

OneOhio Region 12 Bylaws

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**(Coshocton, Guernsey, Monroe, Morgan, Muskingum, Noble, Perry and Washington
counties)**

Adopted: August 26, 2022

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1. Preamble

OneOhio Region 12 was created pursuant to The One Ohio Memorandum of Understanding (“The OneOhio MOU”), and upon input of Local Governments throughout the region of Coshocton, Guernsey, Monroe, Morgan, Muskingum, Noble, Perry and Washington counties. The OneOhio MOU provides a mechanism for distribution of opioid settlement funds and outlines how funds can be used.

Pursuant to The OneOhio MOU, Section D.2: “Each Region shall create their own governance structure so it ensures all Local Governments have input and equitable representation regarding regional decisions including representation on the board and selection of projects to be funded from the region’s Regional Share.” The Memorandum, Section D.2, further provides: “Regions shall have the responsibility to make submissions regarding the allocation of funds to projects that will equitably serve the needs of the entire Region.”

These Bylaws and Rules of Procedure are enacted by the OneOhio Region 12 Board of Directors to govern the actions taken by OneOhio Region 12 under The OneOhio MOU.

2. Definitions

Unless otherwise specified herein, the terms used in these Bylaws and Rules of Procedure are to be interpreted as defined in The OneOhio MOU. Further, these Bylaws and Rules of Procedure are to be construed consistent with The OneOhio MOU, which is attached hereto as **Exhibit A** and incorporated herein.

3. Name

This Region will be referred to as “OneOhio Region 12”. Its board of directors shall be referred to as “The OneOhio Region 12 Board of Directors.”

4. Purpose

These Bylaws are adopted to set forth the governing principles for OneOhio Region 12 under The One Ohio Memorandum of Understanding.

5. Powers & Duties of the Board of Directors

OneOhio Region 12 will be governed by “The OneOhio Region 12 Board of Directors” (referred to herein as the “Board”). The Board shall make regional decisions under The OneOhio MOU, including representation on the OneOhio Recovery Foundation, Inc. and selection of projects to be funded from the region’s Regional Share of Opioid Funds. The Board shall have all powers and duties necessary to carry-out the functions of OneOhio Region 12 under The OneOhio MOU, consistent with these Bylaws, including, but not limited to:

- A. Adopting or amending Region 12 bylaws, regulations, rules and policies;
- B. Selecting Region 12’s member on the OneOhio Recovery Foundation, Inc. board (“Foundation Board”) under Section D.4 of The Memorandum;
- C. Evaluating and making submissions regarding the allocation of Regional funds throughout the Region;
- D. Engaging experts, counsel, consultants and vendors as appropriate for these purposes; and
- E. Taking other actions consistent with Section D.2 of The Memorandum.

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OneOhio Region 12 shall not directly receive funds or contributions, or acquire, hold, encumber real or personal property or tangible or intangible property.

6. Composition of the Board of Directors

A. Board Members.

The OneOhio Region 12 governance structure will be comprised of a 26-member Board of Directors, consisting of the following:

Class 1: Eight (8) county appointments, consisting of one (1) appointee by each Board of County Commissioners in the Region; and

Class 2: Eight (8) municipal appointments, consisting of one (1) appointee by the each municipality serving as a county seat in the Region; and

Class 3: Three (3) township appointments, selected by a majority vote of the county township associations from each County in the region; and

Class 4: Four (4) persons from private sector, non-profit, governmental or non-governmental organizations in the Region, selected by a majority vote of Class 1, 2 and 3 appointees; and

Class 5: Three (3) persons from the public- or private-health or treatment sector, Departments of Health, Health Districts, or ADAMH Boards or Districts in the Region, by a majority vote of Class 1, 2 and 3 appointees.

Board members will serve the terms specified in Section 6.F. of these Bylaws.

To further the purposes of The OneOhio MOU, The Board shall endeavor to include participation on the Regional Board by subject matter experts from backgrounds such as health, mental health, treatment, education, judicial, law enforcement, community/faith and lived experience backgrounds, and/or such other persons as the Board determines to be consistent the objectives of The OneOhio MOU and the needs of Region 12.

