

Central Ohio Professional Educational Council, Inc.  
(COPEC)

By-Laws  
Date Approved – 10-11-2013

Article I.: General Purpose

COPEC's mission is to help improve the quality of life for Central Ohioans through adult workshops and educational seminars. Our goal is to provide a safe and ethical educational environment for organizations to make available to their members and employees. This organization shall be known as Central Ohio Professional Council, Inc.

Article II. Board of Trustees

2.1 **General Powers**

The powers of this Corporation shall be exercised, its business and affairs conducted and its property managed under the direction of the Board, except as otherwise provided by the laws of the State of Ohio or by this Code of Regulations.

Board Members shall have the rights and privileges of members conferred under the laws of the State of Ohio, except that no person shall have the right or privilege as a Trustee, if that person ceases to be or otherwise is not then a member.

2.2 **Number and Term of Office**

The number of Board Members shall not be less than five or more than seven. The number of Board Members may be fixed or changed at a meeting called for the purpose of electing Board Members at which a quorum is present, only by the affirmative vote of not less than a majority of the Board Members which are represented at the meeting in person and entitled to vote on such proposal; provided that no reduction in the number of Board Members shall itself have the effect of shortening the term of any incumbent Board Members. Board members will consist of three permanent positions, six year term with auto renewal, and two to four other open board positions with two year terms which must be reapplied for after each term and voted on with a majority vote.

2.3 **Compensation**

No persons shall receive any compensation for their services as a Board Member of the Corporation; provided that Board Members shall be entitled to prompt reimbursement of reasonable costs and expenses incurred on behalf of the Corporation only if approved by the Corporation.

2.4 **Qualifications and Term of Office**

To qualify, a Board Member must serve as a member for a period of 5 years, have completed 3 years as a committee chair and is current meeting the responsibilities of a member as described on the "Membership Responsibilities Addendum". Exceptions to the qualifications rule may be made at times where it will exclude any new volunteers to satisfy the optimal number of trustees desired.

Board Members will retain an automatic renewable three year term and can be added or replaced by a majority vote by the Board during an annual meeting or special meeting.

### 2.5 **Election**

At each annual meeting of the Board, successors shall be elected, but if the annual meeting is not held or if one or more of the Board Members are not elected thereat, they may be elected at a special meeting called for that purpose. The election of Board Members shall be by ballot whenever requested by the presiding officer of the meeting, but unless such request is made, the election shall be vice voce.

### 2.6 **Resignations**

Any Board Members may resign at any time by giving written notice of such resignation to the Chairperson or Secretary of the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall but be necessary unless so specified in the resignation.

### 2.7 **Removal**

Any Board Members may be removed, with cause will also constitute a material violation of the by-laws and or the Articles of Incorporation, at any time by the affirmative vote of two-thirds of the Board Members then in office.

The failure of a Board Member to attend two consecutive meetings of the Board during a year shall constitute cause for removal of such Board Members, unless such absence has been excused by the Board.

Any vacancy in the number of Board Members removed under this section may be filled at the same meeting.

### 2.8 **Vacancies**

### 2.9 **Proxies**

### 2.10 **Officers**

Officers of the Board shall consist of President, Vice-President, Secretary, and Treasurer nominated and voted by the board. Elected officers will serve a term of three years, renewable.

President's primary responsibility is present to the board recommendations as to what issues will be discussed and what decisions the board needs to undertake at its meetings. President will be responsible for appointing committees and serving ex-officio as a member of each committee

Vice President's primary responsibility is to provide assurance of leadership continuity in the event that a president is unable to fulfill his or her term in office. Vice president will confirm execution of board duties including Treasurer, Secretary, Legal, Tax Filing, etc...

Secretary of the board is responsible for taking minutes, authenticating documents, bylaw amendments and articles of incorporation with oversight of the vice-president. The position of Secretary may also be held by Executive Director.

Treasurer of the board is responsible for providing oversight of the organization's financial transactions including balance sheets, bank accounts, billing members and collection of dues.

### **2.11 Committees**

Additional committees will be agreed upon and voted by the board. Committee chairs may be appointed by the president. Committee chairs will report at the general COPEC Meetings and will only be required to approach the board in the event of requesting finances or special rights by the committee.

