

APPO CORPORATION BY-LAWS

Article I: Purpose and Mission

- Section 1.1: Purpose - Appo Corporation is a nonprofit organization dedicated to providing educational, recreational, and support services to youth.
- Section 1.2: Mission - To empower youth through programs and services that promote academic excellence, personal growth, and community engagement.

Article II: Membership

- Section 2.1: Membership Eligibility - Membership is open to individuals and organizations that support the mission and purpose of Appo Corporation.
- Section 2.2: Membership Categories - The organization shall have the following membership categories:
 - Individual Member
 - Organizational Member
 - Board of Directors
 - Committee Members (various categories)
- Section 2.3: Membership Rights and Responsibilities - Individual Members shall have the right to attend meetings, participate in discussions, and vote on matters presented to the membership. Organizational Members shall have the right to appoint a representative to attend meetings and participate in discussions.

Article III: Board of Directors

- Section 3.1: Number of Directors - The board of directors shall consist of 15 members, each serving a 12-month term.
- Section 3.2: Qualifications - Directors shall be at least 18 years old, reside in the US, and have demonstrated interest in supporting youth services. Directors shall have attended at least 75% of board meetings in the previous year.
- Section 3.3: Election and Term - Directors shall be elected by the membership at the annual meeting held on January 8th. Terms shall be staggered to ensure continuity.
- Section 3.4: Powers and Duties - The board of directors shall:

- Establish policies and procedures for the organization.
- Oversee the management of the organization.
- Approve the annual budget and financial reports.

Article IV: Officers

- Section 4.1: Officers - The organization shall have the following officers:
 - President
 - Vice President
 - Secretary
 - Treasurer
- Section 4.2: Election and Term - Officers shall be elected by the board of directors from among its members. Terms shall be 12 months.

Article V: Meetings

- Section 5.1: Regular Meetings - The board of directors shall meet twice monthly, on the first Sunday and the final Sunday of the month.
- Section 5.2: Special Meetings - Special meetings may be called by the President or Vice President, with at least 48 hours' notice to all directors.
- Section 5.3: Quorum - A quorum shall consist of 10 directors.

Article VI: Financial Management

- Section 6.1: Fiscal Year - The organization's fiscal year shall be January 1 to December 31.
- Section 6.2: Budget - The board of directors shall approve an annual budget.
- Section 6.3: Financial Reports - The Treasurer shall provide regular financial reports to the board.

Article VII: Youth Services

- Section 7.1: Program Services - The organization shall provide educational, recreational, and support services to youth from kindergarten to high school age.
- Section 7.2: Program Guidelines - The organization shall establish guidelines for program services, including eligibility, participation, and confidentiality.

Article VIII: Amendments

- Section 8.1: Amendment Process - Proposed amendments shall be reviewed by the board of directors or a designated committee, which shall provide a recommendation to the board.
- Section 8.2: Voting Requirements - Amendments shall require a 2/3 majority vote of the directors present and voting.
- Section 8.3: Notice - Written notice of proposed amendments shall be given to all directors at least 30 days prior to the meeting.

Article IX: Dissolution

- Section 9.1: Dissolution Process - Upon dissolution, the organization's assets shall be distributed to a similar Ohio nonprofit organization, as determined by the board of directors.

Article X: Conflict of Interest

- Section 10.1: Conflict of Interest Policy - Directors, officers, and committee members shall disclose any conflicts of interest and recuse themselves from decision-making processes.

Article XI: Indemnification

- Section 11.1: Indemnification - The organization shall indemnify directors, officers, and committee members against claims, damages, and expenses arising from their service to the organization.

These revised bylaws incorporate some best practices, such as:

1. Clear purpose and mission statements
2. Defined membership categories and rights
3. Specific board of directors qualifications and responsibilities
4. Detailed meeting procedures
5. Conflict of interest and indemnification provisions
6. Clear amendment and dissolution processes