

BYLAWS OF COUNTY LOSS CONTROL COORDINATORS ASSOCIATION

Article 1. DEFINITIONS

Section 1.01 Name. The “Corporation” shall mean *County Loss Control Coordinators Association*, its successors and assigns.

Section 1.02 CLCCA. CLCCA shall stand as an acronym for the *County Loss Control Coordinators Association*.

Section 1.03 Board. The “Board” shall mean the *Board of Directors of the Corporation*.

Section 1.04 Quorum. A quorum will consist of a majority or *fifty-one percent (51%) or more of the members of the Board of Directors present and is necessary for the transaction of business.*

Article 2. PURPOSES, OBJECTIVES AND GOVERNING INSTRUMENTS

Section 2.01 Purpose. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). *The specific purposes of the Corporation are to provide educational opportunities to its Ohio County members to promote workplace safety and loss control.*

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Construction. In the case of any conflict between the Certificate of Incorporation of the Association and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

Section 2.04 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.05 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3. TYPES OF MEMBERSHIPS

Section 3.01 Professional Membership

1. Professional Memberships are limited to persons who have been officially designated by the Board of County Commissioners as being responsible for loss control and/or safety duties in their county.
2. Only Professional members from each county shall vote or hold office.

Section 3.02 Associate Memberships

1. County Government Associate Members
 - A. Counties must have one professional membership prior to adding any associate memberships.
 - B. Can be any employee within county government
 - C. Shall not vote or hold office
 - D. Are not eligible for annual “Allowance Program” scholarships
2. Ex-Officio Associate Members
 - A. Shall be limited to the following individuals:
 - 1) Executive Director of CCAO
 - 2) Manager of CCAO/SC (County Commissioners Association of Ohio/Service Corporation)
 - 3) Risk Management Representatives of CCAO/SC/CORSA
 - B. Shall not vote or hold office
3. Business Associate Members
 - A. Representatives of any business, association or any other organization with an interest in promoting and assisting Ohio counties regarding health, safety and liability issues.
 - B. Shall not vote or hold office
4. Sponsoring Associate Members
 - A. This membership is designated for individuals, firms, and corporations that provide safety and risk management services and provides an opportunity to network with county safety and risk management staff and to promote best practices in their field.
 - B. Shall not vote or hold office

Article 4. ASSOCIATION DUES

Section 4.01 Dues Payment

1. Annual dues shall be used to pay the general expenses of the Corporation and when possible, allowance and scholarship programs.
2. Annual dues must be paid to participate.
3. CLCCA membership extends from **January 1st to December 31st of the same year.**
4. Dues shall be paid by April 1st of each year to be eligible for programs and scholarships.
5. New members joining after April 1st shall pay a full year's dues upon admission regardless of date.
6. Paid memberships can transfer from one entity member employee to another when employment or job status change during the course of a membership year.
7. No refunds will be provided if a member fails to attend meetings or terminates membership prior to the end of the membership year.

Section 4.02 Dues Amount and Adjustments

1. Dues are reviewed annually at the first Board meeting of each year, the Organizational meeting.
2. Dues are charged to Professional, County Associate, Business Associate and Sponsoring members.
3. Ex-Officio Associate members are not charged dues.
4. Dues schedule is listed on Appendix A of the Bylaws.

Article 5. GOVERNING BODY

Section 5.01 Election and Appointment of Officers

1. Elections of officers takes place at the Annual Winter Meeting.
2. The President and Vice President are elected by a majority vote of the Corporation's professional members present at the meeting.
3. District Directors are elected by a majority vote of the professional members present at the meeting from their corresponding districts.
4. Secretary/Treasurer is appointed by a majority vote of the Board of Directors.

Section 5.02 Board of Directors

1. The Board of Directors shall consist of the following elected and appointed officers:
 - A. President – elected (2 year term) by CLCCA Membership
 - B. Vice President – elected (2 year term) by CLCCA Membership
 - C. Secretary/Treasurer – appointed for continuing term until resignation or removal
 - D. Four (4) District Directors – elected (2 year term) by District membership
 - E. Immediate Past President – automatically elected annually – advisory/non-voting

Section 5.03 Eligibility

1. In order to hold any elected or appointed office in the Corporation, a member must be a professional current dues paying member.
2. All members of the Board of Directors may hold the same offices for an unlimited number of years.

