

BY-LAWS

**OF THE AMERICAN CIVIL LIBERTIES UNION OF OHIO
AND THE AMERICAN CIVIL LIBERTIES UNION OF OHIO FOUNDATION, INC.**

- I. **DEFINITIONS.** The American Civil Liberties Union of Ohio (“ACLU of Ohio”) and the American Civil Liberties Union of Ohio Foundation, Inc. (“ACLU of Ohio Foundation”) are two corporations separately chartered under the laws of the State of Ohio to advance and promote civil liberties. Collectively, they make up the Ohio affiliate (“Affiliate”) of the American Civil Liberties Union.
- A. The ACLU of Ohio is a Corporation chartered under the laws of the State of Ohio and in conformity with Section 501(c)(4) of the Internal Revenue Code.
- B. The ACLU of Ohio Foundation, Inc., is a Corporation chartered under the laws of the State of Ohio and in conformity with Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Foundation may include attempts to influence legislation.
- II. **PURPOSE.** These by-laws are adopted by the Board of Directors of the ACLU of Ohio and the ACLU of Ohio Foundation for the purpose of establishing the governance procedures of the respective organizations.
- III. **MEMBERSHIP.** Any member in good standing of the ACLU who has a legal residence within the State of Ohio is a member of the ACLU of Ohio.
- IV. **CONSTITUENT GROUPS.** The ACLU of Ohio may recognize various bodies that act to further the protection of civil liberties in compliance with national ACLU policy. Such constituent groups may include but are not limited to chapters, campus-based groups at colleges and universities, and working groups.
- V. **BOARD OF DIRECTORS.**
- A. **RESPONSIBILITIES AND DUTIES.** All powers and authority of the ACLU of Ohio and the ACLU of Ohio Foundation are vested in the Board of Directors.
1. The primary functions of the Board of Directors include appointing, supporting, and monitoring the performance of the Executive Director; approving long-range plans for the ACLU of Ohio and the ACLU of Ohio Foundation; ensuring the financial health of both organizations; enhancing the public image of the organizations; overseeing education, litigation, and legislation programs and activities; and keeping the functions of the ACLU of Ohio and the ACLU of Ohio Foundation distinct and separate in accordance with law.
2. Each Director must be a member of the ACLU of Ohio.

- B. **COMPOSITION.** Thirty individuals are elected as Directors by and from the general membership of the ACLU of Ohio. Directors serve on the Board of both the ACLU of Ohio and the ACLU of Ohio Foundation.
- C. **MEETINGS.** The Board of Directors meets as often as necessary to conduct the affairs of the ACLU of Ohio and the ACLU of Ohio Foundation, but no fewer than three times per fiscal year.
1. Meetings are ordinarily open to the public except for matters that require confidentiality or deliberation in executive session.
 2. Minutes of all open meetings must be maintained and subsequently approved by the Board of Directors.
 3. A vote on any action of the Board of Directors, other than election or contested removal of Directors or members of the Executive Committee, may be taken by telephone, electronic mail, or other authorized communication equipment under the following circumstances:
 - a. The President of the Board or the General Counsel of the Board (or the Associate General Counsel serving as Acting General Counsel) determines that a decision about the proposed action must be made before the next scheduled meeting of the Board,
 - b. The proposed action is communicated to all members of the Board contemporaneously by the Executive Director of the ACLU of Ohio or by the Executive Director's designee, and
 - c. Each member of the Board may send a contemporaneous response to all other members of the Board.
- D. **COMMITTEES OF THE BOARD.**
1. **Membership.** Every committee may include members of the ACLU of Ohio who are not Directors.
 2. **Limitations on Committee Actions.** Unless it has been specifically and expressly given permission in advance to do so by the Board of Directors or otherwise authorized by these by-laws, no committee may take or cause to be taken any action on behalf of the ACLU of Ohio or the ACLU of Ohio Foundation unless the committee has first recommended such action to the Board of Directors and has been instructed by the Board of Directors to take such action.
 3. **Standing Committees.** The Board of Directors has three standing committees:

