



MG OHIO BYLAWS



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MG OHIO BYLAWS

Article I Mission Statement and Purpose

Section 1.01 Mission Statement

MG Ohio is committed to supporting those living with myasthenia gravis (MG) and MG related disorders as well as their caregivers, friends, family, and the greater MG community by providing information and support through education, community programs, and advocacy; and to raise awareness about MG and MG related diseases in the greater community. MG Ohio provides such support through:

- Regular online and in-person meetings
- Educational materials
- Speakers and Seminars
- Physician referrals

Section 1.02 Purpose

- MG Ohio is a patient centric organization dedicated to serving the MG community in the state of Ohio and surrounding area regardless of race, religion, creed, age, gender, disability, or sexual orientation.
- MG Ohio is a volunteer organization; board members serve without compensation. Any funds raised by MG Ohio will be used for direct educational programming and support services for the MG community.
- MG Ohio is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article II Board of Directors

Section 2.01 Management

The business of MG Ohio shall be managed by the Board of Directors of MG Ohio (the "Board of Directors" or "Board").

Section 2.02 Number of Directors

The number of directors constituting the entire Board of Directors shall be the number, not less than five (5) nor more than twenty-one (21), fixed from time to time by a majority of the total number of directors which MG Ohio would have, prior to any increase or decrease, if there were no vacancies; provided, however, that no decrease shall shorten the term of an incumbent director.

Section 2.03 Election of Directors

The Nominating Committee shall nominate one person for each directorship to be filled at the first (1st) Board meeting per calendar year at the Annual Meeting to be held before December 31st each calendar year in accordance with Section 2.06 and Section 2.13. Directors shall be elected by a majority of the votes cast at such meeting, presuming a quorum exists. Directors shall be elected to hold office until the expiration of their term and until their successors have been elected and qualified or until their death, resignation or removal in the manner hereinafter provided Section 2.04 Term of Directors.

Section 2.04 Term of Directors

Except as otherwise provided herein, directors shall serve terms of three (3) years. After serving three (3) consecutive terms, excluding any partial term when a member is appointed to fill a vacancy in an unexpired term, a director must vacate his or her position for at least one (1) year before being nominated for re-election to another term.

The terms of the directors shall be staggered in a way such that no more than 1/3 of the Directors shall be up for reelection each year.

Section 2.05 Quorum and Action by the Board

A majority (more than 50%) of the Board of Directors shall constitute a quorum for the transaction of business, unless a greater number is otherwise required by applicable law. Each director shall have one vote. Except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 2.06 Meetings of the Board

The Annual Meeting of the Board of Directors shall be held in person each year as required by law. Regular quarterly meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the Chair or any two directors. Meetings of the Board of Directors shall be held on-line or at such places as may be fixed by the Board or the Chair. Meetings are open to the public and the Chair Emeriti who may attend as non-voting members.

Section 2.07 Resignations

Any director of MG Ohio may resign at any time by giving written notice to the Board of Directors, the Chair, or to the Secretary. Such resignation shall take effect at the time

specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 2.08 Removal of Directors

Any one or more of the directors may be removed with or without cause by the affirmative vote of a majority of the votes cast by the Directors present at such meeting, presuming a quorum exists.

Section 2.09 Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and/or vacancies occurring in the Board of Directors for any reason may be filled by the remaining Board of Directors. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

Section 2.10 Compensation

No director shall receive compensation for services as a director.

Section 2.11 Executive and Other Committees of Directors

Except with respect to the Nominating Committee described in Section 2.12, the Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee, Audit Committee, or any such other committees as may be designated by resolution of the Board, each consisting of three or more directors. The Executive Committee will consist of the President who will act as Chair of the Board, Vice-President, Treasurer, and Secretary. Any director serving as part of a committee including the executive Committee will retain their voting rights within the specifications of Section 2.04.

Section 2.12 Nominating Committee

There shall be a Nominating Committee, consisting of at least three (3) directors who shall be elected by and from the Board of Directors at each Annual Meeting by a majority of the votes cast, and shall serve until the next Annual Meeting. The Nominating Committee shall present a slate of nominees to the Board of Directors at the next Annual Meeting.

Section 2. 13 Adoption of Policies Regarding Directors

The Board of Directors may from time to time adopt by resolution policies: (a) limiting the terms of office of officers or directors; (b) providing for periodic reviews of attendance and performance of directors by the remainder or the whole board or a committee thereof; (c) regarding conflicts of interest; (d) providing for the frequency and manner of holding meetings of the Board of Directors in order to comply with any legal requirements; (e) regarding minimum meeting attendance requirements; (f) with

respect to parliamentary procedures governing proceedings of the Board of Directors, including any committees of the Board (which, in the absence of any contrary policy, shall be governed by Robert's Rules of Order Newly Revised as then in effect); and (g) with respect to such other governance matters not inconsistent with these bylaws as the Board of Directors may determine. The application of any such policy may be waived in any instance by action of the Board of Directors or, in the case of review of any individual director, simple majority vote of a quorum of the non-interested directors.

