

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

**I. AUTHORITY**

These Bylaws establish the governance procedures for The American Civil Liberties Union of Ohio, Inc. and The American Civil Liberties Union of Ohio Foundation, Inc.

**II. DEFINITIONS**

The American Civil Liberties Union of Ohio, Inc. (“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 is exempt from federal income tax pursuant to 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 is exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code.
- C.** Unless otherwise specified, the term **“Ohio ACLU”** as used throughout these Bylaws means both organizations defined in sections II A and B above.
- D. “Board of Directors”** as used throughout these Bylaws means, collectively, the Boards that oversee the operations of both the ACLU of Ohio and the ACLU of Ohio Foundation.
- E. “National ACLU”** as used throughout these Bylaws means the American Civil Liberties Union Incorporated and the American Civil Liberties Union Foundation Inc. located in New York.

**III. OHIO ACLU MISSION**

The mission of the Ohio ACLU is to aid in maintaining and extending constitutional and other fundamental rights, liberties, privileges, and immunities, and to take all legitimate actions in furtherance of that object without political partisanship.

**IV. BOARD OF DIRECTORS**

- A. Authority and Duties.** All powers and authority of the Ohio ACLU are vested in the Board of Directors.

- B. Eligibility for Board of Directors.** Each Director must be a dues-paying member of National ACLU and a resident of Ohio.
- C. Composition.** The number of Directors shall be not more than twenty-four (24) and not fewer than twenty-one (21) individuals. Directors serve on the Boards of both the ACLU of Ohio and the ACLU of Ohio Foundation.
- D. Meetings.** The Board of Directors meets as often as necessary to conduct the affairs of the Ohio ACLU, but no fewer than three (3) times per year.
- 1. Attendance.** Meetings are open to current ACLU Directors and, at the discretion of the President, to ACLU Ohio staff and invited guests.
  - 2. Quorum.** A quorum consists of a majority of the Directors then in office as of the date of the meeting. A Director may be counted as present for a meeting if he or she is connected via a communication device that allows the Director to participate in the meeting.
  - 3. Board Approval of Action Items.** Unless otherwise provided in these Bylaws or by applicable law, a motion, proposal or other matter presented to the Board of Directors for a vote is approved if it receives an affirmative vote from a majority of those Directors present at a meeting where a quorum is present.
  - 4. Notice of Meetings.** Notice need not be given of regular meetings of the Board if the time and place are fixed by the Board. Notice of each special meeting of the Board shall be given not less than three (3) days before such meeting. Notice may be in writing and sent by mail, addressed to such Director at his or her address in the records of the Ohio ACLU. Such notice shall be deemed to have been given when it is deposited with appropriate postage in the United States mail. Notice may also be by telephone, facsimile transmission, courier service, electronic mail, or hand delivery. Notice of a meeting of the Board need not be given to a Director who submits a signed waiver of notice before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.
  - 5. Meeting Minutes.** Minutes of all meetings shall be maintained and subsequently approved by the Board of Directors. Minutes of executive sessions, including but not limited to sessions in which legal or personnel matters are discussed, should only include the names of the Board members present, date and approximate length of the session, the reason for the closed meeting (e.g. “to discuss a legal matter” or “to discuss personnel matters”), the text of any motion, proposal or other matter on which the Board voted during the session, and the results of that vote.

**E. Election of Directors.** Directors shall be elected by the Board following review and nomination by the Nominating Committee. The election process should be completed no later than the end of August each year unless the President and Nominating Committee determine that a different date should be established in a particular year.

- 1. Nomination Process.** Existing Board members have the opportunity and the responsibility to identify appropriate candidates for Board membership. Recommendations of prospective Board candidates may be given to the Board President or the Chair of the Nominating Committee at any time.
- 2. The Nominating Committee shall present the nominees to the Board of Directors** at a Board meeting prior to the end of March each year unless the President and Nominating Committee determine that a different date should be established in a particular year. The number of nominees shall not exceed the number of vacancies on the Board. A list of nominees shall be provided to the Board in advance of the meeting in which the Nominating Committee presents the nominations.
- 3. The Board shall vote** on the nominees at the Board meeting immediately following the meeting in which the Nominating Committee presents the nominations.

**F. Directors' Terms and Term Limits; Exceptions.** Directors shall be elected to terms of three years. Terms are staggered such that approximately one third of the Directors' terms expire in any year. Terms of Directors begin immediately following the adjournment of the meeting of the Board of Directors at which the election is conducted.

