

# **The Bylaws of the OneOhio Region 1 Board of Governance**

*As Adopted July, 2022*

# **Bylaws of the OneOhio Region 1 Board of Governance**

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## **ARTICLE I – Scope of Bylaws, Purpose, and Authority**

### **Section 1. Scope of Bylaws**

The OneOhio Region 1 Board of Governance (“Region 1” or the “Board”), constituted pursuant to the OneOhio Memorandum of Understanding (“MOU”), hereby adopts these Bylaws (the “Bylaws”) in accordance with the MOU and, as applicable, Ohio Revised Code (“ORC”) Sec. 9.482 to outline the procedures by which the Board will conduct its work.

### **Section 2. Certification and Publication of Bylaws**

Immediately upon adoption by a two-thirds (2/3) vote of the seated Board, a copy of these Bylaws shall be certified and attested to by the Chairperson. The certified copy shall be maintained by the Secretary. These Bylaws shall become effective on the tenth day following adoption by the Board.

### **Section 3. Amendments**

The Board may amend these Bylaws from time to time by a two-thirds (2/3) vote of the seated Board. All Board members must receive a copy of any proposed Bylaw amendment(s) at least seven (7) business days prior to a vote on the proposed amendments. Proposed amendment(s) shall be distributed to all members in the same manner as regular meeting materials. No amendment to these Bylaws shall conflict with these initial Bylaws, provisions of the ORC, or the MOU. Any amendment to the initial Bylaws shall be sent to the appointing authorities for review and approval prior to the adoption of the amendment.

Amendments adopted pursuant to the foregoing procedures shall be effective on the tenth calendar day after passage in accordance with Section 2.

### **Section 4. Purpose and Authority**

The purpose of the Board is to function in an advisory capacity to discharge the duties and functions designated to the Board by the MOU. This Board does not hold sovereign power and is a recommending Board acting in accordance with state law. The Board is empowered to make, adopt, and amend its own procedures for the conduct of its meetings and proceedings in accordance with these Bylaws.

### **Section 5. Definitions**

Terms not otherwise defined in these Bylaws shall have the meaning prescribed in the ORC and the MOU.

## **ARTICLE II – Members**

### **Section 1. Appointments and Terms**

The Board shall consist of eleven volunteer members representing Region 1 as selected by the appointing authorities as provided:

- 3 Members from Franklin County, appointed by the Franklin County Commissioners
- 3 Members from the City of Columbus, appointed by the Columbus Mayor and confirmed by the Columbus City Council
- 3 Members who are joint appointments from the City of Columbus and Franklin County
- 1 Member from a Franklin County city or village appointed by the Central Ohio Mayor and Managers Association (COMMA)
- 1 Member from a Franklin County township, appointed by the Franklin County Township Association (FCTA)

In selecting members of the Board, the appointing authorities shall ensure all local governments have input and equitable representation regarding regional decisions as provided for in the MOU. Additionally, appointing authorities are encouraged to involve stakeholders from the private sector, in addition to the public sector, in order to assure that the Regional Opioid Funds equitably serve the needs of the entire region. In considering stakeholder appointments, it is recommended that appointing authorities seek to obtain representation from public health, addiction services, the criminal justice system, hospitals and the medical community, the Alcohol, Drug and Mental Health Board of Franklin County (“ADAMH”), financial consultants, corporate partners, and individuals with lived experiences.

A quorum shall exist when a majority of the members appointed to and serving on the Board are present. Unless a greater number is otherwise required by these Bylaws, a majority vote of the total votes of the Board members present when a quorum exists shall constitute action by the Board.

Initial Board members shall be appointed for staggered terms ranging between one to four years. Thereafter, each member shall be appointed for a term of four years. Members may serve more than one term but may not serve more than two terms consecutively.

A Board member who, for any reason, seeks to voluntarily resign from the Board shall do so by submitting a written letter of resignation to the Chairperson. The Chairperson of the Board shall send notification to the appointing authority for the seat vacated requesting replacement of the member. Any member appointed to a position that has been vacated prior to the expiration of the position’s four year term shall be appointed to serve out the remainder of the unexpired term.

### **Section 2. Removal of a Board Member**

At the recommendation of the Board, the appointing authority may remove a member so appointed for inefficiency, neglect of duty (including failure to attend meetings), malfeasance in

office, or inability to meet the qualifications of the original appointment. Such removal by the appointing authority shall be final.

Board Members must attend every Board meeting or, if unable to attend, seek to be excused from the meeting by the Chairperson prior to the meeting. Any Board Member who shall have been absent from two (2) consecutive regular meetings of the Board without having been so excused by the Chairperson shall be deemed to have neglected their duty and the Board may seek to recommend that the member be removed.

A Board Member may be recommended for removal by a two-thirds (2/3) vote of the seated Board for any behavior constituting inefficiency, neglect of duty, or malfeasance in office.

## **ARTICLE III – Organization and Officers**

### **Section 1. Officers**

There shall be the following officers of the Board: a Chairperson, a Vice-Chairperson (who may also serve as Secretary), and a Secretary.