Article III Officers

Section 3.01 Election of Officers

The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a Chair (aka President), a Vice-Chair (aka Vice-President), a Secretary, and a Treasurer. The Board of Directors may also, from time to time, elect or appoint such other officers as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. All such officers shall be members of the Board.

Section 3.02 Other Officers

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3.03 Term of Office and Removal

Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the Annual Meeting of the Board of Directors closest to the third anniversary of his appointment. Any officer may be removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

Section 3.04 Chair

Except as otherwise provided herein, the Chair shall preside at all meetings of the Board of Directors and the Executive Committee and shall be an ex-officio voting member of all committees of the Board, except the Nominating Committee and the Audit Committee. The Chair shall appoint the chair of each committee, except as otherwise required by law or these bylaws, and shall perform such other duties as may be prescribed by law, the certificate of incorporation, or these bylaws, or as may be assigned to him or her from time to time by the Board.

Section 3.05 Vice Chair

The Vice Chair, during the absence or inability of or refusal to act by the Chair, shall perform the duties and exercise the powers of the Chair. In addition, the Vice Chair shall perform such other duties as may be assigned from time to time by the Chair or the Board of Directors.

Section 3.06 Secretary and Assistant Secretaries

The Secretary shall attend all meetings of the Board of Directors and record the minutes of the meetings of the MG Ohio Board of Directors. The Secretary shall read the draft minutes at each meeting and file the final approved copy electronically. Minutes shall be stored electronically as determined by law but not less than (3) years. The Secretary shall perform like duties for other standing committees when required. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or Chair; under whose supervision the Secretary shall be. The Assistant Secretary, if any, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 3.07 Treasurer and Assistant Treasurers

The Treasurer keeps electronic documentation of all income and expenses for MG Ohio and shall deposit all moneys and other valuable effects in the name and to the credit of MG Ohio in such depositories as may be designated by the Board of Directors. Works with the tax attorney or accountant to file annual tax returns as required by state and federal law. The Treasurer will provide a report for every Support Group and Board meeting on the previous month's banking statement and of the financial condition of MG Ohio. The Assistant Treasurer in the event of the Treasurer's absence or inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 3.08 Compensation

Officers of MG Ohio serve voluntarily and shall not be compensated for their service.

Section 3.09 Books and Records

MG Ohio shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses. The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records, or other documents of MG Ohio shall be open to for inspection.

Section 3.10 Contracts, Checks, Notes, etc.

The Chair, Vice-Chair, Treasurer, and other agents so authorized by the Board is each authorized to execute all authorized bonds, mortgages, and other contracts on behalf of MG Ohio, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of MG Ohio. All checks and drafts on, and withdrawals from, MG Ohio's accounts with banks or other financial institutions, and all bills of exchange, notes, and other instruments for the payment of money, drawn, made, endorsed, or accepted by MG Ohio, shall be signed on its behalf by the person or persons authorized by, or pursuant to resolution of, the Board of Directors.

Article IV Indemnification

Section 4.01 Indemnification

MG Ohio shall, to the fullest extent to which it is empowered to do so by the Ohio Not-For-Profit Corporation Law, as amended, or any other applicable laws, as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an officer or director of MG Ohio, or is or was serving at the request of MG Ohio as a director or officer against all expenses (including attorneys' fees and disbursements), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Section 4.02 Advancement of Expenses

Expenses incurred by an officer or director of MG Ohio in defending a civil or criminal action, suit or proceeding shall be paid by MG Ohio in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified as authorized by law.

Section 4.03 Contract with MG Ohio

The provisions of this Article shall be deemed to be a contract between MG Ohio and each person who serves as an officer or director, in any such capacity at any time while this Article and the relevant provisions of the Ohio Not-For-Profit Corporation Law, as amended, or other applicable laws, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 4.04 Indemnification of Employees and Agents

Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of MG Ohio or are or were serving at the request of MG Ohio may be indemnified to the extent authorized at any time or from time to time by the Board of Directors.

Section 4.05 Insurance

To the fullest extent permitted by the Ohio Not-For-Profit Corporation Law, as amended, MG Ohio, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Article.

Section 4.06 Other Rights of Indemnification

The indemnification and the advancement of expenses provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article V Other Matters

Section 5.01 Fiscal Year

The fiscal year of MG Ohio shall be the twelve months ending December 31st, or such other period as may be fixed by the Board of Directors.

Section 5.02 Limitations

No part of the net earnings of MG Ohio shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that MG Ohio is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of MG Ohio 's purposes. No substantial part of the activities of MG Ohio shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and MG Ohio shall not participate or intervene in any political campaign or act on behalf of (or in opposition to) any candidate for public office.

Section 5.03 Dissolution

Upon dissolution of MG Ohio, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of MG Ohio, dispose of all of the assets of MG Ohio exclusively for the purposes of MG Ohio in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

Section 5.04 Amendments

Bylaws may be adopted, amended, or repealed by the affirmative vote of a majority of those members of the Board of Directors present presuming a quorum exists.