

# **Ohio Council of Information & Referral Providers**

## **Constitution and By-Laws**

**Adopted October 13, 1976**

**Amended October 8, 2020**

Information and Referral (I&R) is emerging in this country as a distinct and significant human service based upon a demonstrated need for easily accessible, unbiased linking mechanisms between service seekers and service providers. The primary function of I&R is to provide efficient public access to the full range of available human services. In providing this function, I&R fills an intermediary role in the human service delivery systems. Through the I&R provider, a service seeker may find assistance with clarifying, organizing and prioritizing his or her needs, pertinent information on appropriate services and facilitation or advocacy on accessing the appropriate service. The service will accumulate and utilize transactional and client data in accordance with localized need for such data.

All I&R providers in the state experience a great deal of commonality in their need for operational input and peer support. It is for this reason that we establish the Ohio Council of Information & Referral Providers as a mechanism for generating and pooling ideas and resources around our common set of professional concerns and for developing the quality of peer cohesiveness, which will bode well for the future of I&R service in this state.

### **Article I. Name and Legal Status of Corporation**

The name of the organization shall be the Ohio Council of Information and Referral Providers, Inc. dba Ohio Alliance of Information and Referral Systems (Ohio AIRS) and shall be a non-profit organization in compliance with all requirements of Section 501(c) (3) of the United States Internal Revenue code.

## **Article II. Purposes**

The purposes of the organization shall be to:

- A. Promote professionalism in the delivery of the I&R service, staff qualifications, staff development, performance standards, performance evaluations and formal programs of pre-service education.
- B. Develop collective influence in the field of I&R, which may be applied in such state and local functions as I&R service standards, funding allocation and general I&R visibility.
- C. Develop and maintain an information clearinghouse to contain such mutually shared items as technical assistance, promotional materials, agency profiles and miscellaneous operating techniques.
- D. Develop a mutual assistance network among the membership, including shared expertise in such areas as technology, training, funding and policy development.
- E. Develop and maintain a membership communication system, including a newsletter, listserv, other membership mailings and conferences designed to bring members into direct communication around pertinent and timely issues.
- F. Provide continuing education opportunities for members.
- G. Enhance and support the goals of the national AIRS, including maintenance of communications, mutual assistance and membership recruiting. (Per OCIRP/AIRS agreement of affiliation, 5/24/82).

## **Article III. Membership**

- A. Membership is open to individuals and organizations that support the purpose statement in Article II. Membership in this organization is granted when the individual or organization joins and pays dues to the Alliance of Information and Referral Systems (AIRS). The Board may establish other dues and criteria for membership.
- B. Each member (individual or organization) is entitled to one vote in association elections and in business that comes before the organization at the annual membership meeting. When more than one individual from an organization serves on the Board, that organization only has one vote. All members are entitled to attend membership and committee meetings, chair committees and serve on the Board.
- C. The board shall have the authority to establish and define non-voting categories of membership.

- D. Advisory members are organizations or individuals who support the purpose of the organization through the provision of their expertise and resources. Advisory members are not entitled to vote either in association elections or in business that comes before the organization at the annual membership meeting. Advisory members may serve on committees.

#### **Article IV. Meetings of Members**

- A. At least one membership meeting shall be held during the year. Members will be notified at least 30 days prior to the annual membership meeting. At the annual meeting, the members shall elect trustees and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.
- B. Special membership meetings shall be called by the President upon written request of a majority of the Board of Trustees or upon written request to the President of ten or more members. The purpose of special membership meetings is to conduct business on urgent matters that cannot wait until the next regularly scheduled meeting. Notice of special meetings shall be given at least 15 days in advance of said meeting and shall state matters to be considered. No other business shall be transacted.
- C. Each member shall designate, in writing, one of the Member's officers, directors or employees to serve as its representative for purposes of voting in association elections and in business that comes before the organization at the annual membership meeting. A member may change the person designated to be its representative at any time by a writing filed with the Secretary. The failure to file a written designation of a person as the Member's representative shall not prevent any person from acting as a Member's representative if the Board determines to its satisfaction that the person is an officer, director or employee of the Member and is otherwise appropriate to serve as a representative. Each member shall have only one representative.
- D. A quorum shall be equal to 20 of the current membership. A simple majority vote (51% of members present) shall be required for action.

#### **Article V. Board of Trustees**

- A. The Board of Trustees, hereinafter referred to as Board, shall be responsible to the membership for the conduct of business of the corporation in accordance with this constitution and within the scope of the Articles of Incorporation. The Board shall be responsible for the implementation of the purposes of this organization. The Board is responsible for appropriate expenditure of the organization's resources and may assess fees as deemed necessary.

- B. The Board of Trustees shall consist of 10-15 individual or agency members, four (4) of whom shall constitute the officers of the corporation.
- C. All regularly elected Trustees will be elected for three-year terms. Terms of Trustees shall begin January 1.
- D. The Board of Trustees shall hold a minimum of one regular meeting per quarter. Special meetings may be called by the President, the Secretary or on the written request of three (3) Trustees, with five days prior notice to each Trustee of the time, place and purpose of the special meeting. Such notice shall be delivered to each Trustee personally or by electronic communication.
- E. Members of the Board may participate and vote in a meeting through use of telephone conference or similar communications equipment, so long as members participating in such meeting can participate and vote.
- F. A majority of the Trustees shall constitute a quorum for the transaction of business, and the acts of the majority of Trustees at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except where a larger number is required by law, the Articles of Incorporation or these By-Laws. The vote of a simple majority of those Trustees present shall be required to approve any action of the Board.
- G. Voting by electronic polling may be used when members are unable to vote in person. Voting by electronic polling cannot be a secret ballot, as it is necessary for the chair(s) to know by whom each vote is cast.
- H. Resignation from the board must be in writing and received by the Secretary. Unless otherwise specified in the written notice, the resignation shall take effect upon receipt thereof.
- I. Vacancies on the Board occurring between elections may be filled through appointment by the Executive Committee to fill the unexpired terms.
- J. Board members who fail to attend three (3) consecutive regular or special Board meetings will be approached regarding continued board membership, with consideration given to special circumstances.
- K. Any trustee, elected or appointed by the membership or Board of Trustees of the organization, may be removed from the Board and/or membership in OCIRP by either a simple majority vote of the membership or a two-thirds majority vote of the Board of Trustees when it is judged that the best interests of the organization would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the persons removed.

