

CONSTITUTION

OHIO TROOPERS CARING, INC.

(CARING)

**Article 1
Name**

The name of the Corporation shall be Ohio Troopers Caring, Inc.

**Article 2
Place of Business**

The principal office of Ohio Troopers Caring, Inc. shall be in the County of Franklin, State of Ohio. Ohio Troopers Caring, Inc. may have such other offices as may from time to time be designated by the Trustees.

**Article 3
Purpose**

The purpose of Ohio Troopers Caring, Inc. shall be:

1. To conduct the charitable activities of the Ohio Trooper organizations;
2. To conduct the school and hospital programs;
3. To educate children of the dangers of drugs, alcohol and other harmful substances;
4. To conduct educational programs for the citizens of Ohio in the need for safety and the value of community based service programs;
5. To engage in various fund raising activities; and
6. To do everything and anything reasonably and lawfully necessary, proper, suitable, and convenient for the achievement of the purposes above stated to the extent that such powers are granted by and consistent with the State and Federal laws.

**Article 4
Definitions**

The following words and phrases as used in this Constitution, unless a different meaning is plainly required by context, shall have the following meanings;

1. Members – Dues paying Troopers, Sergeants, Dispatchers, CAD Specialists, Communication and Electronic Technicians of the Department of Public Safety, Division of Highway Patrol as appointed under Section 5503.01 of the Ohio Revised Code, and

represented by the Ohio State Troopers Association, and retired dues paying members of the Ohio State Troopers Retirees Association, who belong to and are in good standing with the Lodge, as defined by attending at least three (3) Lodge or Association events during the previous twelve (12) month period.

2. Trustee - District Director as elected by the membership in each respective district Lodge.
3. Executive Board - President, Vice President, Secretary, Treasurer and the elected Trustees representing each of the nine (9) districts.
4. Districts - Districts one (1) through nine (9) as defined below:
 - District 1- Comprises the counties of Williams, Fulton, Henry, Defiance, Paulding, Van Wert, Lucas, Allen, Harden, Hancock and Wood.
 - District 2- Comprises the counties of Marion, Wyandot, Crawford, Richland, Huron, Seneca, Sandusky, Ottawa and Erie.
 - District 3- Comprises the Counties of Lorain, Ashland, Holmes, Wayne, Medina, Cuyahoga, Summit and Stark.
 - District 4- Comprises the Counties of Lake, Ashtabula, Geauga, Trumbull, Portage, Mahoning and Columbiana.
 - District 5 - Comprises the Counties of Union, Mercer, Darke, Preble, Auglaize, Shelby, Miami, Montgomery, Logan, Champaign, Greene and Clark.
 - District 6 - Comprises the Counties of Madison, Morrow, Delaware, Franklin, Pickaway, Fairfield, Perry, Licking and Knox.
 - District 7- Comprises the Counties of Coshocton, Muskingum, Morgan, Washington, Noble, Guernsey, Tuscarawas, Carroll, Harrison, Belmont, Monroe and Jefferson.
 - District 8- Comprises the Counties of Butler, Hamilton, Warren, Clermont, Brown, Clinton, Adams, Highland and Fayette.
 - District 9- Comprises the Counties of Hocking, Ross, Pike, Scioto, Lawrence, Jackson, Vinton, Athens, Meigs and Gallia.

Article 5
Indemnification

Ohio Troopers Caring, Inc. shall indemnify its Executive Board, Officers, Agents and Employees

as follows:

- a) Every Executive Board member, Officer, Agent or Employee of the Ohio Troopers Caring shall be indemnified by the Ohio Troopers Caring, Inc. against all expenses, liabilities, or claims made against said person as a result of his/her performance of said duties. This indemnification shall include reasonable attorney fees and costs of litigation. This indemnification shall not apply to any such persons guilty of willful misfeasance, malfeasance or other fraudulent conduct in the performance of said duties, however, the Executive Board may vote to indemnify said acts if said indemnification is in the best interest of the Ohio Troopers Caring, Inc.
- b) This indemnification shall extend to all current Executive Board members, Officers, Agents or Employees as of the date of the approval of this provision, for past, present or future performance of duties.
- c) The Executive Board may, at its discretion, direct the purchase of liability insurance to implement the provisions of this Article.

Article 6 Meetings

- Section 1. - Except as otherwise provided in the constitution or By-Laws, the Ohio Troopers Caring, Inc. shall conduct business in accordance with the standing rules.
- Section 2. - Annual meeting- An annual meeting of the Ohio Troopers Caring, Inc. shall be held each year. The Executive Board shall determine and fix the date, time and place of each annual meeting. Notice of meetings will be given to each Lodge at least one hundred and twenty (120) days prior to the meeting.
- Section 3. - The Executive Board will meet at a date, time and place determined by the President. One half (½) of the Executive Board members will be necessary to form a quorum.
- Section 4. Special Meetings - Special meetings of the members may be called by the Executive Board or the President at any time and be held at such times and places as it or he/she may designate for the purposes of transacting any particular business which requires the vote of the membership, and such business cannot be delayed until the next regular annual meeting. Notice of such meeting may be provided in the manner designated by the Executive Board. Proxy votes will be accepted according to the rules of the Executive Board.

