Approved 8/18/26

BYLAWS
OF
ASSISTANCE LEAGUE®
OF GREATER CINCINNATI

A nonprofit public benefit corporation

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Article 1 Name and Headquarters

1.01 Name. The name of this corporation is Assistance League of Greater Cincinnati, a chartered chapter of National Assistance League®.

1.02 Principal Office. The principal office for the transaction of business of this organization is hereby fixed and located at 1057 Meta Drive, Cincinnati, Ohio 45237

Article 2 Purpose and Policies

2.01 Purpose. The purpose of this organization shall be as stated in its Articles of Incorporation: to administer, carry on and control at least one (1) program of philanthropic or charitable work in the community.

2.02 Policies.

(a) This organization is a tax-exempt, charitable corporation, exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and shall be nonprofit, non-sectarian, and nonpolitical in all its policies and activities and not organized for the private gain of any individual or entity.

(b) This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) This organization shall provide in its Articles of Incorporation that its income, assets and property are irrevocably dedicated to charitable purposes and no part of the net income, assets or property of the chapter shall ever inure to the benefit of any member thereof, or to the benefit of any private persons.

(d) Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

(e) No substantial part of the activities of this organization shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the organization participate or intervene in any political campaign including publishing or distribution of statements on behalf of or in opposition to any candidate for public office.

(f) This organization shall support the purpose of National Assistance League and comply with its policies, procedures, and standards.

(g) The activities of this organization shall be conducted without financial benefit to any member.

Article 3 Membership

3.01 Composition. This organization shall have members that shall be called regular members and associate members. Membership as a regular or associate member is open without discrimination to all individuals if they comply with the responsibilities and standards of membership. Regular members have voting privileges, associate members do not have voting privileges.

3.02 Responsibilities and Standards.

(a) Members shall comply with the responsibilities and standards of membership, including maintaining conduct that enhances the image and reputation of the organization and does not cause embarrassment; behaving in a civil manner; supporting the harmony, mission, and welfare of the organization; and complying with the organization's required policies.

(b) Other responsibilities and standards of membership shall be defined in the standing rules.

(c) The Executive Board, hereinafter referred to as the Board, has the right in its sole and absolute discretion to:

(1) Deny membership to any person who has demonstrated a disregard for or an unwillingness or inability to comply with the responsibilities and standards of membership; and

(2) Terminate the membership of any member who, after allowing the member to be heard, is determined by the Board to have failed to comply with the responsibilities and standards of membership.

3.03 Suspension of Membership. The Board has the right in its sole and absolute discretion to suspend any member from all privileges and rights of membership who the Board determines has not complied with the responsibilities of membership or their office. Such action may be taken only after a hearing by the Board following fifteen (15) days' written notice to the member involved of the time and place of such hearing. Suspension of membership may not take effect for at least five (5) days after such a hearing. A member's membership in Assistance League may be suspended for a period not to exceed ninety (90) days.

3.04 Termination of Membership. Following the period of suspension, a member who fails to comply with bylaws, policies and standards of Assistance League may have membership terminated by simple majority vote of the Board, if such action is deemed in the best interest of the organization. Such action may be taken only after a hearing by the Board following fifteen (15) days' written notice to the members involved of the time and place of such hearing. Termination of membership may not take effect for at least five (5) days after such a hearing. All rights and privileges of a member shall cease on the termination of membership.

3.05 Age Limit. This organization shall have no age requirements.

3.06 Dual Membership. Regular and associate members may hold membership in more than one (1) chapter. Such members shall declare a primary chapter for the purposes of submitting a portion of their dues to National Assistance League.

Article 4 Board

4.01 Governing Body. The Board shall be the governing body of this organization. It shall be composed of the elected officers. Only elected members of the Board shall attend Board meetings and have a vote. The Parliamentarian shall attend Board meetings in a nonvoting capacity.

4.02 Powers. The Board shall be subject to the powers and functions as prescribed by the bylaws and shall have all rights, powers, privileges, and imitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Ohio.

4.03 Policies and Standards. The Board shall have the power to establish and maintain policies and standards.

4.04 Contracts and agreements. The Board shall review and approve all contracts and agreements prior to signature.

4.05 Management. The Board shall have the responsibility for the general management of the corporation and the power to act for the corporation between meetings of the membership.

4.06 Number and Qualifications. The board may have up to ten (10) members but no fewer than four (4) members. The current number of 8 members may be increased by the affirmative vote of a simple majority of the then serving Board. In addition to the regular membership of the Board, representatives of other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, having the same rights and obligations, excluding voting power, as other Board members. Members shall attend meetings with the approval of the President, when doing so is required to inform the Board. Invitees will not be present during other Board business discussions or votes.

