

Bylaws Committee Report

Summary of Proposed Amendments to the Code of Regulations

In the Fall of 2014, OCA President Evan Shelton appointed a committee of OCA trustees, officers and members to review the existing Code of Regulations and recommend changes. Committee members are Steve Charles (trustee), Shawn Irish (member), Mike Joelson (member), Grant Neilley (trustee/Secretary), Grant Perks (member) and Cheryl Stagg (Treasurer & Membership Chair). The committee met twice; Mike and Shawn were unable to attend but their input was invited.

The Committee intends to continue working and propose further changes, but the following represents its recommendations thus far. This report was presented at the 2015 Annual Membership Meeting, at which time it was ordered published in the OCB for membership review and comment.

The following is a summary and rationale of the proposed changes. Specific language amendments are available for review on the OCB website.

Amendment #1: Reduce the number of districts from the current 10, to 6, as follows:

- Districts 1, 3 & 4 consolidated into new district 1 (Toledo & NW Ohio)
- District 2 unchanged (Cleveland area)
- Districts 5, 8 & 10 consolidated into new district 3 (Akron/Canton & south to Ohio River)
- District 7 unchanged, renumbered to district 4 (Columbus area)
- District 9 unchanged, renumbered to district 5 (Cincinnati area)
- District 6 unchanged (Dayton area and west)

Rationale for number: It has been difficult to find enough willing volunteers to fill 10 district seats. Often, many are not actually from the district they're supposed to represent. In addition, it is not unusual to find volunteers who are willing to serve because we need someone (thank you!), but who don't actively engage in board discussions of various topics.

Rational for how consolidated:

- Relative number of members in each district (see following chart);
- Keeps new districts in somewhat logical geography; and
- The new number of districts and configuration leaves each of the six most active areas of the state in separate districts: Toledo, Cleveland, Akron/Canton, Columbus, Dayton and Cincinnati.
- The committee does not recommend changing any district boundaries at this time, but may consider future proposals to do so.

OCA Membership by District (at time new districts proposed):

Current Districts:	New:	District One	District Two	District Three	District Four	District Five	District Six	Out of State	Total
One		7							7
Two			25						25
Three		2							2
Four		18							18
Five				17					17
Six							27		27
Seven					98				98
Eight				4					4
Nine						42			42
Ten				5					5
Out of State								17	17
Total		27	25	26	98	42	27	17	262

Amendment #2: Board of Trustees will consist of no less than 7 members, and no more than 11, as follows:

- 6 Elected Trustees, one from each of the 6 districts (must be residents, no cross-district representation as in the past)
- 1 Elected Trustee at large (may live anywhere but must be an Ohio resident)
- The seven elected Trustees elect four officers, President, Vice President, Secretary & Treasurer; any officers who are not already voting trustees become voting trustees at large. If an officer is already a trustee, they only get one vote as a trustee, not an extra one as an officer.
- The Membership Chair is returned to committee chair status rather than an officer.
- OCA membership does not nominate candidates for President.

Rationale:

- a. Codifies current practice of trustees electing all officers (vs in current code, they only elect President & VP, and President appoints Secretary & Treasurer).
- b. Codifies current practice of trustees nominating candidates for President, membership has not been doing so as currently stated in code of regs.
- c. Officers who are not already trustees are actively engaged in board discussions, they should be eligible to vote on final decisions as well.
- d. At-large trustee ensures an odd number of trustees if all officers are already trustees and allows an additional opening on the board for an interested and dedicated person when there is more than one such person from any district.
- e. Membership Chair is an administrative function rather than an officer position, however we do not propose to prohibit one person to simultaneously hold this position and an officer position as is the case now (Membership Chair/Treasurer).

Amendment #3: Entire board elected in even-numbered years (no election in odd-numbered years). The officers they elect also serve a two-year term.

Rationale: By electing only every other year, more time will be allowed for discussion of other issues at the membership meeting in the odd years, and allow for longer consistency on the board. By changing officers to two year terms as well, each board selects its officers for the entire term, and there is more consistency in leadership vs. potentially changing every year.

Implementation Note: If adopted, a transition rule will be needed as the term of previously elected trustees may not be cut short by an amendment, some of whose districts may be eliminated.

Amendment #4: Must be at least 18 to serve as a trustee or officer.

Rationale: Current code is silent as to age requirement. Minors lack legal capacity to enter into contracts; having them as voting members of a board could lead to legal problems in certain circumstances. This issue is not unique to OCA, it's a common provision in non-profit and corporate governance.

Amendment #5: Must be an Ohio resident to serve as a trustee or officer.

Rationale: Current code is silent as to residency requirements. While out of state members are welcome to join the OCA and enjoy the benefits of membership, the committee believes OCA should be governed by Ohio residents.