**Article VI. Officers**

- A. The officers of the corporation shall be the President, Vice-president, Secretary, Treasurer and Immediate Past President. They shall constitute the Executive Committee of the corporation and may convene between regular or special meetings of the Board of Trustees.
- B. Election of officers:
  - 1. The election will take place at the annual membership meeting of the fiscal year.
  - 2. Members will vote on the slate presented by the nominating committee
  - 3. Nominations will be accepted from the floor.
  - 4. Officers shall serve a one-year term, with the exception of the treasurer who shall serve a two-year term.
- C. The President shall remain on the Executive Committee for one year following the expiration of his/her term(s).
- D. A vacancy in any office occurring between elections shall be filled through appointments by the Board. Any appointed officer must be a duly elected member of the Board of Trustees.
- E. Duties of officers
  - 1. President
    - a. Preside at all membership meetings.
    - b. Be Chairman of the Board of Trustees.
    - c. Present at each annual meeting of the organization an annual report of the work of the organization.
    - d. Appoint all committees, temporary or permanent.
    - e. See all books, reports and certificates required by law are properly kept or filed.
    - f. Be one of the officers who may sign the checks or drafts of the organization.
    - g. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
  - 2. Vice President
    - a. In the event of the absence or inability of the President will become acting president of the organization with all the rights, privileges and powers as if duly elected president.
    - b. The Vice-President will succeed the President at the expiration of the President's term(s) or upon the President leaving office.

3. Secretary
  - a. Keep the minutes and records of the organization in appropriate books.
  - b. File any certificate required by any statute, federal or state.
  - c. Give and serve all notices to members of this organization.
  - d. Be the official custodian of the records and seal of this organization.
  - e. May be one of the officers required to sign the checks and drafts of the organization.
  - f. Present to the membership at any meetings any communication addressed to him as Secretary of the organization.
  - g. Submit to the Board of Trustees any communications, which shall be addressed to the Secretary of the organization.
  - h. Attend to all correspondence of the organization and exercise all duties incident to the office of Secretary.
  
4. Treasurer
  - a. Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
  - b. Deposit in regular business bank or trust company a sum not exceeding the amount necessary to pay current obligations, and the balance of the funds of the organization in a savings bank except that the Board of Trustees may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
  - b. Must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
  - c. Render at stated periods, as the Board of Trustees shall determine a written account of the finances of the organization. Such report shall be an official component of the minutes of the Board of Trustees of such meeting.
  - d. Exercise all duties incident to the office of Treasurer.
  
- F. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or trustee for receiving any compensation from the organization for duties other than as a Trustee or officer.

#### **Article VII. Conflict of Interest**

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## **Article VIII. Committees**

### A. Standing committees

1. Executive Committee shall be comprised of the officers of the organization. The Executive Committee is empowered to act for the Board between meetings of the Board and presents a report of such action to the Board.
2. Membership Committee is responsible for maintaining accurate records of members in good standing, manage the professional development of members and distribute the current list of officers and other members.
3. The Nominating Committee:
  - a. Shall be responsible for recommending nominees to fill year-end vacancies and officers to serve on the Board of Trustees.
  - b. Shall solicit suggestions from the membership for trustees and shall draw upon those suggestions in developing a slate. The slate shall include nominees not to exceed two for each position to fill year-end vacancies on the Board of Trustees. In preparing this slate, the nominating committee shall endeavor to provide balanced representation by geographical location and nature and size of agency affiliation. The slate shall not normally include members of the nominating committee.
4. The 2-1-1 Coordinating Council
  - a. shall oversee 2-1-1 in Ohio, including the 2-1-1 designation process, coordination and oversight of the Ohio 2-1-1 system. Each 2-1-1 contact center will designate one voting member to participate in the 211 Coordinating Council. The 211 Coordinating Council may form subcommittees to advance specific work. Each 2-1-1 contact center will have the option to also participate in any subcommittees that are formed.

### B. Ad hoc committees

1. The President of the organization with mutual consent of the board may constitute any other committee deemed necessary.

### C. Committees other than executive are open to all members in good standing of the organization.

### D. No committee shall have authority beyond that expressly granted to it by the Board.

## **Article IX. Fiscal Year**

The fiscal year of the corporation is January 1 to December 31 each year.

## **Article X. Order of Business**

At the Board of Trustees meeting, the order of business shall be established by the Executive Committee. This order may be changed by affirmative vote of the majority of Trustees present.

### **XI. Amendments**

These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

### **XII. Indemnification**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

### **XIII. Dissolution**

Should dissolution of OCIRP become necessary, the organization shall be dissolved pursuant to the relevant provisions of Ohio not-for-profit law. After paying or adequately providing for the payment of its liabilities, the remaining assets of OCIRP shall be distributed to one or more domestic corporations or other organizations substantially engaged in activities substantially similar to those of OCIRP pursuant to a plan of distribution adopted as provided in the relevant sections of Ohio not-for-profit law.