

**BYLAWS**  
**OHIO HEALTH MODERNIZATION MOVEMENT COALITION STEERING**  
**COMMITTEE**  
**APPROVED JULY 25, 2018**

**ARTICLE I: NAME AND PURPOSE**

The Ohio Health Modernization Movement (OHMM) is comprised of leaders from across Ohio working together to improve the lives of people living with HIV, specifically around modernizing the criminal code around HIV disclosure to intimate partners.

**ARTICLE II: VISION INTEGRITY**

The vision of the OHMM Steering Committee (as found in the policies of the Committee) shall guide all decisions and actions of the Steering Committee and the Greater Coalition

**ARTICLE III: STEERING COMMITTEE MEMBERS**

Section 1.       **AUTHORITY.** The Steering Committee is the policy-making body and may exercise all the powers and authority granted to it by these Bylaws.

Section 2.       **NUMBER.** The Steering Committee shall consist of At-Large Members. There shall be no fewer than eleven.

Section 3.       **ELECTION OF MEMBERS.** Nominees shall be developed and presented to the Steering Committee in accordance with the Steering Committee's policy on nominations (the "Nominations Policy"). Members shall be elected by a majority vote of the Steering Committee (per Quorum rules).

Section 4.       **TERM OF OFFICE.** A Member shall serve a term of two years commencing upon the Member's election or renewal, and terminating on the second anniversary of the Member's election or renewal. Upon the resignation, removal, death, or inability to serve of any Member, the remaining portion of that Member's term shall be considered expired.

Section 5.       **RENEWAL.** A Member may serve up to 3 consecutive terms. Renewing Members shall be reviewed and evaluated in accordance with the terms for renewal in the Nominations Policy. A Member shall be renewed by a majority vote of the Board before the date of the termination of the Member's current term. If a qualified candidate living with HIV cannot be found to replace a retiring current member living with HIV, that current member may be renewed beyond the 3 consecutive terms.

Section 6.       **RESIGNATION.** Any Member may resign at any time by giving written notice of such resignation to the Facilitator. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date.

Section 8.       **DELEGATION.** Except where prohibited by law or the Bylaws, the Steering Committee may delegate its powers to any Officer, employee, agent, or sub-committee of the Steering Committee.

Section 9.       **MEMBER GOALS.** All Members are expected, on an annual basis, to establish recruitment and engagement goals for themselves that are personally meaningful and supportive of the overall goals of the Steering Committee. The identification of these goals shall be

established annually by each Member in collaboration with the Facilitator. The Member's responsibility in achieving these goals shall be considered during the renewal evaluation of the Member.

Section 10. POLICIES. It shall be the responsibility of the Steering Committee to develop and maintain a set of policies and procedures to guide the operations of the Steering Committee as well as the operations of the OHMM Coalition. Changes to policies may be made at any point by a majority vote of the Members.

Section 11. COMPENSATION AND REIMBURSEMENT. Members may not receive compensation for their service to the Steering Committee or the OHMM Coalition. This does not apply to potential stipends for travel assistance to in person meetings.

#### **ARTICLE IV: PERFORMANCE OF DUTIES FOR THE STEERING COMMITTEE**

Section 1. GOOD FAITH: Members must perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the OHMM, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. A Member, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by a committee upon which the Member does not serve, duly established in accordance within these Bylaws, as to matters within its designated authority, which committee the Member reasonably believes to merit confidence.

Section 2. BAD FAITH: A Member will not have failed to perform the duties incumbent upon the Member, unless it is proved, by clear and convincing evidence, in an action against the Member that such Member did not act in good faith, in a manner reasonably believed to be in the best interests of the OHMM, or with the care that an ordinarily prudent person in a like position would use under similar circumstances. Such an action includes, but is not limited to, an action that involves or affects any of the following:

- (a) A change or potential change in control of the OHMM;
- (b) The economy of this state and of the nation;
- (c) The service of the Member in any other position or relationship with the OHMM.

