

**BYLAWS OF  
OHIO FAIRTAX**

**Article I  
Name and Purpose**

Section 1. Name. The name of this organization shall be Ohio FairTax. It shall be a non profit organization operating under the auspices of Americans for Fair Taxation, Houston Texax.

Section 2. Purpose. Ohio FairTax is organized to promote the passage of the Fair Tax Act, through charitable, educational, informational, scientific, and public awareness activities.

**Article II  
Membership**

Section 1. Membership. Any person who requests to be included in the organization, through submittal of contact information, may be considered a member..

Section 2. Voting Membership. Voting shall be limited to the Board of Directors.

### **Article III Board of Directors**

Section 1. Responsibilities of the Board of Directors. The Board of Directors shall be responsible for the business property, overall policy and direction Ohio FairTax., including the delegation of responsibility for day-to-day operations to staff personnel, working groups, and committees.

Section 2. Number and Composition of directors. The Board of Directors shall consist of not fewer than three, nor more than seven, Voting Members. The Board shall consist of a Chairman, Secretary, and Treasurer, plus such other Voting Members as appropriate.

Section 3. Changes in the Number of Members of the Board of Directors. The Board of Directors shall determine the appropriate composition of the Board and, by action at any duly called meeting, increase or decrease, the number of Members of the Board as needed to support the overall mission of the organization.

Section 4. Initial Composition of Board of Directors. The initial Board of Directors Ohio FairTax shall be appointed by the State Director authorized by Americans for Fair Taxation.

Section 5. Terms. The regular terms of all Board Members shall be four years, expiring at the end of the organization's fiscal years. The initial term of the Treasurer shall be two years, and the initial term of the Secretary shall be one year. All other initial terms shall be for four years. Incumbent members of the Board of Directors are not precluded from serving additional terms.

Section 6. Elections of Members to the Board of Directors. During the last quarter of each fiscal year at a regular meeting of the Board of Directors, called in accordance with these By-Laws, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of that fiscal year, and to elect such new members as is deemed by the Board of Directors to be in the best interests of the organization.

Section 7. Nominating Procedures. Any member of Ohio FairTax may nominate an individual to become a member of the Board of Directors. Such nominations shall be considered at the next regular meeting of the Board of Directors. Considerations of such nominations shall be governed by the existence of openings on the Board, the history and qualifications of the nominee, and the needs of the organization.

Section 8. Election Procedure. New Directors shall be elected by a majority of Directors present at such a regular meeting of the Board of Directors, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year. If a quorum is not present at the last regular meeting of the Board of Directors, then-current Directors who have declined continued service on the Board shall continue until their successors have been elected.

Section 9. Compensation. Voting Members of the Board of Directors shall receive no compensation other than reasonable expenses for their service on the Board.

Section 10. Meetings and Notice. The Board of Directors shall meet at least quarterly either in person or by conference call, at an agreed upon time and place. Each Director shall be given written or electronic notice of each official Board Meeting at least one week in advance.

Section 11. Quorum. A quorum of the Board of Directors, for purposes of passing motions and transacting business, shall consist of more than fifty percent of the total number of Board Members.

Section 12. Vacancies on the Board of Directors. When a mid-term Board vacancy arises, the Secretary shall receive nominations for a replacement from then current Board Members and/or the general membership at least three weeks before the next regular Board Meeting. The Secretary shall include such nominations with the announcement, minutes and agenda sent to each Board Member for the next regular meeting of the Board of Directors. Such vacancies shall be filled only for the unexpired portion of the term vacated. The person filling the vacancy shall be appointed by the Board of Directors

Section 13. Power to appoint other officers and agents. The Board of Directors shall have the power to appoint other officers and agents as the board may deem necessary for the transaction of the business of the organization. The Board of Directors shall appoint the State Director.

Section 14. Working Groups. The Board of Directors may create working groups as needed for such purposes and activities as necessary for the efficient functioning of the organization. The Chairman shall appoint the chairman of each working group.

Section 15. Power to fill vacancies. The board shall have the power to fill any vacancy in any office occurring from any reason.