- a. The Budget Committee is responsible for preparing an annual budget for both the ACLU of Ohio and the ACLU of Ohio Foundation, recommending changes in accounting and banking practices and procedures, assisting as appropriate in producing an annual financial audit for both organizations, and attending to the fiscal affairs of both organizations.
 - b. The Investment Committee is responsible for investing and managing the financial assets of the Foundation in a prudent manner for the purpose of preserving the organization and fostering its long-term growth. The Committee is selected and conducts its activities in accordance with the Investment Policy of the ACLU of Ohio and the ACLU of Ohio Foundation.
 - c. The Nominating Committee is responsible for recruiting and developing new leadership for the Board of Directors. It is also responsible for ensuring that the ACLU of Ohio and the ACLU of Ohio Foundation meet national and Affiliate affirmative action guidelines. The committee is composed of five voting members, all of whom must be members of the ACLU of Ohio and not more than three of whom may be members of the Board of Directors. The Board's Affirmative Action Officer serves ex officio as a non-voting member.
4. Other Committees. The President may appoint such other committees as are necessary and appropriate. The responsibilities and assignments of such committees are specified by the President and are subject to approval by the Board of Directors. The term of a committee appointed by the President ends upon completion of its assignment as determined by the President or, at the discretion of a newly elected President, upon the conclusion of the term of office of the appointing President.

VI. EXECUTIVE COMMITTEE.

A. RESPONSIBILITIES AND DUTIES.

1. The Executive Committee may take action on behalf of the Board of Directors in any extraordinary or emergency matter that cannot await a regular meeting of the Board of Directors and for which a special meeting is impractical. A full report of any Executive Committee decisions must be presented at the next meeting of the Board of Directors, and approval of the Board of Directors is necessary for the continuation of the matter.
2. The Executive Committee may make decisions on routine internal administrative matters, subject to reversal by a vote of the Board of Directors.

3. The Executive Committee evaluates the Executive Director, resolves employee grievances, and is responsible for the ongoing development and oversight of personnel policies and practices governing employees of the ACLU of Ohio and the ACLU of Ohio Foundation.
- B. COMPOSITION. The Executive Committee of the Board of Directors has eight members.
1. Seven Directors are elected as officers:
 - a. The President presides over meetings of the Board of Directors and of the Executive Committee, appoints committees and their chairpersons with the consent of the Board of Directors, supervises the Executive Director on behalf of the Board of Directors, and is generally responsible for overseeing the affairs of the organization.
 - b. The Vice President performs such duties as may be delegated by the President and performs the duties of the President in the temporary absence of the President.
 - c. The Secretary is responsible for the writing and distribution of the minutes of meetings of the Board of Directors and of the Executive Committee, records attendance at meetings, and keeps account of Directors' terms and of vacancies on the Board of Directors.
 - d. The Treasurer is responsible for generally supervising the financial affairs of the ACLU of Ohio and the ACLU of Ohio Foundation, makes regular personal inspections of the financial records, is registered as a signatory on all accounts of the ACLU of Ohio and the ACLU of Ohio Foundation, makes regular financial reports to the Board of Directors, is responsible for ensuring the development of the annual budget, and chairs any committee dealing with financial matters of the ACLU of Ohio or the ACLU of Ohio Foundation.
 - e. The General Counsel acts as legal counsel to the Board of Directors and is responsible, with the Executive Director, for supervising and coordinating the legal program of the ACLU of Ohio and the ACLU of Ohio Foundation.
 - f. The Associate General Counsel acts as adjunct to the General Counsel and is responsible for those duties assigned within the discretion of the General Counsel. The Associate General Counsel also serves as Acting General Counsel in the following circumstances:
 - (1) The General Counsel is unable to serve in regard to a particular matter because of a conflict of interest or other disqualification,

