

August 2021

CONSTITUTION

OHIO STATE TROOPERS RETIREES ASSOCIATION, INC.

**Constitution and By - Laws
Ohio State Troopers Retirees Association, Inc.**

**Article 1
Name**

The name of the corporation shall be the OHIO STATE TROOPERS RETIREES ASSOCIATION, INC. (hereinafter known as O.S.T.R.A.).

**Article 2
Place of Business**

The principal office of the O.S.T.R.A. shall be in the County of Franklin, State of Ohio. The O.S.T.R.A. may have such other offices as may from time to time be designated by the trustees.

**Article 3
Purpose**

The purpose of the O.S.T.R.A. shall be:

- A) To promote issues which would enhance the law enforcement profession;
- B) To ease the transition from an active member of the Ohio Highway Patrol to a retired member of the Ohio Highway Patrol.
- C) To research new avenues for health insurance and other benefits for retired members of the Ohio Highway Patrol.
- D) To work with the Department of Public Safety and the Superintendent of the State Highway Patrol in furthering these purposes;

**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) Member – Dues paying retired member of the Ohio State Highway Patrol as appointed under Section 5503.01 of the Ohio Revised Code or a dues paying member of the Ohio State Troopers Association, in DROP as defined by Section 5505.50 of the Ohio Revised Code.
- 2) Trustee - Dues paying retired member from each district as elected by the membership in each respective district.
- 3) Executive Board - President, Vice President, Secretary, Treasurer, Executive Director or designee and the elected Trustees representing each of the nine (9) districts.
- 4) Districts - Districts one (1) thru nine (9) as defined below:
 - District 1 - Comprises the counties of Williams, Fulton, Henry, Defiance, Paulding, Van Wert, Allen, Lucas, 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, Claremont, Brown, Clinton, Adams, Highland and Fayette.

District 9 - Comprises the counties of Hocking, Ross, Pike, Scioto, Lawrence, Jackson, Vinton, Athens, Meigs and Gallia.

- 5) Members in the Association shall be entitled to all rights and privileges of the organization. Elective office shall only be open to members of the Association in good standing. To be considered to be a member in good standing, a member must attend a minimum of at least three (3) Lodge or Association events during the previous twelve (12) month period.

Article 5 Powers

The furtherance of the objectives described above, but not in limitation thereof; the O.S.T.R.A. may:

- A) collect and disseminate statistics and other information;
- B) engage in various fund raising activities;
- C) 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; and
- D) purchase property, make investments, and purchase equipment necessary to meet the purposes of the O.S.T.R.A.

No part of the net earning of the O.S.T.R.A. shall insure to the benefit of, or to be distributable to its trustees, officers or other private persons, except that the O.S.T.R.A. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article Three (3) hereof.

Article 6 Indemnification

The O.S.T.R.A. shall indemnify its Executive Board, Officers, Agents and employees as follows:

- A) Every Executive Board member, Officer, Agent or Employee of the O.S.T.R.A. shall be indemnified by the O.S.T.R.A. 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 O.S.T.R.A.

- 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 7 Meetings

Section 1 - Except as otherwise provided in the constitution or by - laws, the O.S.T.R.A. shall conduct business in accordance with the standing rules.

Section 2 - Annual meeting - An annual meeting of the O.S.T.R.A. shall be held each year along with the other various troopers organizations. 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 60 days prior to the meeting.

Section 3 - The Executive Board will meet at a date, time, and place determined by the President. One half (1/2) of the Executive Board members will be necessary to form a quorum.

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 8 Executive Officers/Executive Board

Section 1 - The Executive Board of the O.S.T.R.A. shall be an elected President, Vice President, Secretary, and Treasurer, the Executive Director or designee

and the nine (9) elected members of the Trooper Lodges. Each Trustee 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 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; and
- E) may sign vouchers issued by the O.S.T.R.A.

Section 3 - **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; and
- D) perform such duties as the President or the Executive Board may assign.

Section 4 - **The Secretary** shall:

- A) be a member of the Executive Board;
- B) supervise the custody of all books and records of the O.S.T.R.A.;
- C) supervise the record keeping of all meeting minutes and proceedings;
- D) oversee the distribution of the minutes of all meetings to officers and trustees within ten (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 5 - **The Treasurer** shall:

- A) review the accounting of all moneys received and spent by the O.S.T.R.A.
- B) submit to the Executive Board, on an annual basis, the accounting of all monies;
- C) submit to the membership, at the annual conference, a written accounting of all monies; and
- D) perform other such duties as prescribed by the President or the Executive Board.

Section 6 - A Trustee shall:

- A) be a member of the Executive Board;
- B) represent their respective districts;
- C) oversee and set the direction of the O.S.T.R.A.;
- D) elect bi-annually the officers of the O.S.T.R.A.;
- E) perform whatever duties the Executive Board may assign; and
- F) the sixth district Trustee shall have the power to sign vouchers which would allow the legislative agents to attend last minute fund raisers.

Section 7 - Legislative Agent or Agents shall:

- A) work in behalf of the O.S.T.R.A. as directed by the Executive Board or Chairman;
- B) advise the Board on expenditures needed;
- C) conduct and coordinate all legislative activity;
- D) report in writing at least quarterly or as requested on all legislative activities; and
- E) shall be appointed by the President of O.S.T.R.A.

Section 8 - Executive Board

- A) Each member of the Executive Board shall have the right to vote, except the President who shall only cast his/her vote in the event of a tie.
- B) The Executive Board shall be the governing body of the Association. The Executive Board has the right to create rules, directives, or edicts for the uniform governance of the Association and of its members.
- C) The Executive Board shall see that the review of the Association's books is completed at least once a year. An audit of the Association's books shall be completed when a new Treasurer is elected, appointed, or at any other time the Executive Board deems necessary.
- D) The Executive Board may allocate Association resources for the furtherance of the Association's purposes.

Article 9

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 10 Expulsion from Office

Any Officer or Trustee may be expelled or removed from office upon the violation of any rules, regulations or by - laws of this constitution or upon engaging in conduct which tends to interfere with the accomplishments of the objectives or the purposes of the O.S.T.R.A. or upon conviction of a crime punishable as a felony or involving moral turpitude. The Executive Board shall establish standing rules for the implementation of this Article.

Article 11 Committees

The Chairperson of the Executive Board, in consultation with the President, shall appoint those members to committees necessary for conducting business of the O.S.T.R.A. The legislative agent or agents shall be on all committees.

Article 12 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 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 State Troopers Retirees Association, 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 13
Fiscal Year**

The fiscal year of the O.S.T.R.A. shall commence on the first day of January of each year.

**Article 14
Amendments**

These By - Laws may be amended by a three - fourths (3/4) vote of the Executive Board at the annual meeting. 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.

The Executive Board may make emergency changes to the Constitution by a three - fourths (3/4) vote of the Executive Board on the issue to be changed. All changes made by this emergency clause shall be voted on at the next annual meeting.

**Article 15
Standing Rules**

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

Article 16
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 O.S.T.R.A. by order of the President or Executive Board may receive compensation and reimbursement for the expenses authorized. All vouchers will be accompanied by the proper and necessary receipts.
- Section 2 - 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.

Article 17
Dues

The Trustees of the Association shall establish dues for members. Dues shall be payable to the Association by annual check or payroll deduction at time of membership and yearly thereafter.

Article 18
Dissolution of the Corporation

- Section 1 - Dissolution of the O.S.T.R.A. may be proposed by the methods indicated in Article 13 of this Constitution.
- Section 2 - Dissolution must be approved by a two - thirds (2/3) majority of the Executive Board.