B. Alternates

Each member may designate an alternate to represent such member at any Board meeting that the member's regular representative is unable to attend. The member shall notify The Board's Secretary in writing (paper or electronic) of the alternate's name and the minutes will reflect that the alternate member attended.

C. Executive Committee and Officers

At the first annual meeting of The Board, and in its first regular meeting in each successive year, the members shall appoint an Executive Committee and Officers from amongst its members. The Board's Executive Committee shall be comprised five (5) persons, consisting of one person from each Class of members appointed by a majority vote of their respective class. The OneOhio Region 12 representative to The OneOhio Recovery Foundation, Inc. Board shall serve in an ex-officio, non-voting, capacity on the Executive Committee.

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1. Powers and Duties. The Executive Committee, between the Regular meetings of The Board, shall have all the powers and exercise all the duties of The Board necessary or appropriate for the administration of OneOhio Region 12.
2. Officers. The Executive Committee shall elect the following officers from amongst the Committee membership, by a majority vote:
 - a. President. The President will preside over regular and special meetings of The Board and Executive Committee, and may call special meetings of the Executive Committee with twenty-four (24) hours' notice to all regular Executive Committee members, or call special meetings of the Board upon fourteen (14) calendar days' notice to all regular Board members. The President will prepare agendas for each Board and Executive Committee meeting, and provide the agenda to the Secretary for distribution to other members with the meeting notice. The President will also sign correspondence and Resolutions on behalf of the Board.
 - b. Vice President. The Vice President shall assume the role of the President in the event of an absence or vacancy of the President. If both the President and Vice President are absent, the Board or Executive Committee will select a presiding officer for the meeting by majority vote of those in attendance at the meeting.
 - c. Secretary. The Secretary shall maintain a roster of Board members and alternates, and Executive Committee members, prepare and provide members with meeting notices, take minutes of the meetings of the Board and Executive Committee, and provide minutes and other records of The Board and Executive Committee to the Administrative Agent for recordkeeping and to The OneOhio Region 12 Foundation Representative.
3. Term of Office. Each Executive Committee member and each Officer's term shall commence when elected by the members, and continue through the first regular meeting of The Board in the following year. The Executive Committee, by an affirmative vote of four members, may remove an officer prior to the expiration of the officer's term.
4. Vacancy. In the event of a removal or vacancy of an Executive Committee member or Officer, the applicable Class members shall appoint a successor for the unexpired term.

D. Sub-Committees

The Board may create one or more sub-committees not inconsistent with The OneOhio MOU or these Bylaws.

E. Ex Officio Members

The OneOhio Region 12 representative to the OneOhio Recovery Foundation, Inc. shall be an ex officio member of the OneOhio Region 12 Board and Executive Committee, shall not be considered for quorum purposes and shall have no vote on the OneOhio Region 12 Board.

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The Board, by majority vote of all members, may appoint other ex officio members, who shall not be considered for quorum purposes and shall have no vote.

All ex officio members shall receive notice of meetings.

F. Terms of Office

Each Board member and each officer shall serve a term of two years on the Board, beginning at the conclusion of the Board’s first regular meeting of the year, continuing through the end of the Board’s first regular meeting of the two years later, staggered as follows:

Class One and **Class Two** members appointed from Coshocton, Guernsey, Monroe and Morgan counties will serve a term ending at the conclusion of the first regular meeting of the Board in even numbered years, except that these appointments in the Board’s inaugural year of 2022 will serve terms ending at the conclusion of the Board’s first regular meeting in 2024.

Class One and **Class Two** members appointed from Muskingum, Noble, Perry and Washington counties will serve term ending at the conclusion of the first regular meeting of the Board in odd numbered years, except that these appointments in the Board’s inaugural year of 2022 will serve terms ending at the conclusion of the Board’s first regular meeting in 2025.