4.07 Terms of Office: Members of the Board shall hold office for a term of two (2) years or until their
successor is elected and assumes office. Elected officers shall assume office at the beginning of the
next fiscal year (June 1st). beginning of the next fiscal year (June 1st). Members may serve no more
than two (2) consecutive terms in the same office and then one (1) term in a different office, with the
exception of the Treasurer who can choose to stay on for unlimited terms.

4.08 Meetings. Meetings of the Board shall be held during the second week of each month, unless otherwise directed by the Board.

4.09 Conduct of Meetings. Members of the Board may participate in a meeting through electronic means, including using telephonic and/or video teleconferencing including but not limited to electronic meetings, so long as all members participating in such meeting can communicate with one another. Final discussion and vote shall be by simultaneous aural communication among all participating members. Such participation shall constitute personal presence at the meeting.

4.10 Special Meetings. Special meetings of the Board may be called by the President and shall be called upon the written request of Three (3) members of the Board, provided notice of such special meetings shall have been given to each Board member at least two (2) days prior thereto.

4.11 Quorum. A majority of the Board shall constitute a quorum.

4.12 Vacancies. Vacancies on the Board, including the office of President, shall be filled by a majority vote of the Board. The office of President shall be filled by the Membership Vice President for the duration of the term or until a special election is held. The Board shall fill the vacancy thus created if the Membership Vice President assumes the remainder of the President's term.

4.13 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the President and/or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and acceptance of such resignation shall not be necessary to make it effective.

4.14 Removal. A board member may be removed, with or without cause, at any duly constituted meeting of the board by the affirmative vote of the majority of the then serving Board members.

Article 5 Nominations and Board Elections

5.01 Slate. In March, the Nominating Committee, comprised of two (2) members from the Board and a minimum of three (3) members and one (1) alternate from the regular membership, shall submit its slate of nominees for offices on the Board. Only one (1) nominee shall be elected to each office. If the Nominating Committee is unable to find a candidate for a Board position, the current officer shall continue to hold the office until the office can be filled regardless of term limits.

These offices are:

(a) Group A, elected in April 2027, and in the future, odd-number years,elected for two (2) years, shall be composed of the Secretary, Membership Vice President, Operations Vice President. And Marketing and Communications Vice-President.

(b) Group B, elected in April 2028, and in the future even-numbered years, elected for two (2) year terms shall be composed of the President, Treasurer, Programs Vice President, and Fundraising Vice President.

5.02 Notice. The committee chair shall submit a copy of the slate of nominees to the Secretary and to each regular member at least one (1) month prior to the election meeting or at the previous regular meeting.

5.03 Petition Process. Ten percent (10%) or more of chapter members eligible to vote may nominate, by signed petition, an additional nominee for an office on the Board, by mailing such a petition together with the written consent of the nominee to the Secretary at least ten (10) days prior to the election meeting. No member shall sign more than one (1) nominating petition in a year.

5.04 Election Meeting. The Board shall be elected at the election meeting in April.

5.05 Voting. Elections shall be held during in person meetings and/or electronically and this shall be determined by the Board at least five (5) days prior to the election date. Elections shall be by voice vote, except when a nominating petition is received, in which event the vote for the contested office shall be by ballot.

Article 6 Officers

6.01 President. The President shall be the chief executive officer of the corporation, presiding at meetings of the Board and membership.

6.02 Membership Vice President shall Chair the Membership Committee and preside in the absence of the President at meeting of the Board and membership.

6.03 Operations Vice President shall be responsible for the office staffing, supplies and maintenance of the Ruth Prall Center.

6.0 Fundraising Vice President shall chair the Fundraising Committee, overseeing the management, execution, and analysis of all fundraising activities.

6.05 Marketing and Communication Vice President shall chair the Marketing and Communication Committee.

6.06 Programs Vice President shall chair the committee of all philanthropic program managers, including Operation School Bell.

6.07 Presiding Officer of Meetings. In the absence of the President and the Membership Vice President, Vice Presidents shall serve in the order of their offices listed above.

6.08 Secretary. The Secretary shall record the minutes of the Board and business meetings, as well as other special meetings called by the President and permanently maintain the original minutes. She shall be custodian of the records of the corporation, excluding financial records. If the Secretary is absent, any regular member may record the minutes of the current meeting and forward them to the Secretary for publication.

6.09 Treasurer. The Treasurer shall be the chief financial officer of the corporation, be responsible for monitoring the collection and disbursement of all funds and be responsible for the financial records of the corporation.