- (2) The General Counsel is unavailable and either the Legal Director or the Executive Director determines that immediate action is required, or
 - (3) The General Counsel is unable to continue to serve in that capacity.
 - g. The Affirmative Action Officer monitors the compliance of the Board of Directors with national and Affiliate affirmative action policies and advises the Board of Directors on actions to be taken to maintain compliance.
 2. The Affiliate representative to the National Board represents the interests of the ACLU of Ohio and the ACLU of Ohio Foundation on the National Board of the American Civil Liberties Union.
- C. MEETINGS. The Executive Committee must meet (either in person or by means of authorized communications equipment) at the direction of the President or at the request of any three members of the Executive Committee.

VII. ELECTIONS.

- A. DIRECTORS. Directors are selected by nomination and, when there are more candidates than positions to be filled, by vote of the general membership of the ACLU of Ohio. The process must be completed not later than the end of the fifth month of the fiscal year.
1. The President or other authorized Director or committee member determines, in advance, a date by which a slate is to be presented by the Nominating Committee to the Board of Directors. The slate must be published electronically, on paper, or by any other means authorized by state law.
 2. Within four weeks after the slate is presented, any member of the ACLU of Ohio may also be nominated by submitting a petition bearing the signatures of no fewer than ten members of the ACLU of Ohio. Within six weeks after the slate is presented, each duly nominated candidate may submit both a supporting statement and biographical information (or either alone).
 3. If the number of candidates does not exceed the number of positions to be filled, then no ballots are distributed. At the next meeting of the Board of Directors, the Secretary of the Board presents an uncontested ballot on behalf of the members of the ACLU of Ohio and the ACLU of Ohio Foundation, and all candidates are elected.
 4. If the number of candidates exceeds the number of positions to be filled, then provisions are made for distribution of ballots.
 - a. The President or other authorized Director or committee member establishes a reasonable deadline for the return of ballots.

- b. Each member of the ACLU of Ohio is given access to a ballot along with the supporting statements and biographical information submitted by the candidates. The ballot clearly presents the names of all candidates and prominently displays the deadline date.
 - c. Only members of the ACLU of Ohio may vote, and voting must be done by secret ballot. The ballot procedure must account for these restrictions.
 - d. Each member of the ACLU of Ohio may cast as many votes as there are positions to be filled, but not more than one vote per candidate. The persons receiving the most votes are elected.
- B. EXECUTIVE COMMITTEE. Members of the Executive Committee are elected by and from the Board of Directors.
- 1. The President or other authorized Director or committee member determines, in advance, a date by which a slate is to be presented by the Nominating Committee to the Board of Directors.
 - 2. Before the election is conducted, candidates may submit both a supporting statement and biographical information (or either alone), which are distributed to the Board of Directors.
 - 3. At the last meeting of the Board of Directors in the fiscal year, the election is conducted. Before a vote is taken, nominations may be made from the floor with the support of two Directors.
 - 4. Each Director may cast one vote by secret ballot for each position. The person receiving the most votes for each position is elected.
- C. TERMS OF OFFICE.
- 1. Length of Term. (Because intervals between meetings cannot always be determined in advance with certainty, the term “year” is to be construed in a reasonable manner.)
 - a. Directors serve terms of three years. Terms are staggered such that one third of the Directors’ terms expire in any fiscal year.
 - b. Directors may serve not more than three full terms consecutively. For computation purposes, a completed partial term that is at least half as long as a full term is treated as a full term. After the third consecutive full term of service, a Director must wait one year before being eligible to serve again as a Director.
 - (1) This provision does not apply to the Affiliate representative to the National Board until that individual ceases to serve in that capacity, at which time the provision applies retroactively.