Article 7
Executive Officers/Executive Board

- Section 1. The Executive Officers of the Ohio Troopers Caring, Inc. shall be an elected President, Vice President, Secretary, Treasurer and the nine (9) elected District Directors of the Troopers Lodges. Each Director may designate an alternate from one of the elected Lodge officers of his/her district to represent the district in case the Trustee can not attend.
- Section 2. The Executive Board shall have the power to purchase property, make investments, hire employees, and purchase equipment necessary to meet the purposes of Ohio Troopers Caring.
- Section 3. The President shall be the Chief Executive Officer of the Executive Board, the duties of said office shall include:
- a) presiding over all meetings of the Executive Board;
 - b) performing all acts and duties usually performed by a presiding officer;
 - c) signing all such papers or contracts as authorized or directed by the Executive Board;
 - d) performing such other duties as may be prescribed by the Executive Board.
- Section 4. The Vice President shall:
- a) advise and assist the President;
 - b) in case of the absence or disability of the President perform the duties of the president required before and during such absence or disability;
 - c) be a member of the Executive Board;
 - d) perform such duties as the President or the Executive board may assign.
- Section 5. The Secretary shall:
- a) be a member of the Executive Board;
 - b) oversee all books and records of the Ohio Troopers Caring, Inc.;
 - c) keep a record of all meetings and proceedings;
 - d) distribute the minutes of all meetings to the officers and trustees with in 10 days of such meetings; and
 - e) discharge such other duties pertaining to that office as shall be prescribed from time to time by the President or the executive Board.
- Section 6. The Treasurer shall:
- a) review the accounting of all moneys received and spent by caring;

- b) submit to the Executive Board, on an annual basis, the accounting of all moneys;
- c) submit to the membership, at the Annual Conference, a written accounting of all moneys;
- d) perform other such duties as prescribed by the president or the Executive Board;
- e) shall be bonded; and
- f) be a member of the Executive Board.

Section 7.- The Directors shall:

- a) be a member of the Executive Board;
- b) represent their respective districts;
- c) oversee and set the direction of Ohio Troopers Caring, Inc.; and
- d) perform what ever duties the Executive Board may assign.

Article 8 - Executive Director

Section 1. The Association may employ an Executive Director or designee. The Executive Director or designee of the Association shall serve at the pleasure and direction of the Executive Board of the Association. The wages, benefits, and other terms of his/her employment shall be established, updated, and reviewed by the Personnel Committee of the Association.

Section 2. The Executive Director or designee shall:

- A. Be responsible for the day to day operation of the Association and any and all contracts authorized by the President or the Executive Board.
- B. Recommend to the Personnel Committee to hire, with their advice and consent, employees and insure that each employee handling Association funds or property to be properly bonded as necessary at Association expense.
- C. Conduct all financial transactions of the Association with the approval of the Chairperson, President and/or Executive Board of the Association and to oversee an accurate record of all income and expenses. These records will be available for inspection by any member of the Association upon thirty (30) days notice at a mutually agreed to time.
- D. Furnish a bond in the amount fixed by the Executive Board, or upon specific request of the State Employment Relations Board, for the faithful performance of the duties of the Executive Director. The cost of the bond shall be paid by the Association.
- E. Maintain all records of the Association.
- F. Prepare and submit an annual financial report to the Association at the January Combined Board meeting.

- G. Insure that the Association complies with all the requirements of the State and Federal Law for reporting and record keeping, and file all tax returns that may be required.
- H. Attend all board meetings; and
- I. Perform all other duties as the Chairperson, President or the Executive Board may direct.

Article 9 Suspension or Removal from Office

- Section 1. No elected officer of the Association shall be removed or suspended from office for alleged malfeasance except for just cause.
- A. Before any officer is removed or suspended from office, the member shall be:
 - 1. served with specific written charges;
 - 2. given a reasonable time to prepare a defense; and
 - 3. afforded a full and fair hearing by the Executive Board.
 - B. A vote of greater than two-thirds (2/3) of the entire Executive Board is required to remove or suspend any elected officer.

Article 10 Committees

The Chairperson of the Executive Board, in consultation with the President, shall appoint those members to committees necessary for conducting business of Ohio Troopers Caring, Inc.

Article 11 Elections

- Section 1 - The right to be a candidate for any elective position in the Association shall be limited to members in good standing. Members desirous of being elected to the office of President, Vice President, Secretary, or Treasurer shall file such intent, in writing, with the Secretary on or before March 15th of the year in which the election is to be held. Such written notice shall include the office for which the member wishes to become a candidate.
- Section 2 - The office of President, Vice President, Secretary and Treasurer shall be elected by secret ballot, prepared by the Secretary from letters of intent filed before the March 15th deadline, and cast by the delegates attending the annual meeting.

Write-in candidates are not permitted. Postmarks on envelopes dated on or before March 15th shall qualify as verification of meeting the deadline for filing.

