



**OHIO REPUBLICAN
COUNCIL OF CLUBS**
We're The Elephants In The Room

ADOPTION OF REGULATIONS OF THE BOARD OF DIRECTORS FOR
OHIO REPUBLICAN COUNCIL OF CLUBS
UPDATED: **DATE**

RESOLVED: The Board of the Ohio Republican Council of Clubs Association, hereinafter referred to as the "Association," formed on January 13, 2021 by the unanimous consent of the Incorporators, must undertake measures to comply with law, formalize the creation of the Association, and advance the Governing Principles of the Association.

THEREFORE: The Board of Directors of the Association hereby adopt the Regulations of the Association as stated below.

ARTICLE I: GOVERNING PRINCIPLES

- 1) The Board is formed to advance the Governing Principles of the Association.
- 2) The Governing Principles of the Association may only be amended upon majority consent of the Board of Directors.
- 3) The purposes of this Association are:
 - a. To uphold the Constitution of the United States and the Constitution of Ohio;
 - b. To encourage and assist exclusively in the election of committed Republican candidates to elected offices, where the entirety of the jurisdiction of that office or at least a preponderance of the jurisdiction of that office is in the State of Ohio;
 - c. To cultivate a spirit of good fellowship among the several Republican Clubs within the State of Ohio;
 - d. To provide a forum for communication among organizations which share in this Association's mission.
- 4) This Association shall serve no purpose that is in conflict with or is not consistent with the purposes stated in ARTICLE II(4).

5) The Association adopts by reference O.R.C. § 1745 as its Regulations, except as amended as follows.

ARTICLE II: MEMBERSHIP & GOVERNANCE

6) **Quorum:** A quorum of the Board of Directors shall require over half of all duly seated Members of the Board.

7) All Association votes shall require a quorum.

ARTICLE III: REGULATIONS

8) **Officers:** The Board of Directors shall choose a President of the Board by majority vote. The President shall serve a term of one year with no term limits. The President shall have plenary authority to effectuate the purposes of the Association.

9) The Board of Directors shall choose a Vice-President of the Board by majority vote. The Vice-President shall serve a term of one year with no term limits. The Vice-President shall have the duties assigned by the President. The Vice-President shall serve in lieu of the President, when the President is not available to preside. In the absence of both the President and Vice-President, the Board shall elect an interim-President by majority vote to preside.

10) The Board of Directors shall choose a Secretary by majority vote. The Secretary shall serve as clerk and will keep and present minutes of the Board's meetings. As the Board's clerk, the Secretary shall work with the Board's legal counsel to ensure maintenance of all Association records.

11) The Board of Directors shall choose a Treasurer by majority vote. The Treasurer shall be responsible for the finances of the organization. The Board shall ensure that the Treasurer understands the fiduciary duties of the Treasurer. A Treasurer who works professionally as a fiduciary may be assumed to understand the responsibilities entailed as a fiduciary of the Association. The Treasurer may not preside over the Board of Directors under any circumstances. Any votes taken while presided over by the Treasurer shall be null and void.

12) The Board of Directors shall choose legal counsel who shall serve as an advisor to the Board.

13) **Duties of the Board:** The Board of Directors shall have, by majority vote, approval to do any of the following:

- a. To effectuate the purposes of the organization by any legal and ethical means;

- b. Remove or suspend voting rights of any member who fails to make sufficient efforts – as judged by the Board – to effectuate the purposes of the organization.
- c. Support individual candidates in any way authorized by law, provided:
 - i. The Board has determined by endorsement by majority vote that the candidate will effectuate the purposes of the Association;
 - ii. The candidate is seeking an office of which the entirety of the jurisdiction of that office or at least a preponderance of the jurisdiction of that office is in the State of Ohio;
 - iii. The Board has approved by majority vote the specific support the candidate will receive.
- d. Admit, suspend, dismiss, or expel a member;
- e. Select or dismiss a manager;
- f. Sell, lease, exchange, or otherwise dispose of all or substantially all of the association's property, with or without the association's goodwill, outside the ordinary course of its activities;
- g. Dissolve under section 1745.50 of the Revised Code or merge or consolidate under section 1745.46 or 1745.461 of the Revised Code;
- h. Undertake any other act outside the ordinary course of the Association's activities if the Association has annual gross receipts of less than twenty-five thousand dollars;
- i. Determine the policies of the Association;
- j. Hold events for the benefit of the Association and candidates it supports;
- k. Raise money for benefit of the Association and the candidates it supports as determined in Section 13(c) of these Regulations;
- l. Do any other act or exercise any right that requires action by the members under the governing principles.
- m. Establish subordinate and other entities to effectuate the purposes of the Association such as entities that may be established under O.R.C. 3517.
- n. Each member, regardless of class, shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release, or other action.
- o. The association may be dissolved by a majority vote of the Board, in accordance with law.