- (2) Directors who have served at least six years at the time of the adoption of this three-term limitation are eligible to serve one more term immediately after their current term ends.
 - c. Officers serve terms of two years.
 - d. The Affiliate representative to the National Board serves a term of three years.
2. Commencement of Term.
 - a. Terms of Directors begin immediately upon election.
 - b. Terms of members of the Executive Committee begin immediately following the adjournment of the meeting of the Board of Directors at which the election is conducted.
3. Precedence of Term. If an individual's term as Director expires before the term as a member of the Executive Committee, then that position on the Executive Committee becomes vacant.

D. VACANCIES.

1. When the office of President becomes vacant before the end of a term, the Vice President becomes the President and serves to the completion of that term. If the Vice President cannot serve, then the Secretary fulfills the duties of both Secretary and President until an election for the office of President can be held in the same manner as for other offices.
2. When any position on the Executive Committee other than the office of President becomes vacant before the end of a term, the Nominating Committee recommends to the Board at least one Director to serve the remainder of the unexpired term. Nominations may also be made from the floor with the support of two Directors. Each Director may cast one vote by secret ballot for each position. The person receiving the most votes for any vacant position is elected.
3. When a Director's position becomes vacant before the end of a term, the Nominating Committee draws up a list of qualified candidates from which the Board of Directors selects an individual to complete the unexpired term.
4. Except for the office of President, a vacant position does not need to be filled if the time remaining in the unexpired term is de minimis.

E. REMOVAL.

1. Any member of the Board of Directors is automatically removed from the Board for any of several reasons:
 - a. Voluntary resignation,
 - b. Loss of membership in the ACLU, or

- c. Loss of legal residence in the State of Ohio.
2. Any Director may be subject to removal for lack of participation, demonstrated by:
 - a. Failure to attend three consecutive regular meetings of the Board of Directors and
 - b. Failure to communicate in any way with the Board of Directors or staff for a continuous period of three months.
3. An individual may be removed from a particular position on the Board (Director or member of the Executive Committee) for cause, which is defined as any violation of the duties of board members as prescribed by the Charitable Law Section of the State of Ohio Attorney General's office.
4. Contested removal requires an affirmative vote of three fourths of all Directors present at a meeting held after an individual is given reasonable notice and an opportunity to be heard in a manner consistent with due process.

VIII. EXECUTIVE DIRECTOR.

- A. The Executive Director is hired by and answers to the Board of Directors.
- B. The Executive Director performs such duties as the Board of Directors or the Executive Committee delegates.

IX. MATTERS OF SUBSTANTIVE POLICY.

- A. Policies of the ACLU of Ohio and the ACLU of Ohio Foundation are determined by the national policies of the ACLU. Any policy that differs from or goes beyond ACLU policy must be affirmatively approved by the Board of Directors of the ACLU of Ohio and the ACLU of Ohio Foundation.
- B. The main spokesperson for ACLU policy in Ohio is the Executive Director of the ACLU of Ohio.
- C. The Board of Directors approves all litigation activities of the ACLU of Ohio or the ACLU of Ohio Foundation. In emergencies, the Board may delegate its approval authority to the Legal Director and the General Counsel acting jointly.

X. CHANGES TO THE BY-LAWS.

- A. These by-laws may be amended, altered, repealed, or supplemented by vote of the Board of Directors at any regular meeting, provided that adequate written notice of the proposed changes is given to all Directors in advance of the Board meeting.
- B. The effective dates of all changes must be recorded in these by-laws.
- C. Effective Dates.
 - 1. These by-laws were adopted by the Board of Directors of the ACLU of Ohio and the ACLU of Ohio Foundation at a regularly-scheduled meeting on the 2nd day of December, 2000. Adoption repeals all previous policies that are inconsistent with or superseded by these by-laws.
 - 2. Changes have been made to these by-laws as of the following dates:
 - Officers section amended August 13, 2005;
 - Meetings section amended January 28, 2006;
 - Entire document revised March 28, 2009, by vote on November 8, 2008.