- 1. Limitation on Consecutive Terms.** Directors may serve not more than three full terms consecutively. A completed partial term of 18 months or more is considered as a full term. After the third consecutive term of service, a Director must wait one year before being eligible to serve again as a Director.
- 2. Exception to the Three-Term Limit.** If a director is elected as an officer of the ACLU of Ohio and the term as an officer exceeds the member's term limit as a Director, the member's term limit shall be extended to the end of the term as an officer. The extended term immediately ceases if the Director resigns or is removed from the Officer position or if Board membership terminates for any reason other than term limits.

**G. Procedures to Fill Director Vacancies.** When a Director's position becomes vacant before the end of a term, the Nominating Committee may recommend a candidate for the Board's approval. The Board of Directors may vote on the

candidate or candidates at the meeting in which the Nominating Committee presents the candidate or candidates.

#### **H. Removal of Directors.**

**1. Automatic Removal.** A member of the Board of Directors ceases to be a Director under any of the following circumstances:

- a. Voluntary resignation,
- b. Failure to renew membership in National ACLU within 60 days after the initial notification from the ACLU Ohio that membership has lapsed; or
- c. Loss of legal residence in the State of Ohio.

**2. Other Removals.** A Director may be removed by the affirmative vote of sixty percent (60%) of the Directors then in office.

**I. Directors as Ohio ACLU Spokespersons.** Directors should not speak on behalf of the Ohio ACLU absent express authority from the Executive Director or the Board of Directors to do so.

#### **V. OFFICERS**

**A. Number and Positions.** Seven Directors are elected as officers:

**1. The President** presides over meetings of the Board of Directors and of the Executive Committee, appoints, with the consent of the Board of Directors, committees and Committee chairpersons, supervises the Executive Director on behalf of the Board of Directors, and is generally responsible for overseeing the affairs of the Ohio ACLU. The President also serves as an ex officio member of all committees.

**2. The Vice President/Secretary** performs such duties as may be delegated by the President and performs the duties of the President in the temporary absence of the President. The Vice President/Secretary is also responsible for writing and distributing the minutes of the Board of Directors and the Executive Committee, recording attendance at meetings, and keeping account of Directors' terms and of vacancies on the Board of Directors.

**3. The Treasurer** is responsible for providing general oversight of the financial affairs of the Ohio ACLU, is registered as a signatory on all accounts of the Ohio ACLU, makes regular financial reports to the Board of Directors, is responsible for ensuring the development of the annual budget, and serves as Chair of the Budget Committee and the Reserve Fund Committee.

4. **The General Counsel** is responsible, with the Executive Director, for providing general oversight of the legal program of the Ohio ACLU.
5. **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:
  - a. The General Counsel is unable to serve in regard to a particular matter because of a conflict of interest or other disqualification,
  - b. The General Counsel is unavailable and either the Legal Director or the Executive Director determines that immediate action is required, or
  - c. The General Counsel is unable to continue to serve in that capacity.
6. The Equity 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.
7. **The Affiliate Representative to the National ACLU Board** represents the Ohio ACLU on the Board of Directors of the National ACLU. The Affiliate Representative shall be elected by the Board.

**B. Officer Elections; Nomination Procedures.** Officers shall be elected by and from the Board of Directors.

1. **Candidate Submissions.** Candidates for open officer positions shall submit a supporting statement and biographical information to the Chair of the Nominating Committee by February 15<sup>th</sup> or such later date as the President and Nominating Committee determine in a given year. These materials will be distributed to the Board of Directors via posting to the Ohio ACLU Intranet accompanied by electronic mail notice of the posting in advance of the meeting at which the vote is taken.
2. **Election.** The Board shall vote on the candidates for open officer positions at the Board meeting immediately following distribution of the Candidates' Statements to the Board.
3. **Voting.** Each Director may cast one vote by secret ballot for each open position. The person receiving the most votes for each position is elected.
4. **Procedures if a tie vote occurs.** If a tie vote occurs, the Board shall again vote by secret ballot. If a tie occurs on the second round of voting, only the current (not the newly elected) members of the Executive Committee shall vote; however, any member of the Executive Committee who is the subject of

the tie shall abstain from voting. If the Executive Committee's vote also results in a tie, the election shall be decided by a coin toss.

**C. Officers' Terms.** Officers shall be elected to two-year terms. Terms of officers begin immediately following the adjournment of the meeting of the Board of Directors at which the election is conducted. The Affiliate Representative to the National ACLU Board shall be elected to a three-year term. The term begins January 1 following the date of election.

**D. Vacancies.**

**1. President.** When the office of President becomes vacant before the end of a term, the Vice President/Secretary shall act as the President and serve to the completion of that term. If the Vice President/Secretary declines to or cannot serve as President, then the Treasurer fulfills the duties of both Treasurer and President until an election for the office of President can be held in the same manner as for other offices.

