

Ohio Network for the Chemically Injured

Bylaws

PREAMBLE

The purpose of the Ohio Network for the Chemically Injured (ONFCI) shall be to educate, inform and create awareness about Multiple Chemical Sensitivity (MCS) and similar disorders for a variety of publics including, but not limited to individuals with MCS and similar disorders, family members, service providers, medical facilities, retail facilities, industry, employers, policy makers and public officials; to promote and advance full inclusion in all aspects of society for individuals with MCS and similar disorders; and to monitor and to foster compliance with all civil rights and other legislation that impacts upon the lives of people with MCS and other disorders.

		ARTICLE I
		MEETINGS
Annual Meeting	<u>Section 1.</u>	The annual meeting of the Board of Directors: The annual meeting of the Corporation's officers and directors shall be held at such time and place in the Greater Cleveland, Ohio area as shall be designated by the notice thereof. Such meeting will be held in April of each year for the purpose of electing Officers and Directors and conducting any business which may properly come before the meeting. The first annual meeting shall be held in 2000.
Regular Meetings	<u>Section 2.</u>	Regular meetings of the Officers and Directors shall be held at least two times per year. Attendance and voting via conference call or E-Mail will be permitted as necessary.
Special Meetings	<u>Section 3.</u>	Special meetings may be called by the President or by any three

		Directors of the corporation and may be held at such time and place as may be specified on the notice thereof. Attendance and voting via conference call or E-mail will be permitted as necessary.
Notice of Meetings	<u>Section 4.</u>	A written notice of every annual and regular meeting, stating the time, place and purposes thereof, shall be given by mailing (U.S. Mail or electronic communication) the same to each officer and director's address appearing on the records of the corporation not less than two (2) weeks prior to holding of such meeting. Notices of special meetings shall state that the meeting being called is a special one and such notices may be given orally or in writing at least 24 hours prior to the meeting time. All persons entitled to vote at the meeting must be mailed, faxed, phoned or otherwise delivered proper notice of the meeting. If any meeting shall be adjourned to another time and/or place, no further notice as to such reconvened meeting need be given.
Voting	<u>Section 5.</u>	Each officer and director shall have one vote at any meeting of the corporation. The action taken by a majority present (including by teleconference) and constituting a quorum at a meeting shall control and shall be deemed valid as the vote or action of all the officers and directors of the corporation.
Proxy Voting	<u>Section 6.</u>	Proxies shall be allowed on pre-scheduled votes of the Board of Directors and Executive Committee provided that the proxy votes are signed and submitted to the Corresponding Secretary in advance of the vote.
Quorum	<u>Section 7.</u>	At any meeting of officers and directors, the presence of a majority of those persons entitled to vote (or represented by proxy) shall constitute a quorum. A majority vote shall consist of a majority of those present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.
Action without a Meeting	<u>Section 8.</u>	Any action which might be taken at any meeting of the officers and directors may be taken without such meeting if authorized in writing and signed by all officers and directors.

ARTICLE II

OFFICERS AND DIRECTORS

Number and Qualifications

Section 1.

The Board shall consist of a total of no less than nine (9) and no more than fifteen (15) officers and directors. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board shall from time to time designate and appoint. All officers shall be a member of the Board. A chief executive officer may be hired by the Board and will have a voting right.✦

✦
Any two or more offices may be held by the same person except the offices of President and Vice President. However, no officer may act in more than one capacity in executing, acknowledging or verifying any contract or other written document.✦

✦
The officers shall be elected by the Board of Directors at its regular annual meeting or any meeting called for such purpose, and shall hold office for three years or until their representative successors shall have been duly chosen and qualified.✦

✦
Any officer may be removed at any time, for just cause, by a majority of the Board of Directors at a meeting called for that purpose.✦

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An officer may resign only by submitting a written resignation to the President, or, if the resigning officer is the President, to the Vice President.

President

Section 2.

