

OHIO PATIENT NETWORK

P.O. Box 26353 📍 Columbus, OH 43226

info@ohiopatient.net 📧 1-888-OH-Patient (1-888-647-2843) 🌐 www.ohiopatient.net

BYLAWS OF THE OHIO PATIENT NETWORK

ARTICLE I – NAME AND PURPOSE

Section 1: The name of the organization shall be the Ohio Patient Network.

Section 2: The Ohio Patient Network (OPN) is organized exclusively for charitable, scientific and educational purposes, more specifically to provide networking, education, and support for Ohio patients and caregivers; to promote the cause of therapeutic cannabis use through education and legislative efforts; and to engage in any other lawful purpose which the directors (or trustees) may approve.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall consist of members of the organization and the Board of Directors. Membership is open to all persons 18 years of age or older. Younger patients may be admitted at the discretion of the board. The Ohio Patient Network strictly adheres to a non-discriminatory policy.

ARTICLE III – MEETINGS

Section 1: Annual Meeting. The date of the Annual Meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Regular Meetings. Regular business meetings may be held weekly, if necessary, at a time and place specified by the Board of Directors, and are open to all members.

Section 3: Emergency Meetings. Emergency meetings may be called by a committee chair or two members of the Board of Directors. Notice of an Emergency Meeting shall be given to all Board and Committee members by phone and email, not less than 24 hours before the meeting. If Board and Committee members are unavailable to attend an Emergency Meeting, voting shall be allowed by conference call or the OPN-L list. Any actions taken in an Emergency Meeting must be approved by a majority of the Board of Directors at the next scheduled Regular Business Meeting.

Section 4: Meeting Rules. Robert's Rules of Order are to be considered the basic foundation for the operation of the board.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation. The Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the committee chairs and members. The Board shall have up to seven and not fewer than four members. The board shall receive no compensation.

Section 2: Board Meetings. The Board shall meet at least four times per year at an agreed upon time and place.

Section 3: Notice of Board Meeting. An official Board meeting requires that each Board member receive written notice three days in advance.

Section 4: Terms. All Board members shall serve one-year terms and are eligible for re-election.

Section 5: Quorum. A quorum of 51% percent of the Board members must be present before business can be transacted or motions made or passed.

Section 6: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice President, Secretary, and Treasurer. They shall constitute the Executive Committee. Their duties are as follows:

The President shall convene Board meetings, special meetings, and regular business meetings and shall preside over each meeting. In the event of his or her absence, the president shall arrange for an alternate member of the Executive Committee to preside at each meeting in the following order: Vice President; Secretary; Treasurer.

The Vice-President shall chair the Rules Committee, assume the duties of the President when the President is not present, and chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information

available to Board members and the public. The Treasurer shall develop and enforce Accounting Rules by which the treasury will operate.

Section 7: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present OPN members by the Secretary seven days in advance of a regular business meeting. These nominations shall be sent out to members with the regular business-meeting announcement, to be voted upon at the next meeting. The term of interim officers shall be effective until the next regular election of Board members. Interim officers shall be eligible for re-election.

Section 8: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 9: Special Meetings. The President, the Executive Committee, or one-third of the Board, may call special meetings. Notice of special meetings shall be given to each board member, by e-mail or postal mail, not less than three days before the meeting with confirmation of receipt requested.

Article V – ELECTIONS & VOTING

Section 1: Board Elections. Election of new directors or re-election of current directors to another term will occur as the first item of business at the Annual Meeting of the organization. Directors will be elected by a majority vote of the current members present, or in a manner to be prescribed by the Board of Directors prior to the annual meeting.

Section 2: Voting. Each member shall have and may cast at the annual election of the board of directors one (1) vote for each available position.

Section 3: Proxy Vote. Any member may at his or her discretion utilize the right of proxy to permit another member or officer to cast a valid vote on his or her behalf, provided that the board of directors is given written notification of intent prior to the meeting in question. Electronic submissions are acceptable. Any member may rescind his or her permission for proxy at any time before a proxy vote is cast. Once cast, a proxy vote shall be considered valid and may not be rescinded. Proxies may be extended to any OPN member. No fiscal authority is transferred by proxy; only voting privileges are transferred for the duration of the proxy.