**2. Other Officers.** A vacancy for an office other than the President shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for the regular election of officers.

**E. Removal.** An Officer may be removed by the affirmative vote of sixty percent (60%) of the Directors then in office.

**F.** Directors may not run for an officer position in the final year of their third term serving on the Board of Directors.

**VI. EXECUTIVE COMMITTEE AND COMMITTEES OF THE BOARD.**

**A. Executive Committee Composition, Authority and Duties**

**1. Composition.** The Executive Committee consists of six officers of the Board: the President, Vice President/Secretary, General Counsel, Associate General Counsel, Treasurer and the Ohio ACLU's Representative to the National ACLU Board.

**2. Authority.** 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. 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.

3. **Duties.** The Executive Committee assists in developing and overseeing implementation of the policies and practices governing the Ohio ACLU. Changes to policies require Board approval. Unless otherwise determined by the Board of Directors, the Executive Committee shall also serve as the Personnel Committee and shall advise the Executive Director and the President with respect to employee grievances.
4. **Meetings.** The Executive Committee shall meet before every Board meeting unless the President determines otherwise. Additional meetings of the Executive Committee may be scheduled in person or via conference call at the direction of the President or at the request of any three members of the Executive Committee.

## **B. Other Committees**

1. **Membership.** Each Committee shall have at least three (3) members. Committees may include members of the National ACLU who are Ohio residents but who are not Ohio ACLU Directors. At all times a majority of a Committee's members shall be Directors.
2. **Limitations on Committee Actions.** Unless it has been authorized in advance to do so by the Board of Directors or otherwise authorized by these Bylaws, no committee may take or cause to be taken any action on behalf of the Ohio ACLU.
3. **Standing Committees.** The Board of Directors may designate one or more standing committees, as it deems necessary. Such standing committees may include:
  - a. **The Budget Committee** is responsible for preparing an annual budget for the Ohio ACLU, recommending changes in accounting and banking practices and procedures, and attending to the fiscal affairs of the Ohio ACLU.
  - b. **The Audit Committee** assists in maintaining the integrity of the organization's financial reporting by recommending to the Board the appointment of an independent auditor, monitoring the annual audit process, meeting with the auditor and reviewing the auditor's report, responding to the auditor's recommendations, and arranging for the auditor to report to the Board annually upon completion of the audit.
  - c. **The Reserve Fund Committee** is responsible for providing oversight for the management of the financial assets of the Ohio ACLU in a prudent manner for the purpose of preserving the ongoing operations and activities of the organization and fostering its long-term growth. The Reserve Fund

Committee shall act in accord with the Board's Reserve Fund Policy. This Committee shall be chaired by the Treasurer.

- d. The Nominating Committee** is responsible for recruiting Board members. It is also responsible for ensuring compliance with applicable affirmative action guidelines. The Board's Equity Officer serves ex officio as a nonvoting member.
- 4. Terms of Standing Committees.** The President shall present for Board approval a slate of Committee members for each standing committee at the second Board meeting of each calendar year unless the timing for presentation is otherwise determined by the Board.
- 5. Special Committees.** The Board of Directors or the President may appoint special committees as are necessary to fulfill the Ohio ACLU's mission and the fiduciary duties of the Board.

## **VII. EXECUTIVE DIRECTOR**

The Board of Directors shall charge the Executive Director with the administration and executive management of the affairs of the Ohio ACLU and such other powers and duties as the Board may delegate. The Executive Director is the spokesperson for the Ohio ACLU. The Executive Director may delegate the spokesperson task to other persons as appropriate.

## **VIII. NATIONAL ACLU POLICY GUIDE**

Ohio ACLU policies shall be in accordance with the policies of the National ACLU as found in the National Policy Guide. Any policy that differs from National ACLU policy shall be affirmatively approved by the Board of Directors of the Ohio ACLU.

## **IX. CHANGES TO THE BY-LAWS**

- A. Amendment or Repeal.** These Bylaws may be amended or repealed by the affirmative vote of a majority of Directors then in office, provided notice of the proposed changes is given to all Directors in advance of the Board meeting at which the vote is to be taken.
- B. Effective Dates.** The effective dates of all changes must be recorded in these Bylaws.
  - 1. These Bylaws 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 2<sup>nd</sup> day of December, 2000. Adoption repeals all previous policies that are inconsistent with or superseded by these Bylaws.



- 2. Changes have been made** to these Bylaws 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.
  - Extensive reorganization and textual amendments approved March 23, 2013, effective at the conclusion of the March 23 Board of Directors meeting.
  - Officers sections amended, and references to Affirmative Action Officer changed to Equity Officer, to achieve consistency with national ACLU bylaws on May 9, 2015.