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BYLAWS OF RESPECT LIFE MINISTRY OF OTTAWA COUNTY
(the "Corporation")

1. **NAME.** The name of the organization shall be: Respect Life Ministry of Ottawa County.
2. **MISSION.** The Mission of the Corporation shall be: To conduct activities dedicated to the protection of human life in all forms from conception to natural death by educating the public and advocating on behalf of the voiceless preborn, youth, and elderly.
3. **MEMBERSHIP.** Membership in the Corporation shall be open to anyone who has signed the Statement of Faith in the form set forth as Exhibit A and attached hereto. Members may resign at any time. Members shall be allowed to vote at such meetings of the Board and on such matters as the Board directs.
4. **AFFAIRS.** The Affairs of the Corporation will be conducted in accordance with the laws of the State of Ohio and federal laws respecting Not For Profit Corporations as set forth in Section 501(c)(3) and other provisions of the Internal Revenue Code.
5. **MANAGEMENT AND CONTROL.** Management and Control of the corporation shall be managed or under the control of a Board of Directors.
6. **BOARD OF DIRECTORS.** The Board will consist of five members, each of whom will be a natural person. Each Director will hold office until that Director's successor is elected and qualified or until that Director's earlier resignation or removal. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation.
7. **TRANSACTION OF BUSINESS.** To transact business at a meeting of the Directors, a quorum of a majority of the Directors eligible to vote will be required. The vote of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.
8. **REGULAR MEETINGS OF THE BOARD.** Regular Meeting of the Board will be held monthly at such time and place as shall be specified in Notice to the Board and Members of the Corporation in such form and content as the Board may, in its absolute discretion direct. Conduct of the Meeting shall be in reasonable accordance with Roberts Rules of Order. At such Meetings the Board may in its discretion conduct its Affairs as a Committee of the Whole in which all Directors and Members shall have equal voting rights or with such other arrangements as the Board in its absolute discretion may decide.
9. **ANNUAL MEETING.** An Annual Meeting of the Corporation shall be held at such time and place as the Board may direct in accordance with the laws governing such Meetings.
10. **SPECIAL MEETING TO AMEND BYLAWS.** These Bylaws may be amended at any meeting specifically called for that purpose with Notice of such meeting given in such manner as the Board may direct, provided such Notice is given at least 28 days in advance.

11. **SPECIAL MEETINGS OF THE BOARD.** Special Meeting of the Board may be called by or at the request of the President or by a majority of the Directors. The person or persons calling that special meeting of the Board may fix any date, time or place, to be the date, time and place for holding that special meeting. Reasonable written notice of the date, time, and place of a special meeting of the Board will be given prior to the date set for that meeting. The written notice can be given personally, by mail, by private carrier, by telegraph, by telephone facsimile, or by any other manner as permitted by the Ohio Revised Code s.1701. The notice will be given by the Secretary or one of the persons authorized to call Directors' meetings.
12. **ACTION OF THE BOARD WITHOUT A MEETING.** Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.
13. **METHOD OF REMOTE COMMUNICATION.** A meeting of the Board or Committee may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.
14. **VACANCIES OR NEWLY CREATED DIRECTORSHIPS.** When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director will have the power to appoint new Directors to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next annual meeting of the Board.
15. **REMOVAL OF DIRECTORS.** Any Director may be removed, with or without cause, by a majority of the Board then entitled to vote at an election of Directors at a special meeting of the Board called for that purpose.
16. **ORGANIZATION OF DIRECTORS' MEETINGS.** Meetings of the Board will be presided over by the President, or in the President's absence by the Vice President or Director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.
17. **COMMITTEES.** The Board may designate one or more committees, each committee to consist of one or more of such parties as may be approved at a Meeting of the Board. Committees may take the form of Standing Committees or Ad Hoc Committees as the Board may direct. Conduct of Committee Meetings shall follow the methods set out herein for the Board as much as is reasonably possible. All Committee actions must be authorized in advance or approved and ratified thereafter by the Board.
 1. **COMMUNICATIONS COMMITTEE.** A Communications Committee shall be a Standing Committee charged with implementing the policies of the Corporation with respect to the conveyance of messages to the public consistent with the Mission of the Corporation, including but not limited to Billboards, Websites, and other forms of Advertising.

2. FUND RAISING. Fund Raising shall be a Standing Committee charged with funding activities consistent with the Mission of the Corporation.

20. OFFICERS OF THE CORPORATION. The officers of the Corporation will consist of the president (the "President"), the vice president (the "Vice President"), the treasurer (the "Treasurer"), the Secretary, and any other Officers and assistant officers as determined in these Bylaws or the Initial Articles of Incorporation or by the Board. The Officers will be appointed by the Board at the first meeting of the Directors or as soon after the first meeting of the Directors as possible, if Officers have not already been appointed. Any appointee may hold one or more offices. Officers shall be elected at the Annual Meeting of the Corporation and shall hold their office for a period of one year. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws. Any Officer or agent appointed by the Board or by the Incorporators may be removed by the Board at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise. The Board reserves the power to delegate the powers of any Officer to any other Officer or agent notwithstanding any provision of these Bylaws.

21. PRESIDENT. The President shall conduct the general management and supervision, direction and control of the affairs of the Corporation.

22. VICE PRESIDENT. The Vice President shall be to act in the manner of the President if the President is not available, dies, is incapacitated, or refuses to act. The Vice President will perform any other duties as from time to time may be delegated to the Vice President by the President or by the Board.

23. TREASURER. The treasurer shall: keep accurate financial records for the Corporation; make monthly reports on the financial state of the Corporation; and assist in all tax filings with Local, State, and Federal governments.

24. SECRETARY. The Secretary shall: prepare the minutes of the meetings of the Board and store them in one or more books provided for that purpose; keep a record of the Members of the Corporation; and take charge of such communications are required by the Corporation and directed by the President.

25. FINANCIAL MATTERS.

1. LOANS: Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name or issuing evidence of indebtedness in its name. The authorization of the Board for the Corporation to perform these acts can be general or specific.

2. SIGNATURES REQUIRED: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation must be signed by a designated Officer or Officers, agent or agents of the Corporation and in a manner as will from time to time be determined by resolution of the Board.

3. DEPOSITS: All funds of the Corporation not otherwise used will be deposited to the credit of the Corporation in banks, trust companies, or other depositories designated by the Board.

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- 4. **CONTRACTS:** The Board may give authority to any Officer or agent to make any contract or execute and deliver any instrument in the name of the Corporation and on its behalf, and that authority may be general or specific.
- 5. **LOANS TO OFFICERS, EMPLOYEES, OR MEMBERS:** The Corporation may not lend money to, or guaranty any obligation of, or otherwise assist, any Officer, employee, or Member of the Corporation or of any subsidiary of the Corporation, including any Officer or employee who is a Director of the Corporation or any subsidiary of the Corporation.
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