ARTICLE VI– COMMITTEES

Section 1: The Board may create and appoint committees as needed. The Board appoints all committee chairs, except the Vice President shall be the Chairperson of the Rules Committee and the Treasurer shall be Chairperson of the Finance Committee.

Section 2: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 3: Rules Committee. The Vice-President is the chair of the Rules Committee, which shall include two other OPN members. The Rules Committee is responsible for developing and reviewing the bylaws and suggesting modifications to them to the Board.

ARTICLE VII– RECORDS AND DOCUMENTS

Section 1. All records and documents of the Association and documents generated in the performance of duties on behalf of the Association shall be the property of the Association and shall be given to the Secretary either when no longer needed or within fifteen days of retiring or resigning from office.

ARTICLE VIII– DISSOLUTION

Section 1: In the event of the dissolution of the Association, all funds and tangible assets shall be distributed at the direction of the trustees in accordance with the not-for-profit corporate statutes of the State of Ohio, as amended, and the current version of the appropriate Internal Revenue Code or the corresponding section of any future tax code.

ARTICLE IX AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. Amendments shall become effective upon adoption unless otherwise specified in the amendment(s).

ARTICLE X-- REGIONAL CHAPTERS

Section 1: In order to facilitate and carryout the mission of the Ohio Patient Network, the Board of Directors shall have the duty of authorizing regional chapters.

Section 2: At least one (1) person who shall act as the regional chapter's Director of Operations, shall govern the regional chapter.

Section 3: The directors of regional chapters shall establish a board of directors, consisting of a minimum of three persons acting as director, treasurer, and co-chair. Once established, the board of directors shall adopt by-laws, which shall first be approved by the OPN board of Directors, establish a treasury and shall report bi-annually to the OPN's finance committee. Chapters shall have the same fiscal year as the OPN. All chapters shall operate on funds derived from fundraising, grants, or any other means including membership fees or dues. The OPN, at its discretion, may make funds available to chapters upon request.

Section 4: Each authorized chapter shall pay to the OPN the sum of one hundred dollars (\$100) per annum, or shall hold at least one fundraising event per annum and shall submit one half (50%) of the net proceeds of that fundraising event to the OPN, whichever is the greater amount. The OPN Board of Directors, at its discretion, may waive this requirement.

Section 5: A regional chapter's board of directors shall be responsible for obtaining an Employer Identification Number and shall make application for proper tax status with the Internal Revenue Service within ninety days (90 days) of establishment of the board of directors.

Section 6: All regional chapters shall operate independently from the Ohio Patient Network, and shall abide by all governing laws of the state of Ohio and the United States Code of Federal Regulations

Section 7: Tradename. All chapters authorized by the OPN shall be permitted to use the Ohio Patient Network trade name as part of their designated trade name.

Section 8: Meetings. Regional statewide meetings shall be conducted at least once per annum and may coincide with the OPN Annual Meeting. The regional meeting shall consist of at least one member from each authorized chapter. Meetings shall be presided over by the OPN president. The president may act as the OPN representative to the regional meeting.

Section 8a: Purpose: The purpose of the regional meeting shall be to decide statewide issues with respect to the operations of OPN and it's authorized chapters, including but not limited to; the direction of, strategic planning, coordination, fundraising or any other issue that effects the organization on a statewide or local basis. Each chapter including the OPN shall have one vote in the regional meeting. Roberts Rules of Order shall apply to all meetings.

Section 9: REVOCATION OF CHAPTER AUTHORIZATION: a majority of votes at a regional meeting may revoke a chapter's authorization. Authorization may be revoked by the OPN in the event any chapter violates state or federal law, including violations of the IRS Tax code, theft, misappropriation, or misuse of funds.

Revised: 10/22/06