will also consider inclusion in the Memorial for service members not listed by Department of Defense as a resident of Ohio when the OFHM receives information and evidence that the service member was, in fact, an Ohioan. Evidence suggesting a service member was an Ohioan includes, but is not limited to, an Ohio hometown, significant periods of domicile within the state, graduation from a high school within Ohio.

Section 2: Definition of "died in the Global War on Terrorism"

For purposes of inclusion in the Memorial, a service member has "died in the Global War on Terrorism" when they have died in the line of duty while fighting the War on Terrorism. For purposes of this Memorial, "in the line of duty" has the same meaning as used by the Department of Defense.

In situations arising under Section 1(a), Section 1(b), or Section 2, the Officers of the OFHM shall review all evidence. Where ambiguity exists, the Officers of the OFHM shall put the question of whether a service member is to be included in the Memorial to a majority vote of the Committee. Prior to the vote, Members of the Committee shall be given an opportunity to debate the question.

ARTICLE XII: Miscellaneous

Section 1: Representation of the Ohio Fallen Heroes Memorial

No one shall represent the OFHM at events or use the OFHM name in connection with a fundraising effort without permission from the President of the OFHM.

Section 2: Accounting Year

The OFHM shall use a calendar year basis for its accounting period.

Section 3: Debt

The OFHM may incur such debt as is necessary from time to time to operate the affairs of the OFHM. The President may incur debt on behalf of the OFHM, the principal amount of which shall not exceed five hundred dollars (\$500.00) per month. Any debt incurred in behalf of the OFHM in excess of five hundred dollars (\$500.00) but less than five thousand dollars (\$5,000.00) must be approved by both the President and the Board of Trustees. Any debt in excess of five thousand dollars (\$5,000.00) must be approved by the Board of Trustees, the President and a majority of the Members constituting a quorum at a meeting held to address this issue except that the majority of the Members present constituting a quorum at a meeting called for the purpose of incurring debt may override the decision of the Board of Trustees and President.

Section 4: Sale or Disposition of Assets:

The President may approve the sale or disposition of assets under five hundred dollars (\$500.00).

The President with the approval of the Board of Trustees may approve the sale or disposition of assets up to five thousand dollars (\$5,000.00). Any sale or disposition of assets in excess of five thousand dollars (\$5,000.00) shall be approved by the Board of Trustees, the President and a majority of the Members constituting a quorum at a meeting called for the purpose of addressing the issue of sale of assets except that three fourths (3/4) of the Members constituting a quorum present at a meeting to address the issue of sale of assets may override the decision of the Board of Trustees and President. In no event may the OFHM change its name; merge with another entity; sell or dispose of a majority of its assets such that the OFHM would cease to do business; incur a debt secured by assets of the company as collateral in excess of five thousand dollars (\$5,000.00) without the approval of three fourths (3/4) of the Members of the OFHM constituting a quorum at a meeting called for the purpose of addressing these issues. The OFHM does not need the approval of any court for the sale or disposition of its assets provided the OFHM acts in accordance with the *By-Laws*.

Adopted this ____ day of July, 2017.

Membership vote on By-Laws: