

Maumee Valley Chapter Partners for Inclusion, Inc.
CODE OF REGULATIONS

Article I — Name, Location and Purpose

Section 1 — Name

The name of the corporation shall be Maumee Valley Chapter Partners for Inclusion, Inc., hereafter referred to as Partners

Section 2 — Location

The principal office of Partners will be located in the City of Toledo, Lucas County, Ohio.

Section 3 — Purpose

The purpose for which Partners is formed and for which it shall exist is to be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 C (3) of the Internal Revenue Code of 1986 (code). This reference and all future references herein to any section of the code shall be deemed to include all regulations promulgated thereunder and any corresponding provision of any future United States Internal Revenue law and the regulations thereunder. To the extent not inconsistent with the foregoing, the purpose of PARTNERS shall include, but not be limited to:

- a) Promoting public acceptance of persons with disabilities, within the State of Ohio and on a nationwide basis, with a primary focus on persons with developmental disabilities. This goal is accomplished through developing and consulting on special projects and developing events to promote acceptance and understanding of people with disabilities.
- b) Participating in projects of local, state and national significance through the provision of consulting and/or communication services that foster acceptance of people with developmental disabilities.
- c) Fulfilling any other purposes permitted by Chapter 1702 of the Ohio Revised Code, as deemed appropriate by the Trustees of Partners, and exercising any powers or rights now or hereafter conferred on nonprofit corporations under the laws of the State of Ohio which are in furtherance of the charitable and educational purposes for which PARTNERS was formed.

Article II — Board of Trustees

Section 1 — Number

The Board of Trustees shall consist of the officers of the club plus at least two but no more than five participating members.

Section 2 — Election of Board

The nominating committee of the Board shall meet annually to review nominations for Board membership and to review openings. The general membership will elect Board members with a majority vote on an annual basis, or as needed. Nominations may be made in writing to the nominating committee at least thirty days prior to the established Board meeting designated to fill vacant seats.

Each elected Trustee shall serve a three-year term, which may be renewed.

Each Trustee shall serve on at least one (1) committee of the Board.

Section 5 — Code of Regulations

The Board of Trustees may not add segments of the Code of Regulations inconsistent with the Articles of Incorporation.

Except as otherwise provided in the law, the Articles of Incorporation and this Code of Regulations, all of the authority of Partners shall be vested in and exercised by, and its business and affairs shall be conducted and its properties controlled by, the Board of Trustees.

Section 6— Regular Meetings

The Board shall establish an annual meeting calendar, for the Board and general membership. The Board will meet at least four times a year. The general membership meetings will be scheduled monthly. The regular meeting dates and times for the upcoming year shall be established by the end of each calendar year. Written, faxed or emailed notice to each Trustee shall be sent as a reminder a minimum of five (5) days in advance of an upcoming meeting. Considered as part of the regular meetings will be the Board's Annual Meeting which will be held in October. Officers and Board members will be elected as necessary in September to be inducted in October at the Annual Meeting.

Section 7 — Special Meetings

Special meetings may be called by the President or by any three (3) Trustees. Written,

faxed or emailed notice shall be sent at least five (5) days in advance of a special meeting. Special meetings via conference call or discussion group over the Internet may take place with votes taken and verified through the U.S. Postal Service, email or fax. Minutes of any special meeting must be distributed to all Trustees within seven (7) days of the meeting.

Section 8 — Quorum

For all meetings, elections, recalls of Officers or Trustees, or review of amendments to this Code of Regulations, a quorum shall consist of fifty percent (50%), plus one, of filled Board of Trustee seats. Each Trustee shall have one (1) vote, and except as otherwise provided herein or by law, decisions shall be made by a vote of a majority of the Trustees in attendance at a meeting at which a quorum is present or by unanimous written consent of the Trustees. Absences will be reviewed, and deemed excused or not excused, by Board vote at each meeting.

