

# **By-Laws of Vocalize, Inc.**

## **ARTICLE I**

### ***Name***

The name of this organization shall be Vocalize, Inc. (hereinafter “Committee”).

## **ARTICLE II**

### ***Principal Office and Address***

The principal address of the Committee shall be:  
1985 Henderson Rd. Suite 1470, Columbus, Ohio, 43220-2401.

## **ARTICLE III**

### ***Organization***

The Committee shall be a voluntary, nonprofit, corporation operating as a nonconnected, independent organization and is not a branch or subsidiary of any national, state or political action committee.

## **ARTICLE II**

### ***Board of Directors***

Section 2.1. General Powers: As steward of the public trust, the Board of Directors (“the Board”) shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the corporation. The Board shall have the power to govern the affairs and property of the corporation, in keeping with policies it establishes that define the Board’s scope of authority and limitations.

Section 2.2. Number of Directors: The Board shall consist of at least two members, as determined from time to time by the Board. All Directors shall have identical rights and responsibilities.

Section 2.3. Tenure: Directors shall serve a term of four (4) years from the date of their election. A full four-year term shall be considered to have been served upon the passage of four (4) annual meetings. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than two (2) consecutive four-year terms. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity with new perspective.

Section 2.4. Board Members: Members of the Board of Directors shall adhere to all policies and procedures established by the Board.

Section 2.5. Composition of the Board of Directors: Board members shall be sought who reflect the qualifications and diversity determined by the Board in its policies.

Section 2.6. Nomination and Election: The Committee on Directorship shall present a slate of Board members for election by the Board at the annual meeting. The newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section 2.7. Vacancies: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Committee on Directorship, by the affirmative vote of the majority of the Board. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 2.8. Resignation: A Director may resign at any time by filing a written resignation with the President of the Board.

Section 2.9. Removal: The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

### **ARTICLE III**

#### ***Officers of the Board of Directors***

Section 3.1. Positions: The officers of the Board of Directors shall be: President, CEO, Treasurer, and Secretary. The roles and qualifications of these Officers shall be determined by the Board in its policies.

Section 3.2. Nomination and Election: The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board, immediately following the election of the Board members. The newly elected Officers shall take office immediately following the close of the meeting at which they are elected, and the term of office shall be one year.

Section 3.3. Tenure: All officers, except for the CEO, shall be elected for a one (1) year term commencing with the date of the annual meeting of the Board of Directors. No single

individual may be elected for more than eight (8) consecutive one-year terms in the same office. No one person may hold more than one office at the same time.

Section 3.4. Immediate Past President [or Chair]: In the event that the term limit of the individual who is Immediate Past President shall have expired, the Board of Directors shall have the authority to retain this individual on the Board, in the position of Immediate Past President, until such a time as another individual holds said office.

Section 3.5 Presidential Succession: In cases of temporary absence, the succession shall be Treasurer, and then Secretary. In the event that the elected President is unable to fulfill his/her term, the Vice President shall become President. The Vice President position shall not automatically succeed to the president. Any individual Board member shall be a candidate for President.

#### **ARTICLE IV** ***Meetings of the Board of Directors***

Section 4.1. Regular and Annual Meeting: The Board shall meet at least six (6) times per year, one of which shall be the annual meeting, held in October of each year. Notice shall be given to each Director at least ten (10) days prior to the date of every regular meeting of the Board. Stipulation of the annual Board calendar shall fulfill the requirement for notice.

Section 4.2. Special Meetings: Special meetings of the Board of Directors may be called by the President or by a majority of the Board filing a written request for such a meeting with the President and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such a meeting.

Section 4.3. Quorum<sup>1</sup>: Three-fourths of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these Bylaws. Voting is by majority unless otherwise specified in these Bylaws.

Section 4.4 Meeting Format: The Board shall select its own meeting format in any method allowed by the laws of the state of Ohio. Any such meeting, whether regular or special, complying with Sections 4.1 or 4.2 shall constitute a meeting of the Board of Directors and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 4.5. Meeting Notice: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such

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meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.6. Action: Any action required by the Board of Directors may be taken without a meeting, if all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of Directors consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section 4.3.

Section 4.7. Proxy and Alternates: Voting by Directors by proxies shall not be permitted.

## **ARTICLE V**

### ***Staff***

The Board of Directors shall have the discretion to appoint a chief staff person, who shall be responsible for carrying out the work of Vocalize, Inc. in accordance with the policies established from time to time by the Board of Directors.

## **ARTICLE VI**

### ***Committees***

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board of Directors appoints all committee chairs. The quorum requirement for any such action shall be as stated in Section 4.3.

## **ARTICLE VII**

### ***Fiscal Year***

The fiscal year of the organization shall begin on July 1 and terminate on June 30.

## **ARTICLE VIII**

### ***Rules of Order***

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Vocalize, Inc. Organization except where they may be in conflict with the Articles of Incorporation, these Bylaws, or other policies adopted by the Board of Directors.

**ARTICLE IX**  
***Indemnification***

Vocalize, Inc. shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the state of Ohio.

**ARTICLE X**  
***Nondiscrimination Statement***

Vocalize, Inc. does not and shall not discriminate on the basis of basis of age, ancestry, color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, protected veteran status or any other basis in accordance with [the guidelines](#), in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Vocalize, Inc. is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, termination, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

**ARTICLE XI**  
***Amendments***

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Director at least ten (10) days prior to the meeting at which the amendment is to be considered.