Section 5.04 Duties and Responsibilities of the Board

1. Approves Corporation budget
2. Approves Corporation programs and sets maximums for expenditures
3. Oversees Corporation activities
4. Approves actions of any committees
5. Assures that Corporation goals are being achieved
6. Attend regular Board of Director meetings
7. Attend regular CLCCA Seasonal meetings
8. May modify or suspend the duties of the Seasonal Committees
9. Appoints a replacement for the unexpired terms of Vice President. Secretary/Treasurer, and District Directors.
10. Reviews and procures necessary corporate filings with Ohio Secretary of State and Attorney General
11. Annually reviews Conflict of Interest Policy and completes forms if necessary

Section 5.05 General Powers and Duties

1. President
 - A. Presides over general membership and Board of Director meetings
 - B. Approves all expenditures in excess of \$500.00
 - C. Makes special committee appointments
 - D. Serves as Liaison with the County Commissioners Association of Ohio (CCAO), the County Risk Sharing Authority (CORSA), and Seasonal Committees
 - E. Assists Winter Committee with election's process
 - F. Takes action to replace District Directors or any elected or appointed Board member who miss three (3) or more consecutive meetings without prior approval from President.
 - G. Access to Association's checking account and authorized user of Corporation's Bank Debit Card for appropriate Corporation expenditures
2. Vice President
 - A. Fulfills the duties of the President in his/her absence
 - B. Fulfills the duties of the Secretary/Treasurer in his/her absence. No officer shall hold perform the duties of the President and the Secretary/Treasurer contemporaneously.
 - C. Completes the term as President if the President-elect is unable to do so
 - D. Serves on the Board of Directors
 - E. Coordinates recruitment activities with Spring Committee
 - F. Serves as liaison with the Seasonal Committees

3. Secretary/Treasurer

- A. Keeps accurate minutes of all general membership and Board of Directors' meetings
- B. Prepares membership applications subsequent to Organizational meeting and receives applications and payments
- C. Keeps an accurate list of all members, including phone and fax numbers, email addresses and addresses
- D. Prepares and forwards all minutes, notices and other correspondence
- E. Serves on the Board of Directors
- F. Serves on the Summer Committee with Budgetary process
- G. Keeps accurate and complete records of all financial transactions of the Corporation so that they are suitable for audit if required
- H. Responsible for accounts payable and accounts receivable
- I. Maintains and reconciles Corporation checking account
- J. Authorized user of 's Bank Debit Card
- K. Performs annual review of financial records and/or financial statements
- L. Has independent authority over web design and content
- M. Prepares necessary updates to W-9 tax identification forms
- N. Files annual 990-n E-Postcard Tax Exempt IRS filing no later than May 15th
- O. Files annual online Charity financial reports to the Ohio Attorney General
- P. Monitors and files necessary updates to Ohio Secretary of State
- Q. Receives and maintains all membership and meeting records
- R. Provides affiliate list with payment to CCAO by April 14

4. Past President

- A. Acts as resource and provides guidance to Board of Directors
- B. Assists the Fall Committee with legislative issues
- C. Attends CLCCA meetings
- D. Attends Board meetings at the request of the Board

5. District Directors

- A. Serves on the Board of Directors
- B. Coordinate one (1) Seasonal Meeting; speaker, educational sessions, location/venue
- C. Coordinate regional activities and communications
- D. Recruit new members in their district
- E. Schedule/plan meetings as necessary

6. Vacancies

- A. Any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Board of Directors then in office at any Directors' meeting.
- B. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

7. Executive Board Meetings

- A. The Board shall meet no less than two (2) times each year. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of official business.
- B. Meetings of the Board should be attended by the Directors in person. However when circumstances arise, attendance can be by telephone or video conference or other electronic means whereby each Director may hear all other Directors, and any Director so participating shall be considered present.
- C. Organizational Meeting
 - 1) The first Executive Board meeting of the year
 - 2) Scheduling of the year's seasonal CLCCA, Annual and Board meetings
 - 3) Determine assignment of seasonal meetings to directors
 - 4) Discuss educational topics for seasonal education meetings
 - 5) Annual review the Corporation's financial records and status
 - 6) Review and establish CLCCA Allowance budget for the year
 - 7) Review and vote on any dues adjustments
- D. Special Meetings
 - 1) The newly elected officers and directors may hold their first meeting if a quorum be present, immediately after the Annual Meeting of the Corporation's members for the purpose of addressing the continued appointment of the Secretary/Treasurer for the following year or appointing a new one.

Section 5.06 Resignation

- 1. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Board.