- Section 3 - Ballots shall contain the names of all members who have properly filed their intent to be a candidate and the office which they seek. Candidates must attend the annual meeting unless an emergency exists preventing them from attending.
- Section 4 - In the event of an uncontested position, the Secretary shall cast one vote for the candidate for office, and that person shall be deemed elected.
- Section 5 - Installation of newly elected members of the Executive Board will be conducted as the last item of business at the annual meeting.
- Section 6 - Delegates to the annual meeting shall be elected by members in good standing of each Lodge. A Lodge shall have five (5) delegates per Lodge. Such election for delegates shall take place at a regular Lodge meeting at least sixty (60) days prior to the annual meeting. A member must be in good standing and have attended one-third of their local lodge meetings in the twelve (12) months prior to the election.
- Section 7 - In addition to the delegates provided in Section 6 above, all members of the Executive Board shall be delegates at the annual meeting with the same voting privileges as those delegates elected by each lodge.
- Section 8 - Should the President position become vacant during the term of office, the Vice-President will ascend and complete the remaining term of office. The remaining executive officers may ascend in position. A special election will be held for any open office left vacant provided that said Annual Conference is to take place at least sixty (60) days from the vacancy. If less than sixty (60) days, the election will be held at the following Annual Conference. Should the vacancy occur less than one hundred twenty (120) days from the end of the term of such office no interim election will be undertaken.
- Section 9. Installation of the Executive Board

Installation of the newly elected members of the Executive Board will be conducted as the last item of business at the annual meeting. Installation shall include the following oath of office, given to Executive Officers and Executive Board members and sworn by them:

“I (state your name) swear that I will support the Constitution of the United States and the Constitution of the State of Ohio, and will perform faithfully and to the best of my ability, the duties imposed upon me as a member or officer of the Ohio Troopers Caring, so help me God.”

Section 10. Terms of office

- A. The term of office for the Association's President, Vice-President, Secretary and Treasurer shall be four years. Such terms shall commence upon installation of the officer at the annual meeting and shall extend for a period of four years thereafter or such earlier date as a successor is duly elected and qualified.

**Article 12
Fiscal Year**

The fiscal year of Ohio Troopers Caring, Inc. shall commence on the first day of January of each year.

**Article 13
Amendments**

These By-Laws may be amended by a two-thirds vote of the delegates present at an annual meeting of the Coalition. All proposed amendments to this Constitution and By-Laws shall be submitted in writing with a copy to the Secretary at least forty-five (45) days prior to the annual meeting.

Proposed amendments shall be distributed to all members of the Executive Board at least thirty (30) days prior to the annual meeting.

The Executive Board may make emergency changes to the Constitution by two-thirds (2/3) affirmative vote on the issue. When such a change has been adopted by the Executive Board, a special meeting shall be called of Ohio Troopers Caring delegates that comprised the immediate preceding annual meeting within sixty (60) days. A two-thirds affirmative vote is necessary for the emergency amendments to remain as part of the Constitution.

**Article 14
Standing Rules**

The Executive Board may adopt, suspend or amend standing rules of governance as needed.

**Article 15
Expenses, Compensation and Prohibitions**

Section 1. Any member of the Executive Board or person acting as an agent of the Executive Board performing authorized duties for/or services to the Association by order of

the President or the Executive Board may receive compensation and reimbursement for the expenses authorized.

- Section 2. The Executive Board shall set the reimbursement policy for all delegates to the annual conference and other rates of compensation paid to members. All expenses incurred by alternates, not acting as delegates, to the annual conference, shall be borne by the District Lodge that sends the alternate to the conference.
- Section 3. The Association shall not make loans to any member, officer, agent, representative, or employee. No Association funds may be invested in any way that they may be used to finance or secure loans to any member, officer, agent, representative, or employee. This section does not prohibit the Association from investing its funds in a Federally Insured Deposit instrument offered by a legally chartered financial institution as long as that deposit is not used as security for a loan to any member, officer, agent, representative or employee.
- Section 4. The Association may not expend its funds in any manner in furtherance of independent business or financial interests of members, officers, employees, agents, representatives, or spouses, minor children, parents of members, agents, representatives, or employees. As a condition of employment or continuing service as an officer, agent, representative, or employee of the Association, or spouses, minor children or parents of an officer, agent, representative, or employee may undertake business or financial interests which will conflict with the fiduciary obligations of such officers, agents, representatives, and employees of the Association.
- Section 5. Any Association official or employee who handles the funds of the Association or other property of the Association shall be bonded for the faithful performance of the duties in a bond of appropriate amount.
- Section 6. No member of the Executive Board will violate his/her fiduciary obligation or enter into or vote for any business that could be considered a conflict of interest.
- Section 7. No part of the net earnings of the Coalition shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes set forth in Article III hereof.

Article 16

Dissolution of the Corporation

Section 1.- Dissolution of Ohio Troopers Caring, Inc. may be proposed by the

methods indicated in Article 13 of this constitution;

Section 2.- Dissolution must be approved by a two thirds majority of the Executive Board.

Section 3. Upon proper approval of dissolution by the membership, the Executive Board shall proceed to dissolve the Association in accordance with the laws of the State of Ohio.