Section 16. Resignation. Resignation from the Board of Directors shall be made in writing, delivered to the Secretary.

Section 17. Special Meetings. Special meetings of the Board of Directors shall be called at the request of the Chairman, or any two Board Members. Notices of Special Meetings shall be sent by the Secretary to each Board Member, stipulating the reason for the meeting, at least two weeks before the meeting.

Section 18. Action by unanimous written consent. If and when the directors severally or collectively consent in writing to any action to be taken by the organization, that action shall be as valid an action as though it had been authorized at a meeting of the Board of Directors.

Section 19. Power to make bylaws. The Board of Directors shall have the power to make and alter any bylaw or bylaws, excluding the altering of the number of directors unless provided by a 4/5ths majority vote of the entire board.

Section 20. Removal of officer and agents. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the board the business interests of the organization will be served, subject to Section 27.

Section 21 Delegation of powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 22. Executive Committee. The Chairman, Secretary, and Treasure of the Board of Directors shall serve as the Executive Committee. Except for amending the Articles of Inorganization and the By-Laws, the Executive Committee shall exercise all the powers and authorities of the Board of Directors in the intervals between meetings of the Board of Directors. The Executive Committee shall be subject to the direction and control of the Board of Directors, and shall make timely reports of the actions and activities to the Board of Directors.

Section 23. Power to require bonds. The Board of Directors may require any officer or agent to file with the organization a satisfactory bond conditioned for faithful performance of duties.

Section 24. General Powers and Standards of Conduct. The Board of Directors shall have the plenary power to act on behalf of the organization for any lawful purpose, including but not limited to those powers specified under the applicable portions of the Ohio Revised Code, Section 1702. The directors shall at all times act in conformity with the general standards of conduct for directors of an Ohio not for profit organization.

Section 25. However, in the absence of fraud or collusion, no contract between the organization and any other person or entity shall be invalidated or impaired because of a relationship between a director of the organization of the person or entity with whom the organization has contracted.

Section 26. Limitations on liability of directors. Nothing in these Bylaws should be construed as enlarging, revising or amending the limitation of director liability or reducing the burden of proof established under the Ohio Revised Code

Section 27. Removal of Directors. A director of the organization may be removed by the directors of the organization but only upon a majority vote of sixty-seven percent (67%) of the total voting units of organization. Notice shall be given to every member of the Board of Directors ten (10) days prior to any meeting or other action of the directors of the organization to remove a director. Service of notice shall be in the manner specified in Article I, Section 10 hereinabove, except service of the notice shall also contain the name of the director or directors whose removal will be sought at the meeting for which notice is given; *and*, notice shall be mailed to all directors of the organization by certified mail or other means of confirmed delivery, or by personal service in the manner of an original notice as specified in the Iowa Rules of Civil Procedure.

## **Article IV Officers**

Section 1. Chairman. The chairman shall be elected by Board of Directors and serve for two years. He or she shall be the chief executive officer of the organization and shall be charged with ensuring the vision and mission are being carried forward as directed by the board. The Chairman shall preside over all meetings of the board and of the members. The president shall have general and active management of the business of the organization and shall see that all orders and resolutions of the board are carried into effect. The president shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a organization.

Section 2. Treasurer. The treasurer shall be elected by Board of Directors and serve for two years and shall have custody of all corporate funds and securities and shall keep in the books belonging to the organization full and accurate accounts of all receipts and disbursements and shall deposit all moneys, securities and other valuable effects in the name of the organization in the depositories designated for that purpose by the Board of Directors. The treasurer shall disburse the funds of the organization as may be ordered by the board, taking proper vouchers for the disbursements, and shall render to the chairman, president and directors at regular meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the organization. If required by the board the treasurer shall deliver to the president of the organization, and shall be in force, a bond in form, amount and with a surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office, and for restoration to the organization in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in the possession or control of the treasurer and belonging to the organization. The treasurer shall provide upon written or verbal request a current financial statement of the organization to any one of the Board of Directors. At the annual business meeting the treasurer will present an annual review of all accounts and funds including but not limited to income, expenses, mortgages, property owned, and outstanding loans for the preceding year.