14) **Membership:**

- a. Application for membership in the Association shall be made in writing.
- b. Membership shall only be granted to organizations that share the same general purpose as this Association or whose mission will advance the Association's mission.
- c. Each organization shall be represented on the Board solely by its delegated member-representative who shall be the elected leader of the organization or his/her delegated proxy.
- d. An organization may not be admitted as a member of the Association without the person's or the organization's consent.
- e. The President shall review the written application of applicants and issue an opinion to the Board as to whether that applicant and the organization he/she represents meets the qualifications of membership in this Association and should be admitted.
- f. The Board of Directors shall admit applicants to membership by majority vote.
- g. All organizations joining the Board must agree to:
 - i. actively advance their mission; or
 - ii. consent to the Board's removal of the organization from the Board and the Board's creation of another organization that may have an overlapping mission with its own. The organization may also, upon approval of the Board, allow the Board to remedy the organization's deficiencies itself.

15) All members are voting members of the Board of Directors, through their representative members.

16) All members of the Association shall have the same membership rights and privileges.

17) All members of the Association shall exercise their membership rights and privileges consistent with the obligation of good faith and fair dealing.

18) **Termination of Membership:** A member of Association may be suspended, dismissed, or expelled as provided in division (A) of section 1745.29 of the Revised Code or may resign as provided in division (A) of section 1745.30 of the Revised Code. Upon the suspension or termination of membership, that fact and the date of the suspension or termination shall be recorded in the association's membership records.

19) **Admission, Suspension, Dismissal, or Expulsion of Members:**

- a. The suspension, dismissal, or expulsion of a member of the Association does not relieve the member from any unpaid capital contribution, dues,

assessments, fees, or other obligation incurred or commitment made by the member before the suspension, dismissal, or expulsion.

20) **Member's Resignation**

- a. A member may resign from membership in the Association at any time, for any reason, or no reason at all.
- b. Resignation of a member of the Association does not relieve the member from any unpaid capital contribution, dues, assessments, fees, or other obligation incurred or commitment made by the member before the resignation.

21) All rights and privileges of a member of the Association shall cease on termination or resignation of membership.

22) **Membership Interest Not Transferable**: Any interest or right of the member under the governing principles is not transferable.

ARTICLE IV: MEETINGS AND VOTING

23) **Voting**: Members of the Board may offer an item for Board discussion by notifying the President at least twenty-four hours in advance of the meeting of that desired item for discussion. The President may waive this requirement upon request. The President may grant time for discussion of the item at his own discretion. Any member may motion for a vote on the item after the President has closed discussion of the item. The motion must be seconded to require a vote.

24) **Manner, Time, and Place of Meetings**: The Board of Directors shall meet at a manner, time, and place designated by the President.

25) **Meetings of Voting Members; Calling and Place of Meeting**: Meetings of voting members of the Association may be called by any of the following:

- a. The president or an officer serving in lieu of the President.

26) Meetings of voting members may be held either within or outside this state or solely by means of authorized communications equipment.

27) **Voting When Not Physically Present**: The voting members who are not physically present at a meeting of voting members may attend the meeting by the use of authorized communications equipment that enables the voting members and proxyholders an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any voting member who uses authorized communications equipment under this division is

considered to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment.

28) The Board of Directors may adopt procedures and guidelines for the use of authorized communications equipment in connection with a meeting of voting members to permit the Association to verify that a person is a voting member or proxyholder and to maintain a record of any vote or other action taken at the meeting.

29) **Vote of Members Required for Rescission or Revocation:** 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 rescission or revocation would be required to authorize or take that action in the first instance, subject to the contract rights of other persons.