Section 9 — Vacancies

A vacancy shall exist upon the death of a Trustee; or upon receipt of a letter of resignation; or in the event of three (3) unexcused absences from meetings of the Board of Trustees in a calendar year; or in the event of removal for cause. In the event of a vacancy, the remaining Trustees may, by an affirmative vote of the majority of those present at any regular meeting, elect a successor to hold office for the unexpired term of the former Trustee.

Section 10 — Removal

Any Trustee may be removed at a regular or special meeting of the Board of Trustees by the affirmative written vote of a majority (50% plus 1) of filled Board of Trustee seats.

Section 11 — Power and Authority

The power and authority of the Board is vested to the Board as a unit in making organizational decisions on policy and other matters utilizing the voting process during meetings. The only individuals who are authorized to speak to external entities on the behalf of the Board regarding said Board decisions is the President or the President's designee(s).

Article III — Officers

Section 1 — Election

The Officers of Partners shall consist of a President, Vice-President, Second Vice-President for Consumer Outreach, Secretary, and Treasurer. The general membership

shall conduct election of Officers prior to the Annual Meeting in September of every year. The term of an officer is one year. An officer may run for re-election.

Section 2 — Duties and Powers

The Officers shall perform such duties and exercise such powers as may be delegated to them by the Board of Trustees. Among the duties of the President shall be to preside over all regular and special meetings of the Board of Trustees and the general membership.

The President will act in the capacity of Board Chair and Executive Director. The President, at the direction of the Board, may enter into contracts for professional services on behalf of the Board.

The First Vice-President shall assume the duties of the President in case of his/her absence.

Section 3 — Removal

Any officer may be removed at a regular or special meeting of the Board of Trustees by the affirmative written vote of a majority (50% plus 1) of filled Board of Trustee seats.

Article IV — Membership

Individuals with developmental disabilities may have full rights and privileges of general membership but would be required to pay only 50 percent of the current dues schedule. The Board of Trustees will establish a dues schedule and modify it as necessary.

Article V -Committees

The President shall establish the committees at the Annual Meeting in October of each year. In case of new programs implemented by the Board of Trustees, the President may establish a new committee at any time providing he/she advises the Board of Trustees.

Article VI — Finances

Section 1 — Funds

All funds received by Partners shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Trustees.

Section 2 — Disbursements

Upon approval of a budget, the President or designee is authorized to recommend disbursements on accounts and expenses provided for in the budget. Disbursements will be authorized by a majority vote of the trustees. Disbursement shall be by check.

Section 3 — Budget

The Treasurer in consultation with the Board shall prepare a yearly budget and submit it to the Board of Trustees for approval.

Section 5 — Examination of Finances

The Board of Trustees may authorize the Treasurer to obtain the services of a Certified Public Accountant to conduct an examination of the finances of Partners.

Article VII — Equal Opportunity Organization Statement

Partners is an equal opportunity organization and shall abide by the requirements set forth under Title VT of the Civil Rights Act of 1964 - amended 1972, Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990. Partners is committed to a policy of equal opportunity in the provision of services, and no differentiation will be made based on race, color, religion, gender, age, sexual orientation, national origin, veteran status or the presence of a disability.

Article VIII — Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or Code of Regulations

Article IX — Amendments to the Code of Regulations

The Code of Regulations may, after Board of Trustee review, be amended, supplemented, repealed or replaced at any regular, annual or special meeting of the Board.

Article X — Indemnification

Trustees and Officers of Partners shall be indemnified in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of Partners) arising out of their position in or service to Partners or to any other organization at Partners' request. Persons who are

not Trustees or Officers of Partners may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Trustees. Partners may maintain insurance to protect itself and any such Trustee, Officer or other person against any liability, cost or expense incurred in connection with any such action, suit or proceeding. The provision of this Article shall be applicable to actions, suits, or proceedings commenced hereof. The indemnification herein provided for shall not be deemed exclusive of any other rights to which those indemnified may be entitled under regulation, by-law, agreement, or otherwise.

Article XI — Dissolution

Partners shall use its funds only to accomplish the objectives and purposes specified in this Code of Regulations. On dissolution of Partners, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Section 501 C (3) and selected by the Board of Trustees.