Article 6 **CLCCA MEETINGS**

Section 6.01 Annual Meeting

- 1. The Annual Meeting of the members shall be held at such hour and place as the Board may designate, for the purpose of electing Directors and Officers, considering reports of the affairs of the Corporation and transacting such business as may be properly brought before the meeting.
 - A. Is usually the last CLCCA seasonal meeting of the year – Winter meeting

Section 6.02 Seasonal Meetings

- 1. While it is not required, four (4) meetings are annually scheduled by the Executive Board for the purposes of training and education
- 2. Meetings usually occur on a quarterly basis and are seasonal by name
 - A. Spring
 - B. Summer
 - C. Fall
 - D. Winter
- 3. The last seasonal meeting of the year also is held concurrently with the Annual Meeting

4. Seasonal Meetings are organized by the assigned Director and usually, but not required, to be held within that Director's District to ensure equal access to meetings

Article 7 SEASONAL COMMITTEES

Section 7.01 Assignment and Purpose

1. Each seasonal committee is comprised of members within District Director's region, and has defined responsibilities which contribute to the overall operations of CLCCA.
2. Seasonal Committee assignments may be modified or suspended at the discretion of the Board of Directors.

Section 7.02 Committee Assignment and Duties

1. Spring (Membership)
 - A. Prior to Spring Meeting, create/send membership promotions to all counties
 - B. Assists Secretary/Treasurer to update and distribute membership application form, invoice and membership list
 - C. Plan and execute all aspects of the Spring Meeting
 - D. Promote meeting in CIDS publication and through other means of communication.
2. Summer (Budget)
 - A. Recommend budgetary allocations for each quarterly meeting
 - B. Coordinate CLCCA annual national PRIMA grant
 - C. Assure that recipients of CLCCA National PRIMA grant collects handout materials at conference and make them available to members at Summer/Fall Meeting
 - D. Plan/execute all aspects of the Summer Meeting
 - E. Promote meeting in CIDS and other means of communication
 - F. Assist Secretary/Treasurer to collect unpaid membership dues
3. Fall (Legislative)
 - A. Research new/pending legislative issues affecting Loss Control and present at Fall Meeting
 - B. Research news & opportunities promoted by other Loss Control groups (i.e. PRIMA, PERI, etc.) and present at Fall Meeting
 - C. Plan/execute all aspects of the Fall Meeting
 - D. Promote meeting in CIDS and other means of communication
3. Winter (Elections)
 - A. Seek nominations for Board of Director positions
 - B. Create ballots
 - C. Run election at Winter Meeting
 - D. Plan/execute all aspects of the Winter Meeting
 - E. Promote meeting in CIDS and other means of communication
 - F. Track attendance of Board of Directors, prepares report and submits to President for action

Article 8 CORPORATE AND TAX RECORD KEEPING

Section 8.01 Financial Institution

1. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation.

Section 8.02 Financial Permissions

1. The Secretary/Treasurer and the President are authorized to sign checks, do electronic drafts or make other monetary contractual obligations on behalf of the Corporation.
2. All expenditures in excess of \$500.00 shall be approved by the President.
3. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 8.03 Financial Obligations and Record Keeping

1. The Secretary/Treasurer shall timely deposit all revenue deposits.
2. The Secretary/Treasurer shall prepare financial reports prior to all Executive Board meetings detailing all debits, credits and current balance.
3. The Secretary/Treasurer shall maintain all checking account records including but not limited to deposit slips and bank debit card receipts.
4. Paper bank statements are mailed and housed at the office of the statutory agent.
5. The Secretary/Treasurer shall make necessary updates to W-9 tax identification forms.

Section 8.04 Taxation Record Keeping

1. CLCCA is a non-profit 501(c)(3) of which requires annual filing with the IRS and the Ohio Attorney General's office.
 - A. Files annual 990-n E-Postcard Tax Exempt IRS filing no later than May 15th of each year, record in file and provides to Executive Board
 - B. Files annual online Charitable Financial reports to the Ohio Attorney General's Office within the first quarter of the year, record in file and provides to Executive Board

Section 8.05 Corporate Record Keeping

1. File forms for Statement of Continued Existence and Statutory Agent Updates with the Ohio Secretary of State every five (5) years and/or as necessitated by changes in information, agents or officers

Article 9 CONFLICT OF INTEREST POLICY

It is in the best interest of County Loss Control Coordinators Association of Ohio (CLCCA) to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy, APPENDIX B, is designed to help directors, officers, and volunteers of CLCCA identify situations that present potential conflicts of interest and to provide CLCCA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in CLCCA's operations.