Class Three members will serve a term ending at the conclusion of the first regular meeting of the Board in even numbered years, except that these appointments in the Board’s inaugural year of 2022 will serve terms ending at the conclusion of the Board’s first regular meeting in 2024.

For Class Four members, the Class One, Two and Three members will appoint two persons to the even year terms and two persons to the odd year terms, as those terms are defined with respect to Class One and Two members above.

For Class Five members, the Class One, Two and Three members will appoint one person to the even year terms and two persons to the odd year terms, as those terms are defined with respect to Class One and Two members above.

Class	Even Year Terms*	Odd Year Terms*
1	Members appointed by Coshocton, Guernsey, Monroe and Morgan counties	Members appointed by Muskingum, Noble, Perry and Washington counties
2	Members appointed by the County Seat in each Coshocton, Guernsey, Monroe and Morgan counties	Members appointed by the County Seat in each Muskingum, Noble, Perry and Washington counties
3	All Appointments	
4	2 appointments, as designated by the Class 1, 2, and 3 members	2 appointments, as designated by the Class 1, 2, and 3 members
5	1 appointment, as designated by the Class 1, 2, and 3 members	2 appointments, as designated by the Class 1, 2, and 3 members

*Terms begin at the conclusion of the Board’s first regular meeting of the applicable year. Terms end at the conclusion of the Board’s first regular meeting of the applicable year.

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There shall be no limit to the number of terms to which a person may be appointed or elected. All members and officers serve without compensation.

7. Board Member Rights and Responsibilities

A member of the Board shall perform the duties of a Board member in good faith, in a manner the Board member reasonably believes to be in or not opposed to the best interests of the members and Region 12, consistent with the purposes of The OneOhio MOU, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

8. Conflicts of Interest

The Board shall adopt and maintain a conflict-of-interest policy.

9. OneOhio Recovery Foundation, Inc. Representative

The Board, by majority vote of the quorum, after nomination, shall appoint one person to be the OneOhio Region 12 representative to The OneOhio Recovery Foundation, Inc. Board (“Foundation Representative”), and any alternates. The nominees need not be a public official from a Local Government in Region 12, and may be a representative from another organization or a private individual.

The OneOhio Region 12 Foundation Representative shall:

- A. Serve on the OneOhio Recovery Foundation, Inc. Board consistent with The OneOhio MOU, Section D;
- B. Attend Foundation meetings;
- C. Carry-out the directives of the OneOhio Region 12 Board; and
- D. Attend OneOhio Region 12 Board meetings and provide information and updates to Board members about the Foundation;

The Foundation Representative shall perform the duties in good faith, in a manner the Foundation Representative reasonably believes to be in or not opposed to the best interests of OneOhio Region 12, consistent with the purposes of The OneOhio MOU, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

The Foundation Representative shall follow all conflict-of-interest policies and other policies of the Foundation and OneOhio Region 12 Board.

10. Meetings

All business of the Region 12 Board of Directors and Executive Committee shall be conducted in meetings of the Board, which are called for that purpose after notice.

A. Regular Meetings

The Board shall schedule two regular meetings to occur in each calendar year. The time and location of the meetings will be set forth by the Board at its inaugural meeting and, for later years, during last Regular meeting of the Board of the preceding year.

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B. Special Meetings

Special meetings of the Board may be called by the President, or by any eight members by written request to the President. Special meetings of the Executive Committee may be called by the President or by any two Executive Committee members by written request to the President. The Secretary shall notify each member not less than 24 hours prior to the meeting of its time, place, purpose and proposed agenda.

C. Notice

Written or electronic notice of the time, place, purpose and proposed agenda for each meeting will be given to each Board member at least 48 hours before a regular meeting and 24 hours before a special meeting.

D. Quorum

No meeting of The Board or the Executive Committee shall be conducted without a quorum. A quorum shall exist for meetings if a majority of The Board members or alternates are present. A Board member or alternate is deemed to be present if attending in person or by the communications systems authorized by the Board. A quorum shall exist for meetings of the Executive Committee or any other committee of The Board if a majority of the members of such committee, or their alternate, are present. Any meeting may be adjourned by a majority vote of those present.