### **2.12 Executive Director**

Executive Director Position is treated as a staff position and reports directly to the board of directors. Primary responsibilities include running general COPEC member meetings, meeting with individual members, overseeing new member recruitment and orientation, developing new and maintain relationships with venues, oversee website and marketing material, along with a number of other duties.

Executive director will be under contract and hired annually through board of director approval and new contract. Executive director position can be terminated at any time through cause or budgetary reasons.

### **2.13 Voting**

A majority of the board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. Passage of a motion requires a simple majority. Voting ties will be tabled to the next board meeting to allow for additional board members for another vote. In the event of another tie, the executive director may cast deciding vote.

### **2.14 Fiscal Policies**

The fiscal year of the Board shall be the Calendar year. January 1, through December 31.

### **2.15 Amendments**

These by-laws may be amended by a two-third vote of the Board Members present at any meeting, provided a quorum is present and provide a copy of the proposed amendments at least one week prior to meeting.

No Trustees who is entitled to attend a Trustee's meeting, or vote at such meeting or assent or to give consent in writing, shall be entitled to exercise any such right or any other of his or her rights as a Trustee by proxy.

## Article III. Meetings of the Board of Trustees

### **3.1 Organization and Place of Meetings**

The Chairperson shall preside at all meetings of the Board. The Secretary of the Corporation, or in his or her absence, any person whom the Chairperson appoints, shall act as Secretary of the meeting. All Board meetings shall be held at such place of places, within or without the State of Ohio, as fixed by the Board, or if not so fixed, as may be specified in respective notices thereof.

### **3.2 Annual Meeting**

The annual meeting of the Board of Trustees for the election of Trustees, for the consideration of reports and for such other business as may be properly brought before the Board of Trustees shall be held at such time each year as the Board of Trustees may fix. If the Board fails to so fix a date and time for such meeting in any year, the annual meeting shall be held at 10:00 A.M. on the 2nd Monday of January in such year, if not a legal holiday. If for any reason the election of Trustees is not held at the annual meeting, or any adjournment thereof, the Board may cause the election to be held at a special meeting of the Board. At any such special meeting, the Board may elect Trustees and transact any other business with the same effect as at any annual meeting.

**3.3 Regular Meetings**

Regular meetings of the Board of Trustees shall be held at least quarterly at such time, date and place as the Board of Trustees may specify.

**3.4 Special Meeting**

A special meeting of the Board of Trustees may be called by the Chairperson, or by any three or more of the Trustees holding office at the time of any such requested meeting. Upon delivery to the Secretary of the Board of a request in writing for a Trustee's meeting by any person (s) entitled to call such a meeting, it shall be the duty of such Secretary to give notice to the Trustees of such meeting. Such request shall specify the purpose, date and time of such meeting. The date shall be at least seven and not more than fifteen days after the delivery of the request. If the Secretary does not give or mail notice of the meeting within five days after receipt of a request to call a meeting, the person(s) making such request may call the meeting by giving notice of the meeting as provided herein.

**3.5 Notice**

Every Trustee shall furnish the Secretary of the Corporation with an address at which notices of meetings and all other notices may be delivered or mailed to such Trustee.

Except as otherwise expressly required by law, written notice of the time and place of meetings, whether annual or special, of the Board of Trustees shall be given by personal delivery, mail telegram, electronic device or cable at least five but not more than fifteen days prior to the date for each meeting by the Secretary, or, in the case of the Secretary's refusal or failure to do so, by the persons entitled to call such meeting, to each Trustee entitled to notice of the meeting, by personal delivery, mail, telephone or electronic device, a written notice thereof to such Trustee no later than the day before the date on which such meeting is to be held.

**3.6 Waiver of Notice**

Any Trustee, either before or after the holding of any meeting of the Board of Trustees, may waive thereof required by Regulations or applicable by law. Waivers must be in writing and filed with or entered upon records of the meeting. Notice

I Certify that these By-Laws were adopted by the COPEC., Inc Board on 10/11/2013.

Jerry W. Snyder  
Printed Name of Secretary

Jerry W. Snyder  
Signature of Secretary