6.10 Parliamentarian. The Parliamentarian shall be appointed by the President and shall attend Board meetings in a non-voting capacity.

Article 7 Indemnification

7.01 Indemnification of Officers, Directors, Employees and Agents. To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article. The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

7.02 Indemnification of National Assistance League. The chapter agrees to defend and indemnify and hold National Assistance League, and its officers, directors, members, employees and agents (collectively, “National Assistance League Indemnified Parties”) harmless against any charges, damages, costs and expenses (including reasonable attorney’s fees and court costs), liability or loss which any National Assistance League Indemnified Party may suffer, sustain or become subject to as a result of or arising out of any action or inaction of such chapter. In any action or proceeding relating to the foregoing indemnity, and brought against any National Assistance League Indemnified Party, the National Assistance League Indemnified Party shall have the right to (a) participate in the defense of such action or proceeding with attorneys of its own choosing or (b) defend itself in any action or proceeding with attorneys of its own choosing.

Article 8 Standing and Special Committees

8.01 Committee Composition. Committees shall be open to any interested member unless otherwise provided in these bylaws. The composition of a committee shall include those who serve by virtue of office as specified in the bylaws and/or the number of members as deemed necessary by the chairperson. Ex Officio members of committees are regular members of the committee. Quorums are not needed for committee decisions.

8.02 Standing Committees are permanent committees.

The Nominating Committee shall be chosen yearly and presented to the membership no later than the regular meeting in November. Two (2) members from the Board and a minimum of three (3) members and one (1) alternate from the regular membership shall comprise this committee. The chair and vice chair shall be elected by and from the Nominating Committee. The nominating committee shall have a turnover of at least 40%, excluding the alternate position. The Parliamentarian shall assist in organizing the first meeting of the Nominating Committee and will attend the 1st meeting to provide guidance. She shall not attend future meetings of the committee unless called upon for additional guidance.

- **The Membership Committee** shall be chaired by the Membership VP and is responsible for maintaining a functional level of members for the organization.

- **The Marketing and Communication Committee** is chaired by the Marketing and Communications VP and is responsible for organizing events and media publications to increase awareness of Assistance League in the Greater Cincinnati and Northern Kentucky area.

- **The Fundraising Committee** is chaired by the Fundraising VP and is responsible for organizing events and campaigns to assure that the organization is properly funded.

- **The Programs Committee** is chaired by the Programs VP and is responsible for the continued delivery of items as directed and approved for each program by the membership. The current programs are Operation School Bell, New Beginnings, ALCares4Kids, Assault Survivors and College Starter Kits.

8.03 Special Committees: These committees will be appointed by the President as she and the board deem necessary.

- **Bylaws and Standing Rules Committee**. After approval by the membership the Parliamentarian shall submit a copy of the By-Laws to the State of Ohio and have a copy placed on the National Assistance League website.

- **Finance/Audit Committee.** This committee shall review the financial records at least quarterly to assure the membership that budgets are adhered to. Expenditures that will increase total expenses of the organization annually will be reviewed by this committee prior to board and membership approval.

- **Strategic Planning Committee.** The Operations VP shall chair this committee. The committee shall be composed of members as deemed necessary.

Other ad hoc committees as created by the president.

Article 9 Meetings

9.01 Regular/Business Meetings. A business meeting, (where a vote may be required) will be held at least quarterly during the 3rd week of each month. Other meetings can be called as necessary.

9.02 Election and Annual Meetings. The regular meeting in April shall be known as the election meeting, and the regular meeting in May shall be known as the annual meeting.

9.03 Conduct of Meetings. Members of governing bodies and committees may participate in a meeting through electronic means, including using telephonic and/or video teleconferencing, including but not limited to electronic meetings, so long as all members participating in such meetings can communicate with one another. Final discussion and vote shall be by simultaneous aural communications among all participating members. Such participation shall constitute personal presence at the meeting.

9.04 Special Meetings. Special meetings may be called by the President and shall be called upon the written request of six (6) regular members. The purpose of the meeting shall be stated in the call. Except in emergencies, at least three (3) days' notice shall be given.

9.05 Voting Rights. There shall be no vote by proxy. Voting during an electronic meeting (in Zoom) must be conducted with each regular member stating their vote and the secretary tabulating the final count of yea and nay votes.

9.06 Quorum. Forty (40) percent of the regular members shall constitute a quorum.

9.07 Action by Vote by Mail or Electronic Transmission. The Board may determine that membership vote on an issue(s) should be conducted by vote by mail or electronic transmission rather than through discussion and vote at a regular or special meeting of the membership. If the Board determines to move forward with such action, the following procedure shall be followed:

(a) The Board may pass a motion to implement this provision to conduct business, including the election of officers and other board members, through use of a vote by mail or electronic transmission conducted in accordance with applicable provisions of the state Corporations Code instead of through an in-person meeting of members. The motion shall include a fixed date that shall be treated as the date of the meeting of members for all purposes under these bylaws and a fixed date when the ballots will be distributed.