E. Procedure and Order of Business

The general procedure for meetings of The Board and the Board's committees shall be in harmony with these Bylaws and principles of parliamentary procedure. The order of business at all Regular meetings of the Board shall ordinarily be as follows:

- 1st Reading and approval of the minutes from the last meeting;
- 2nd Report of the President;
- 3rd Report of the Foundation Representative;
- 4th Report of Committees, if any;
- 5th Consideration of programs, funding requests and submissions;
- 6th Consideration of the date and time of future meetings; and
- 7th Other Business

F. Voting

All voting Board members or their alternate present a meeting shall be entitled to one vote on each matter submitted to the members for their vote.

Votes will be upon a motion, "second," opportunity for discussion and a voice or roll-call vote, and shall be recorded in the minutes.

The act of a majority of the voting Board members or their alternate present at a meeting at which a quorum is present is the act of the Board, unless otherwise specified in these Bylaws.

Any vote or action may be rescinded or revoked by the same vote, consent, waiver, or release as at the time of rescission or revocation would be required to authorize or take that action in the first instance.

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In the event of a tie vote, the Board President, or the member serving as the President for that meeting, shall have the tie-breaker vote.

G. Transparency and Records

The Board will operate in a transparent manner and its meetings will be open to the public. The Board may establish a method whereby any person may receive notice of the meetings.

H. Minutes

The Secretary shall take minutes of each meeting. Minutes of Board meetings will be promptly prepared, filed and maintained and shall be open for public inspection consistent with these Bylaws. The minutes shall record the time, date and location of the meeting, the Board members present, the Board members absent, the nature of the discussion, and any motions, seconds and votes taken. Minutes shall be reviewed by the Board members at the next Regular meeting or sooner and approved or amended.

11. OneOhio Region 12 Records

The Secretary shall take charge of all records of OneOhio Region 12, and shall provide them to the Board's Administrative Agent for recordkeeping. All records of OneOhio Region 12 shall be maintained by the Administrative Agent consistent with its records retention schedule and policies.

Every Board member, and each Local Government with the Region, shall have the right to examine such records upon reasonable notice and during the regular operating hours of the Administrative Agent. The Administrative Agent may charge for copies consistent with its public records policy.

12. Administrative Agent

Buckeye Hills Regional Counsel shall serve as OneOhio Region 12's Administrative Agent for purposes of keeping OneOhio Region 12 records, and advertising and issuing notices of The Board and any Committees. If the Administrative Agent resigns from that role, it must transmit all OneOhio Region 12 records to the successor Administrative Agent.

The Board may also request the Administrative Agent to: study the impact of the opioid crisis and abatement efforts in the Region and make reports to The Board; develop and administer a call for projects and programs for consideration by The Board and Executive Committee; assist The Board in developing review criteria of projects and programs for funding submissions; and any other actions as The Board or Executive Committee may request and the Administrative Agent may agree.

13. Amendments

These Bylaws shall only be amended or repealed by affirmative vote of three-quarters of all Board members, and in meeting of The Board called for that purpose or at a Regular meeting of the Board. The following procedures shall be followed for any such amendments:

- A. Any member or members proposing an amendment to these Bylaws or Rules of Procedure shall notify all members of The Board not less than seven calendar days prior to the meeting at which such amendment will be placed before The Board;

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- B. Any such vote shall be by roll call, and the motion, second and vote shall be recorded in the minutes of the meeting, together with a summary of the discussion on the motion;
- C. Amended Bylaws shall be promptly prepared and distributed to all Board members and the Administrative Agent.

14. Duration

OneOhio Region 12 will continue to exist, and these Bylaws and Rules of Procedure will continue to be in effect as from time-to-time amended pursuant to the requirements herein, until the purposes of Region 12 under The One Ohio Memorandum of Understanding have been fulfilled. Thereafter, Region 12 shall be dissolved and these Bylaws and Rules of Procedure shall cease to be in effect.