Article 10 CHANGES TO BYLAWS

Section 10.01 Periodic Review

1. It is recommended that a review of the Bylaws is performed every two years or when circumstances warrant a revision.

Section 10.02 Amendments

1. These Bylaws may be amended when necessary by a majority vote of the Board of Directors.
2. Proposed amendments must be submitted to the Secretary/Treasurer to be sent out with regular Board announcements as new Business.

Article 11 DISSOLUTION OF ASSOCIATION

Section 11.01 Process.

1. The Corporation may be dissolved only upon adoption of a plan of dissolution by the Board that is consistent with the Certificate of Incorporation and with State law.

AMENDMENTS TO BYLAWS:

7/17/1994 - Resolution #1
1996 - Secretary and Treasurer positions combined
7/17/1998 - Resolution #2
1/30/1998 - By Board of Directors
4/18/2006 - By Board of Directors
12/11/2006 - By Board of Directors
11/21/2014 - By Board of Directors
2/12/2016 - By Board of Directors – Conflict of Interest Policy, Web Design/content authority
1/23/2020 - By Board of Directors - Creation of Sponsoring Member/Dues Amt.
4/15/2020 - By Board of Directors – Complete Document Review/update – terms, roles

These Bylaws were adopted at a meeting of the Board of Directors of the County Loss Control Coordinators Association on

_____, 2020.

Name

President

Name

Secretary/Treasurer

APPENDIX A

COUNTY LOSS CONTROL COORDINATORS ASSOCIATION

DUES/BENEFIT SCHEDULE

Professional Membership.....\$125.00

Benefits include:

- Quarterly educational meetings at no cost
- Access to CLCCA Allowance Program - opportunities for paid CCAO Winter Conference registration or paid PRIMA conference expenses (if PRIMA member)
- Affiliate membership to CCAO, County Information and Data Service newsletter (CIDS), annual subscription to County News Magazine

If a CORSA customer, additional benefits are:

- PRIMA membership
- PRIMA scholarship
- CORSA Safety Incentive Program

Associate Memberships

Includes quarterly educational meetings at no cost

County Government Associate Membership.....	\$ 50.00
Business Associate Membership.....	\$150.00
Sponsoring Associate Membership.....	\$300.00
Ex-Officio Associate Membership.....	.\$ 00.00

Appendix date – 4/15/2020

APPENDIX B

CONFLICT OF INTEREST POLICY COUNTY LOSS CONTROL COORDINATORS ASSOCIATION

This conflict of interest policy is designed to help directors, officers, and volunteers of CLCCA identify situations that present potential conflicts of interest and to provide CLCCA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in CLCCA's operations.

Definitions

1. A "***Conflict of Interest***" is any circumstance described in Part 1 of this Policy.
2. An "***Interested Person***" is any person serving as an officer, or member of the Board of Directors of CLCCA or anyone else who is in a position of control over CLCCA who has a personal interest that is in conflict with the interests of CLCCA.
3. A "***Family Member***" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
4. A "***Material Financial Interest***" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
5. A "***Contract or Transaction***" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to CLCCA is not a Contract or Transaction.

Conflict of Interest Defined. In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

1. A director, officer, or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with CLCCA for goods or services.
 2. A director, officer, or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between CLCCA and an entity in which the director, officer, or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, , trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 3. A director, officer, or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with CLCCA
- Other Conflicts of Interest. Some situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

- Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of CLCCA

Procedures

1. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.

2. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the boards or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
4. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
5. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
6. Interested Persons who are not members of the Board of Directors of CLCCA, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, the President, the Committee Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect CLCCA's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor, the President, the Committee Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

Confidentiality

1. Each director, officer, and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of CLCCA.
2. Directors, officers, s and volunteers shall not disclose or use information relating to the business of CLCCA for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

Review of policy

1. Each director, officer, and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
2. Annually each director, officer, and volunteer shall complete a disclosure form, (Appendix C) identifying any relationships, positions or circumstances in which he/she is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to CLCCA.
3. Any such information regarding the business interests of a director, officer, or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
4. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be voted on by the Board of Directors and a majority vote decision be communicated to all staff and volunteers.

Adopted 12/7/2015

APPENDIX C

COUNTY LOSS CONTROL COORDINATORS ASSOCIATION

CONFLICT OF INTEREST DISCLOSURE FORM

Date: _____

Name: _____

Position (board member/volunteer): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between CLCCA and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of CLCCA.

Signature: _____

Date: _____

Policy adopted by the County Loss Control Coordinators Association of Ohio on December 7, 2015