(b) The corporation shall distribute a written ballot to every regular member who is entitled to vote on the matter. It is permissible for the ballot and any related material to be sent by electronic transmission and for responses (votes) to be returned to the corporation by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

(c) Approval of the written ballot pursuant to this provision shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Ballots shall be solicited in a manner consistent with any requirements of the state Corporations Code. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of officers and board members, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received to be counted.

(e) A ballot that has been submitted may not be revoked.

(f) With regard to the filing of a nominating petition in accordance with Section 5.04, such petition must be submitted to the Secretary by mail or electronic transmission not later than ten (10) days prior to the date specified in the notice for distribution of the ballots.

(g) If there is any vote required other than election of the officers and board members, or if a qualifying nominating petition has been received by the Secretary, the corporation shall provide an appropriate means for members to ask questions and/or seek additional information from the Board and to share comments with other regular members. It is permissible for this to be accomplished either:

1. Through an information meeting(s) that can be held in person or through electronic means, including using telephonic and/or video teleconferencing, so long as all members participating in such meeting(s) can communicate with one another; or
2. Through periodic email updates from the Board to the membership or through posting of updates to the chapter website.

Article 10 Finance

10.01 Fiscal Year. The fiscal year of this organization shall be from June 1 through May 31.

10.02 Dues and Fees. Annual dues shall be payable on or before May 15 and delinquent on June 1.

Dues: The Annual Dues amount shall be determined by the board no later than January of each year. Two categories of membership shall be offered. Regular membership and associate membership. The regular membership shall have a lower cost than associate membership. Dues for new members joining after December 1 but before March 1 shall be reduced by one-half (1/2) and shall include National Assistance League pro rata per capita dues of twenty dollars ($20). Dues for new members joining between March 1 and May 31 shall be five dollars ($5.00), which the chapter retains in full.

Members holding membership in more than one (1) chapter shall pay National Assistance League dues only to the primary chapter or auxiliary.

10.03 National Assistance League Dues. Annually, the Corporation shall pay to National Assistance League per capita dues as instructed. The Corporation shall pay to National Assistance League per capita pro rata dues as instructed for members joining after December 1. Per capita dues shall be waived for all new members joining between March 1 and May 31.

10.04 Requirements. The corporation shall maintain a sound financial position and shall have a Certified Public Accountant audit or review its financial statements annually. The corporation shall submit an annual report to members, as required by the state Corporations Code.

10.05 Delegates and Alternates. The chapter, at its own expense, shall send its delegate and may send its alternate to the annual meeting and special meetings of National Assistance League.

10.06 Fundraising. The corporation shall plan fundraising events and activities in compliance with **National Policies for Chapters**.

10.07 Fundraising Agent. The corporation shall not act as a fundraising agent for individuals or other organizations.

Article 11 National Assistance League Delegate

11.01 Votes Per Member-Delegates. The chapter shall be entitled to that number of votes equal to its number of delegates. Each chapter shall have 1 delegate for every 100 members. Additional delegates shall be allowed if the membership is 51 members more than an even 100. The delegate may be any regular member of the organization and is recognized by the board to hold that responsibility. The President will be the delegate to National Assistance League.

11.02 Delegate Vacancies. Should the delegate not be available to serve, the Board may elect another delegate who shall be certified to the National Secretary at least twenty-four (24) hours prior to the annual meeting and special meetings of National Assistance League.

Article 12 Bylaws and Amendments

12.01 Bylaws for Chapters. The chapter shall be governed by these bylaws. This document supersedes all prior documents and takes effect on the date of approval of the membership. The bylaws shall not conflict with any federal laws or with the laws of the state of Ohio. In the event of any conflict, the laws of the state shall prevail.

12.02 Amendments and Revisions. These bylaws may be amended, or new bylaws adopted by a two-thirds (2/3) vote of an established quorum at any regular meeting, or at any special meeting called for that purpose, provided that written notice of each proposed amendment or the proposed new bylaws shall have been given to each regular member at least thirty (30) days prior to the date of any such meeting, or at the previous regular meeting.

12.03 Conforming. When amendment of these bylaws shall become necessary, the President will direct the Bylaws Committee to meet and develop revisions to be presented to the membership for a vote.

12.04 Filing. Current bylaws, standing rules and auxiliary policies shall be on file at the national office.