The President shall preside at all meetings of the corporation, shall be an ex-officio member of all committees, and subject to the control of the Board of Directors, shall have general charge and authority over the business of the corporation and shall have such duties and powers as may be assigned to or vested in him by the Board.✦

✦
The President shall oversee preparation of the agenda for, preside at, and conduct all meetings of the Board and officers;

		sign all contracts and agreements in the name of the corporation after they have been approved by the officers; and represent the corporation in meetings and discussions with other organizations and agencies and/or authorize others to do so.
Vice President	<u>Section 3.</u>	The Vice President shall assist the President in all of the above designated duties, perform the duties of the President during his absence or inability to act, and shall have such other duties and powers as may be assigned to or vested in him by the Board or by the President.
Secretary	<u>Section 4.</u>	The Secretary shall issue all required notices of meetings, shall keep accurate records and minutes of all meetings and distribute copies of the minutes of previous meetings in advance of each meeting, shall have charge of the corporate seal and corporate record book, and shall have such other duties and powers as may be assigned to or vested in the Secretary by the Board or by the President.
Treasurer	<u>Section 5.</u>	The Treasurer shall have the custody of all moneys and securities of the corporation, and shall keep adequate and correct accounts of the corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The funds of the corporation shall be deposited in the name of the corporation by the Treasurer in such depositories as the Board of Trustees may from time to time designate. The Treasurer shall be responsible for all disbursements of the corporation and all checks shall be jointly signed by both the Treasurer and the President or Vice President. The Treasurer will prepare a financial accounting for each Board meeting and meeting of officers. The Treasurer shall also arrange for preparation of an annual financial statement (audited if gross annual revenue exceeds \$100,000) and the filing of all federal and state tax reports (if gross annual revenue exceeds \$25,000). The Treasurer shall have such other duties and powers as may be assigned to or vested in him by the Board of Directors or the President.
Other Officers of Corporation	<u>Section 6.</u>	Other officers of the corporation shall have such powers and perform such duties as may be assigned to or vested in them by

the Board of Trustees.

ARTICLE III

COMMITTEES

Committees

Section 1.

The Board may designate a committee which it deems to be desirable in furthering the purpose of the corporation and assign to it such duties and powers as the Board deems necessary. The Committee Chair shall be a member of the Board and shall be appointed by the Board. The Committee Chair shall be responsible for keeping the officers and directors informed of their committee's activities and the names of their committee members.

ARTICLE IV

MISCELLANEOUS

Indemnification

Section 1.

The Corporation may indemnify Directors, officers, employees and agents of the Corporation to the fullest extent required and permitted by the general laws of the state of Ohio.

Budgets

Section 2.

The corporation budget will be developed by the President with input from committee chairs and other officers and directors and shall be presented to the Board of Directors for approval at the annual meeting. The adoption of the budget and work program shall be determined by a majority vote of the Board of Directors.

Contributions

Section 3.

The President and/or Board representative will acknowledge all contributions with a letter of appreciation and information about the tax exempt status.

Cash Control

Section 4.

Fund requests for budgeted items will be made to the Treasurer with a signature by the President. The Treasurer will send a check to the designated party within 10 working days. Receipts

		for items purchased and paid for will be maintained by the Treasurer.
Fiscal Year	<u>Section 5.</u>	The fiscal year of the corporation shall be from January 1st to December 31st.
Amendments	<u>Section 6.</u>	These Bylaws may be amended, repealed or altered and new Bylaws may be adopted by a 2/3 vote of the Officers and Directors present or participating by proxy at any regular or special meeting provided that the proposed amendment(s) are mailed to the officers and directors with a proxy ballot and written notice of the meeting date at which the proposed amendment(s) will be decided at least 20 days prior to said date. Bylaw change dates should be clearly indicated on all copies of the bylaws.
Seal	<u>Section 7.</u>	The corporation need not have a seal but the Board of Directors may require the use of a seal and determine the form thereof.
Termination and Final Distribution	<u>Section 8.</u>	The corporation may be dissolved upon the affirmative vote of not less than two-thirds (2/3) of all the members of the board at a meeting called for such a purpose or upon the written consent of all of the officers and directors. The Board shall thereupon take such action as may be necessary to wind up the affairs of the corporation and to effect the termination of its corporate existence and shall distribute the property of the corporation to another charitable institution.
		ARTICLE V. POLICIES
Conflict of Interests	<u>Section 1.</u>	It shall be the policy of the corporation to avoid all conflicts of interest and any appearance thereto. It shall be considered a conflict of interest for any member of the Board of Directors, Executive Committee, staff or any employees or members of various committees to have a proprietary interest in the operations or profits of any supplier provider or service agent.