30) **Notice Requirements:**

a. Notice of meetings shall be sent to members of the Board by email or regular mail at least thirty days in advance of the meeting. The Members of the Board shall be responsible for passing that Notice along to their respective groups if they choose to do so.

31) **Action Without a Meeting:**

a. Any action may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the members or all of the managers, as the case may be, who would be entitled to notice of a meeting for that purpose, or, in the case of members, any other proportion or number of voting members, not less than a majority, that the governing principles permit. The writing or writings described in this division shall be filed with or entered upon the records of the Association. Any certificate with respect to the authorization or taking of any action described in this division that is required to be filed in the office of the secretary of state shall recite that the authorization or taking of that action was in a writing or writings approved and signed as specified in this section.

b. Any transmission by authorized communications equipment that contains an affirmative vote or approval of the person described in division (A) of this section is a signed writing for purposes of this section. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed.

32) **Record-keeping:** The Association Secretary shall maintain a record of its members containing:

- a. The name of the member;
- b. The address of each member;
- c. The associated club to which that member belongs;
- d. Minutes of each meeting containing a log of the activities of the members at each meeting;
- e. The acts of the Board.

33) These Regulations may be amended, or new Regulations may be adopted, by the voting members at a meeting held for such purpose, if a quorum is present, by the affirmative vote of a majority of the voting members present in person, by the use of authorized communications equipment, by mail, or, if permitted, by proxy.

ARTICLE V: MANAGERS

34) **Selection of Managers**: The President may select managers for the Association at his/her discretion. The manager may be a member of the Association. If no manager is selected, the President is the Association Manager.

35) **Management Rights of the Manager**: All matters relating to the Association's activities are decided by its managers, except for those matters reserved for approval by members as specified in section 1745.18 of the Revised Code.

36) **Authority, Standard of Care, and Duties of Manager**: These Regulations hereby adopt O.R.C. 1745.33 or any successor section of the O.R.C. and any other applicable law as it relates to the authority, standards of care, and duties of managers.

37) **Mortgages**: The Association shall incur no mortgages.

ARTICLE VI: ANNUAL MEETING

38) The President shall call the Board together for an annual meeting each year. Each annual meeting the Board shall discuss and vote upon:

- a. Appointment of new or retainment of existing statutory agent required by O.R.C. 1745.13;
- b. Retention of or amendments to these Regulations;
- c. Other matters as decided by the President and the Board.

39) **Review and Remedy**: At the Annual Meeting, the President shall give a "State of the Clubs" status report. The President shall review all geographic areas of Franklin County and make determinations and recommendation to the Board as to whether each of the following matters needs to be remedied and how to remedy it if necessary:

- a. Whether all areas of the State of Ohio are adequately served by a club;

- b. Whether all existing clubs in the State of Ohio have a website that is adequately updated and communicative;
 - c. Whether all existing clubs in the State of Ohio have held adequate events to serve their constituents;
 - d. Whether the contacts list for the Council is updated;
 - e. Whether all existing clubs in Franklin County have met their corporate formalities requirements;
- 40) Upon report by the President, the Board and the President shall ensure all matters requiring remedy are adequately addressed.

ARTICLE VII: OTHER MATTERS

- 41) No person dealing with the Association shall be charged with constructive notice of the regulations.
- 42) These regulations hereby expressly prohibit the application of special rules under O.R.C. 1701.11.
- 43) No members shall be agents of the Association solely by reason of being a member.
- 44) **Liability:** The members, the managers, and the officers of the Association shall not be personally liable for any obligation of the association.

ARTICLE VIII: OTHER AUTHORITIES OF THE PRESIDENT

- 45) The President shall have the authority to engage in all lawful activity that effectuates the purpose of the Association, except as limited by these Regulations.
- 46) **Establishment of the State of Ohio Clubs Where There Are None:** Where a group of people—whether geographic, demographic, or otherwise designated class—in Franklin County lacks an organization that shares the same general purpose as this Association, the President may appoint, with a majority of consenting Board Members, a person to create and operate such an organization. That person will be the representative member for that organization and a full voting Board member.
- 47) **Committees and Other Positions:** The President, at his discretion, may create committees or positions of responsibility that serve to effectuate the purposes of the Association. The President may appoint people from within or outside the Board to fill those committees or positions.

Affirmed and Adopted by the Board of Directors:
