

PREAMBLE

Whereas, the people of the State of Ohio and its communities have been harmed by the misfeasance, nonfeasance and malfeasance committed by certain entities within the Pharmaceutical Supply Chain; and,

Whereas, the State of Ohio and local governments entered into a Memorandum of Understanding (MOU) relating to the allocation and use of the proceeds of Settlements with Pharmaceutical Supply Chain Participants and other funds received to abate the effects of the opioid epidemic; and,

Whereas, pursuant to the terms of the MOU, the OneOhio Recovery Foundation, a nonprofit corporation was formed under Ohio law, to be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986; and,

Whereas, pursuant to the terms of the MOU and the Code of Regulations of the OneOhio Recovery Foundation, regional governance structures are to be established for each OneOhio Recovery Foundation Region to ensure that all local governments have input and equitable representation in making appointments to the state Board and for reviewing grant applications for the use of the Region’s allocated share of Foundation Funds; and,

Whereas, Region 4, comprised of Lucas County, hereby adopts and incorporates the governance structure as detailed in this Code of Regulations, and any other applicable governance documents, consistent with the terms of the MOU and the OneOhio Recovery Foundation governing documents, where applicable.

ARTICLE I

NAME AND PURPOSE

Section 1.01 Name

The name of this regional governance body of the OneOhio Recovery Foundation Region 4 shall be the OneOhio Recovery Foundation Region 4 Board (“Region 4 Board” or “Board”).

Section 1.02 Purpose

The Region 4 Board is the regional governance body of the OneOhio Recovery Foundation (“Foundation”) for the region comprised of Lucas County. As part of the Foundation, the Region 4 Board shares the Foundation’s purposes. In addition, the Region 4 Board will, as contemplated in the OneOhio Memorandum of Understanding (attached hereto as Appendix A), work to ensure that all local governments have input and equitable representation in making appointments to the Foundation Board and for reviewing grant applications for the use of the Region’s allocated share of Foundation Funds. The Region 4 Board shall select the Region 4 representative on the Foundation Board. The Region 4 Board shall participate in the process of reviewing grant applications for the use of Region 4 regional funds and the selection of grants to be submitted to

the OneOhio Recovery Foundation as contemplated in the MOU, which does not constitute an exercise of sovereign power.

ARTICLE II

REGION 4 BOARD MEMBERS

Section 2.01 Number

- a. The Region 4 Board shall consist of seven (7) Members as detailed in Section 2.03.
- b. If the Board selects a Region 4 Director for the State Board from outside of its membership, that Director shall hold a non-voting, ex officio position on the Board.
- c. In addition, the Board may create non-voting, ex officio positions as necessary.

Section 2.02 Qualifications

- a. Members of the Region 4 Board shall be 18 years or older.
- b. All Members shall support the Charitable Purposes of the Foundation.

Section 2.03 Selection

- a. The Region 4 Board Members will be selected and allocated according to Categories as follows:
 - i. Three (3) Members selected to represent Lucas County;
 - ii. Two (2) Members selected to represent the City of Toledo;
 - iii. One (1) member selected to represent the Suburban Municipalities in Lucas County; and
 - iv. One (1) Member selected to represent the Townships in Lucas County.
- b. Each represented Category described in Section 2.03(a) shall determine the selection criteria and process for that Category.

Section 2.04 Duties

- a. The Region 4 Board shall generally be responsible for the carrying out the duties described in the OneOhio MOU.
- b. These duties shall specifically include:
 - i. Selection of the Foundation Board Member representing Region 4;
 - ii. Creation of the Region 4-specific governance structure;
 - iii. Creation of Region 4-specific policies, procedures, processes and rules; and
 - iv. Review and selection of recommended applications for the use of Region 4's allocated Foundation funds.

- c. All grant and funding requests will be reviewed and selected pursuant to the terms of the MOU and the applicable grant-making policies.
- d. The Region 4 Board shall select the Region 4 Director for the Foundation Board for the initial appointment as well as any subsequent vacancies as necessary.
 - i. The Region 4 Director may any person who fulfills the qualifications set forth in Section 2.02 and is confirmed by a vote of the Board.
 - ii. If the Region 4 Director is a member of the Board, that person will retain all voting abilities with that position.
 - iii. If the Region 4 Director is not a member of the Board, that person shall hold a non-voting, ex officio position on the Board.

Section 2.05 Term

- a. Initial Member terms shall be staggered as follows:
 - i. Three (3) Members shall have an initial term of three (3) years;
 - ii. Two (2) Members shall have an initial term of two (2) years; and
 - iii. Two (2) Members shall have an initial term of one (1) year.
- b. Each Category shall determine the initial terms of its Members as described in Section 2.05(a)(i).
- c. For purposed of these bylaws, initial Board terms began January 1, 2022.
- d. After the initial term, all subsequent terms shall be for three (3) years.

Section 2.06 Resignation

Any Member may resign at any time by giving written notice to the Chair or Secretary of the Board. The resignation notice shall specify the effective date of the resignation. Acceptance of the resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 2.07 Removal

- a. Any Member may be removed for cause at a meeting held for that purpose, provided that a quorum of the Board is present at the meeting.
- b. Any Member may be removed by the appointing Category defined in Section 2.03(a).
- c. Any vacancies in the number of Members by reason of this section may be filled in the same meeting pursuant to the process defined in Section 2.08.

Section 2.08 Vacancies

Any vacancy on the Board arising at any time from any cause will be filled in accordance with the appointment process of their respective category as indicated in Section 2.03(a). If the

respective governmental units do not fill the vacancy within sixty (60) days, then the Board may fill the vacancy.

Section 2.09 Not Public Officials

- a. Pursuant to the Foundation Code of Regulations and under Ohio Ethics Commission Guidance, attached hereto as Appendix B, individuals serving as Members of the Region 4 Board shall not be considered public officials by reason of their appointment to and service on the Board.
- b. Individuals who are otherwise public officials shall continue to be bound by the requirements of Ohio ethics laws.

Section 2.010 Rule-Making Authority

The Board may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the Foundation and the Region 4 Board.

ARTICLE III

MEETINGS

Section 3.01 Frequency and Location

- a. The Region 4 Board shall hold an Annual Meeting each year in January.
- b. The Board may hold other regular meetings at such times fixed by the Board, with a recommended frequency of at least three regular meetings in addition to the Annual Meeting, held on an approximately quarterly basis.
- c. Meetings may be held at any place within Lucas County, as the Board may fix and as specified in the Notice.
- d. Any meeting of the Board may be held through any remote or electronic means through which all persons participating can contemporaneously communicate, including but not limited to telephone or video conference. Such participation shall constitute attendance at such meeting.

Section 3.02 Notice of Meetings

- a. Notice of the time, place and purpose of each meeting of the Board shall be given to each Member not less than ten (10) days before the day of the meeting.
- b. Notice of meetings shall be given to each Member by personal delivery, mail, or any authorized electronic communication method.
- c. In extraordinary circumstances, a Special Meeting may be called by (1) the Board Chair or (2) pursuant to a motion with support of seventy-five percent (75%) of the Members

with notice given not less than twenty-four (24) hours before such meeting. The business to be transacted at such a Special Meeting shall be specified in the Notice.

- d. Notice of each meeting of the Board shall be given to the public through reasonable means of communication.

Section 3.03 Quorum and Attendance

- a. Four (4) Members shall constitute a quorum of the Region 4 Board.
- b. Ex Officio members of the Board shall not be counted for the purposes of determining a quorum.
- c. Remote attendance, including by telephonic or videoconferencing means shall constitute attendance for the purposes of quorum and voting.
- d. In the absence of a quorum, a majority of the Members present may adjourn the meeting from time to time until a quorum shall be present.
- e. Each Member is expected to attend at least one (1) meeting of the Board each year. Members shall provide notice of their absence to the Chair of the Region 4 Board.
- f. Failing to attend at least one (1) of the Board meetings in a year shall constitute cause and may subject the Member to removal according to Section 2.07.

Section 3.04 Action and Voting

- a. Each Member shall receive one (1) vote.
- b. In all votes of the Region 4 Board, a measure shall pass if the following are met:
 1. A quorum is present; and
 2. The measure receives the affirmative votes from a majority of the Members present.

Section 3.05 Open Meetings and Executive Sessions

- a. The Board may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding threatened, pending, or imminent legal action or other matters that require confidentiality.
- b. The Board shall make reasonable arrangements to make its meetings accessible to the general public, other than the meetings or portions thereof in which the Board was in executive session, in accordance with the Foundation Code of Regulations.
- c. In addition, the Board shall make reasonable arrangements to make Board meeting minutes and materials accessible to the general public upon written request, other than those in which the Board was in executive session, in accordance with the Foundation Code of Regulations.

Section 3.06 Compensation

- a. Members shall not receive any compensation for his or her services as a Member, except for reasonable travel expenses that have received prior approval by the Board.

Section 3.07 Informal Action by the Board

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of that body consent in writing to the adoption of a resolution authorizing the action. Such action and written consents shall be filed with the minutes of the proceedings of that body.

Section 3.08 Officers

- a. The officers of the Region 4 Board shall consist of a Chair, Vice-Chair and Secretary, and any such other officers as the Board may appoint from time to time.
- b. The officers shall be elected from among the Board Members for a term of one year.
- c. Officers shall be elected at the Annual Meeting and any officer vacancies may be filled at any meeting of the Board.
- d. The Chair may vote on measures on behalf of their respective category.

Section 3.09 Committees

- a. The Board may create any such Committees as activities of the Board require.
- b. Committees must present verbal or written reports and any recommendations to the Board at each meeting. These committee reports become part of the meeting minutes at which they were presented.
- c. Committees shall maintain records and open meetings consistent with the requirements applicable to the Board.

ARTICLE IV

RECORDS, REPORT, ACCOUNTS, DONATIONS, AUTHORITY

Section 4.01 Records

The Board shall keep up to date and accurate records of its activities and transactions with the current Secretary, including minutes, in accordance with its Record Retention Policy. It is the responsibility of the outgoing Secretary to transfer all records to the newly elected Secretary.

Section 4.02 Reports

- a. At each Annual Meeting, the Chair and any other Board members as so selected, shall present to the Board a report in such form and with such contents as may be required from time to time by law and by the Board, and a copy of such report shall be filed with the minutes of the meeting.
- b. Committees will provide verbal or written reports of their activities and recommendations at each regular meeting.

Section 4.03 Accounts

The Region 4 Board will not hold or maintain any independent accounts, as all funds will be managed by the Foundation Board.

Section 4.04 Donations

The Region 4 Board will not directly accept any direct funds or donations. Any donations for the sole use of Region 4 will be made to the Foundation, in accordance with its Code of Regulations and applicable policies. Donors must specify any applicable limitations of its Donation to the Foundation.

ARTICLE V

CONFLICTS OF INTEREST

Section 5.01 – Conflict of Interest Policy

The Board shall adopt a Conflict of Interest Policy and annually require Conflict of Interest statements from the Members and other persons as required pursuant to the Conflict of Interest Policy.

ARTICLE VI

NONDISCRIMINATION

Section 6.01 – Nondiscrimination

The Board shall not discriminate on the basis of race, religion, color, gender, age, national origin, sex, including on the basis of sexual orientation or gender identity, disability or any other basis prohibited by law in connection with any matter pertaining to the affairs of the Board, including the appointment/election of Members and officers of the Board.

ARTICLE VII

AMENDMENT

Section 7.01 - Amendment

This Code of Regulations may be amended from time to time by an affirmative vote of five (5) members pursuant to the requirements set forth in Article III. Notice of the proposed alteration, including the proposed text thereof, shall be included in the notice of the meeting at which such action is considered.