### **Section 2. Chairperson**

The Mayor and County Administrator shall jointly appoint one of the Board members to serve as the Chairperson of the initial Board. Thereafter, the Board shall annually elect from its membership a Chairperson whose role it will be to preside over meetings of the Board. The Chairperson shall prepare the agenda, call meetings to order, announce the business of the Board, recognize persons who are entitled to speak, and authenticate by signature decisions of the Board, among other duties. The Chairperson and/or Vice-Chairperson may approve the agenda and cancel a meeting without the approval of the Board.

### **Section 3. Vice-Chairperson**

Annually, the Board shall elect from its membership a Vice-Chairperson who shall serve in the absence of the Chairperson. The Vice-Chairperson may also serve as Secretary.

### **Section 4. Secretary**

Annually, the Board shall elect from its membership a Secretary who shall be responsible for preparing the official minutes of the meetings and recording motions, discussions, votes, and decisions. The Secretary shall prepare and provide the previous meeting's written minutes to Board members before the next meeting and record any changes or corrections to be made. The Secretary shall also maintain any documents (these Bylaws, roster of Board members, etc.) of the Board. In the Board's discretion, a member may be elected to serve as Vice-Chairperson and Secretary.

### **Section 5. Committees and Subcommittees**

The Chairperson may establish one or more committees, each of which will consist of three or more Board members, one of whom shall serve as committee chair. The Chairperson shall appoint all committee members, including chair of the committee.

By majority vote of the Board, committees so established shall be determined to be Standing Committees or Special Committees. Standing Committees will continue and be referenced in the Bylaws unless or until dissolved by a majority vote of the Board. Special Committees shall have a narrowly defined purpose and shall be dissolved upon such date as the purpose is completed. No actions by a committee or subcommittee shall be deemed final until approved by the Board.

## **ARTICLE IV – Duties of Members and Standards of Conduct**

### **Section 1. Attendance**

It is the intention of the appointing authorities, in order to assure transparency and accountability, that Board meetings be open to the public. Board members are required to attend meetings that are open to the public, either in person or virtually, in order to be considered present for purposes of constituting a quorum and to vote.

If it is determined that the Board is a public body pursuant to Ohio's Open Meetings law, then Board members will be required to attend meetings in person in order to be considered present for purposes of constituting a quorum and to vote. Should virtual attendance by public bodies be authorized by an act of the General Assembly or by order of the Governor then the Board may perform its duties in accordance with any virtual attendance requirements that may be so provided.

### **Section 2. Absenteeism**

Board members are expected to attend the regular meetings of the Board. A Board member who, due to illness, travel schedules, jury duty, or other unavoidable conflict will be unable to attend a meeting shall notify the Chairperson prior to the time of the meeting, of the member's unavailability. The Chairperson may excuse said absences when determined to constitute an unavoidable conflict. The Chairperson shall make note of the excused or unexcused absence of any Board member upon calling the meeting to order.

### **Section 3. Conflict of Interest**

Each Board member has a duty to disclose potential conflicts of interest, particularly with respect to individual appropriations or projects reviewed by the Board. A Board member with a potential conflict of interest must recuse herself /himself from participating in any discussions – both formal and informal - on the matter. A Board member with a potential conflict of interest shall notify the Chairperson as soon as practicable.

### **Section 5. Professionalism**

All Board members shall act in a professional manner while discharging their duties as Board members.

## **ARTICLE V – Liaison Consultants**

### **Section 1. Liaison Consultants.**

Liaison Consultants may be invited to participate in meetings to assist the Board in meeting their duties as set forth in these Bylaws. Liaison Consultants include, but are not limited to, the Core Steering Committee of the Columbus and Franklin County Addiction Plan. Liaison consultants may serve as regional subject matter experts, to allow for additional input from a cross-section of community stakeholders. Liaison Consultants are responsible for determining who will represent them before the Board. The Board shall be responsible for identifying and recognizing Liaison Consultants and, on motion of the Board, the Secretary shall maintain a list of all Liaison Consultants so recognized.

## **ARTICLE VI – Regular Meetings**

### **Section 1. Procedural Rules**

Meetings of the Board shall be open to the public. Generally, regular meetings shall be conducted in accordance with these Bylaws. Where the Bylaws are silent, Robert's Rules of Order, Newly Revised may be consulted.

### **Section 2. Quorum**

All meetings convened for official action must have a quorum present to conduct business. If a quorum is not present, or not maintained, the present Board members may discuss matters of general concern, but official action requiring a vote may not be taken and must be deferred to a future meeting.

All matters to be considered by the Board for official action are to be decided upon by an affirmative voice vote, with a majority vote of the members present needed to affirm action.

### **Section 3. Order of Business**

The order of business for the Board shall be at the discretion of the chairperson. However, the agenda for each regular meeting shall include:

- A. Roll call
- B. Approval of the minutes of the last meeting.
- C. Presentation of any reports from committee chairs or other persons.
- D. Consideration of Funding Proposals
- E. Discussion of matters of old business, if any.
- F. Discussion of matters of new business, if any.
- G. Correspondence.
- H. Adjourn the meeting.