

WILLIAMS COUNTY ALLIANCE

BYLAWS

ARTICLE I. PURPOSE

The corporation has been organized to operate exclusively for charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code or such other provisions of state or federal law as may be applicable. The specific purposes include, but are not limited to 1) preserving the quality and rural character of life in Williams County and 2) promoting a sustainable future through 3) education and citizen action.

ARTICLE II. NAME AND LOCATION

The name of the Corporation shall be the Williams County Alliance. The Corporation is located in Bryan (P.O. Box 291), Ohio, Williams County, unless otherwise established by the board of directors.

ARTICLE III. MEMBERS

Section 1: The membership of this organization shall be open to all individuals, corporations, governments, proprietorships, associations, partnerships and clubs who share the mission and purposes of this corporation.

Section 2: Length of membership terms shall be for one year, renewable upon meeting the condition for membership, which shall include payment of membership dues as set by the board of directors. The board of directors shall set the amount of dues for membership. Voting rights and other privileges will cease for all unpaid members.

Section 3: An annual meeting of the membership shall be held at a date, time, and place determined by the board of directors, with written notice provided at least 15 days in advance of the meeting. The chair of the board of directors shall preside over the meeting. Robert's Rules of Order will govern motions, voting, and other conduct of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: A board of directors will manage the business affairs of this corporation. The number of the board of directors will be not less than five (5) or more than eleven (11).

Section 2: The directors will share the mission and goals of the corporation. Directors shall be elected by the affirmative vote of a majority of the membership at the annual membership meeting, and shall serve for a term of one (1) year each.

Section 3: If a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 4: A director may be removed from office by an affirmative vote of a majority of the membership present at a duly called meeting of the members. Notice of the proposed removal will be given to members not less than 15 days and not more than 30 days before the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 5: No compensation shall be paid to any member of the board of directors for service as a board member, except that by resolution of the board, directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1: An annual meeting of the board of directors will be held in January of each year. In addition to its annual meeting, the board of directors will hold regular meetings at least three (3) times each calendar year at a time and place designated by a majority of the directors in the notice of the meeting.

Section 2: Special meetings of the board of directors may be called at any time by the chair or any two (2) directors. The request shall specify the purpose of the meeting.

Section 3: Written notice of regular, special and annual meetings will be provided at least 10 days before the day of the meeting.

Section 4: At all meetings of the board of directors, a majority of the board of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 5: Each director present will be entitled to cast one vote on any motion coming before the board. Except where otherwise required by laws, the articles, or these bylaws, a simple majority affirmative vote of the directors present at a duly held meeting shall be sufficient for any action. Proxy voting will not be permitted.

Section 6: Robert's Rules of Order will be the authority for all questions of procedure at any meeting of the corporation.

ARTICLE VI. OFFICERS

Section 1: The officers of this corporation shall be a chair, vice chair, secretary, treasurer and such officers with duties as the board prescribes.

Section 2: The officers of the corporation shall be elected by affirmative vote of a majority of the membership present at its annual meeting. Officers shall serve one (1) year terms.

Section 3: Any officer may be removed by an affirmative vote of a majority of the membership present at a duly held meeting for which written notice stating such purpose had been given in advance of the meeting.

Section 4: A vacancy in any office may be filled by a majority vote of the board of directors or membership for the unexpired portion of the term.

Section 5: The chair shall preside at all meetings of the board of directors and of the membership and have general supervision of the affairs of the corporation. He or she will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the board of directors for the proper and necessary transaction of corporation business. The chair shall perform other duties as may be determined by the board of directors.

Section 6: The vice chair shall perform such duties as determined by the board of directors. The vice chair shall be vested with all power and perform all duties of the chair in the chair's absence or inability to act.

Section 7: The secretary will be responsible for keeping the corporate records. The secretary shall attend all meetings of the board and membership and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform other duties as may be determined by the board of directors.

Section 8: The treasurer shall have charge of the finances of the corporation, receiving and keeping the money of the corporation and disbursing funds as authorized. The treasurer shall make a report of the current financial status at all board and membership meetings and perform other such duties as determined by the board of directors. The treasurer is responsible for filing all state and federal tax returns.

ARTICLE VII. COMMITTEES

The board of directors may establish one or more committees. Committee members may be members of the board of directors or members of the corporation. The studies, findings, and recommendations of all committees will be reported to the board of directors for consideration and action, except as otherwise ordered by the board of directors.

ARTICLE VIII. SPECIAL RULES

Section 1: The Corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 2: The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

Section 3: All checks, drafts, and other orders for payment of funds will be signed by such officers as the board of directors may from time to time designate. All documents will require two such signatures, both of which must be that of an officer.

Section 4: The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors. Any member or his or her agent or attorney may inspect all books and records of the corporation for any proper purpose at any reasonable time by submitting a request to the officers.

ARTICLE IX. AMENDMENTS

The board of directors and membership may from time to time adopt, amend, or repeal all or any of the bylaws of the corporation. Upon written notice of at least 10 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a duly called meeting of the board of directors and will be adopted at such meeting upon receiving an affirmative vote of a majority of the membership present at the meeting.

ARTICLE X. DISSOLUTION

Upon written notice of at least 10 days, and at a duly called meeting of the membership, the members may, by an affirmative two-thirds majority vote, dissolve the corporation. Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the members will dispose of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501 (c)(3) of the Internal Revenue Code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets not so disposed of.