Section 3. Secretary. The secretary shall be elected by the Board of Directors and serve for two years and shall attend all meetings of the members and of the Board of Directors, and of the executive committee, and shall preserve in the books of the organization true minutes of the proceedings of all meetings. The secretary shall give all notices required by statute, bylaw or resolution and shall perform any other duties as may be delegated by the Board of Directors or by the executive committee.

**Article V**  
**Execution of Instruments**

Section 1. Checks and drafts. All checks, drafts and orders for payment of money shall be signed in the name of the organization and shall be countersigned, by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, conveyances or other instruments. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or any vice-president, and the secretary, or assistant secretary, may execute it on behalf of this organization and may affix the corporate seal. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this organization.

**Article VI**  
**Code of Ethics and Conduct**

Section 1. The Board of Directors hereby establishes its Code of Ethics and Conduct to provide guidance to its members regarding ethical and behavioral considerations and/or actions as they address their duties and obligations while in office. .

Section 2. Compliance with the provisions of this Code will allow the Board to fully implement its strategies and plans effectively; to enhance relationships and foster teamwork among Board members and also with staff; and to build respect, confidence, and credibility with potential donors and members.

Section 3. Each Board member shall adhere to the following Code of Ethics:

Section 4. Board members shall act with integrity and in an ethical and professional manner in their interactions with each other, members of the media staff, consultants, advisors, and the general public.

Section 5. Board members shall maintain high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon the Board and the organization.

Section 6. Board members shall use proper care and exercise independent professional judgment in the performance of their duties.

Section 7. Board members shall maintain confidentiality about all matters that may affect the plans and operations of the organization and sign an affidavit to this effect.

Section 8. Board members shall exercise due diligence to avoid breaches of duty via negligence, intentional action or omission, and unauthorized communications with individuals trying to influence by improper means or seeking to receive personal gains through Board decisions.

Section 9. Board members recognize that all Board decisions and actions are to be based on integrity, competence, and independent judgment on the merits and benefits of the organization

Section 10. Board member shall comply with the following Code of Ethics and Conduct:

Section 11. Board members shall not engage in conduct that would compromise, discredit, or diminish the integrity of the Board and/or the organization.

Section 12. Board members will strive to establish sound working relationships with each other

Section 13. Board members will be respectful of each other

Section 14. Board members will respectfully consider the opinions of others during deliberations, strive for integration of viewpoints or consensus building in decision-making, and will respect the corporate judgment of the Board in regards to its decisions.

Section 15. Board members will strive to cultivate and maintain good relations with the public, press, and other likeminded groups; however, they will recognize their limitations to speak for the Board without expressed permission.

Section 16. Individual Board members shall refer all proposals or other communications regarding potential affiliations, interviews, contracts, or services to the board for consideration.

Section 17. A Board member shall not participate in a breach of this Code of Ethics and Conduct by another member, contribute to the concealment of such breach, or knowingly or negligently allow such breach to occur.

Section 18. The provisions of this policy do not excuse any Board member from other restrictions of state or federal law regarding conflicts of interest.

Section 19. Any breach of this Code of Ethics and Conduct shall be reported to the President or Chairman for action. The Chairman will investigate, as appropriate, and report their findings and recommendations to the Board.

Section 20. Conflict of Interest. Members of Board Directors shall observe the limitations of action contained in the corporate Conflict of Interest statement.

## **Article VII Amendment of Bylaws**

Section 1. Amendments, how effected. These bylaws may be amended, altered, added to or repealed by a 67% majority affirmative vote at any regular or special meeting if notice of the propose amendment, alteration, addition or repeal is contained in the notice of the meeting, or by the affirmative vote of a 67% majority of the Board of Directors if the amendment, alteration, addition or repeal is proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting.

Dated 1 January 1 2001 in Fairborn, Ohio  
Revised 1 November 2013 in Fairborn, Ohio