In determining what a Member reasonably believes to be in or not opposed to the best interests of the OHMM, a Director will consider the purpose of the OHMM and may consider any of the following:

- (a) Interests of the customers of the OHMM;
- (b) The economy of this state and of the nation;
- (c) Community and societal considerations; or
- (d) The long- and short-term best interests of the OHMM, including the possibility that those interests may be best served by the continued independence of the OHMM.

#### **ARTICLE V: MEETINGS**

Section 1. REGULAR MEETINGS. Once a year, in August, the Steering Committee shall establish

the number of conference call meetings as well as in-person meetings for the upcoming year.

- Section 2. **SPECIAL MEETINGS.** Special meetings of the Steering Committee may be called by the Facilitator, or any two Members.
- Section 3. **NOTICE.** Reminder shall be given at a minimum of three days in advance of all previously scheduled meetings of the Steering Committee stating the date, purpose, time and place of such meeting. A minimum of twenty-four hour advance notice shall be given of all special meetings, except where exigent circumstances exist and no vote shall take place.
- Section 4. **QUORUM AND VOTING AT MEETINGS.** A simple majority of the Members then in office shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose. Voting at any meeting at which a quorum is present shall be by majority vote of those present with the stipulation that 50% + 1 of those present must be people living with HIV except as required these Bylaws. The Members present at a meeting may continue to transact business until adjournment unless a quorum is lost, at which point the meeting may continue, but no voting may take place.
- Section 5. **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken may be taken by the Members without a meeting, if all those entitled to vote consent in writing, before such action is taken, and if the written consents are filed with the records of the OHMM. Such consents shall be treated for all purposes as a vote at a meeting.
- Section 7. **ATTENDANCE AT MEETINGS.** Each Member is expected to make every attempt to attend all regular in-person and conference call scheduled Steering Committee meetings. However, if a Member fails to attend two consecutive meetings, the Member shall be considered for removal pursuant to these Bylaws and Steering Committee Policy.
- Section 8. **NOTES.** The Facilitator shall assure notes are kept of each meeting of the Steering Committee. Notes shall be distributed to all Members within two weeks of a Steering Committee meeting.

#### **ARTICLE VI: AGENT**

- Section 1. **AGENT.** The Steering Committee may elect to engage an agent to organize and help further the work of the Steering Committee. The agent shall be known as the Facilitator and shall be an ex officio, nonvoting member of the Steering Committee.

#### **ARTICLE VII: SUB-COMMITTEES**

- Section 1. **ESTABLISHMENT.** Pursuant to a majority vote, the Steering Committee may establish or disestablish a committee. Each committee shall consist of no fewer than two Members who shall be appointed by the subcommittee chair, or elected by a majority vote of the Steering Committee. The Facilitator, except as otherwise provided by these Bylaws or by action of the Board, shall be an ex officio, nonvoting member of each committee.
- Section 2. **STANDING SUBCOMMITTEES.** The Steering Committee shall establish and maintain the following five standing committees of the Steering Committee: (a) Governance, (b) Legislative, (c) Legal (d) Communications and (e) Education.
- Section 3. **WORKING GROUPS.** The subcommittee chair, or Steering Committee members pursuant to a majority vote may establish a working group and appoint a working group chair and

members to the working group. Working group members need not be members of the subcommittee from which the working group arises. Working groups may be disestablished pursuant to a majority vote of the members of the working group, the subcommittee from which the working group arises, or the Steering Committee.

- Section 4. **PURPOSE.** The purpose of any subcommittee shall be to develop suggestions and make recommendations to the Board related to the purview of the subcommittee. The purpose of a working group shall be related to and in furtherance of the purpose of the subcommittee from which it arises. Individual subcommittees and working groups may not make or approve policies, changes in policies or set direction for the organization. Actions of the subcommittees and working groups are subject to approval by a vote of the Board.
- Section 5. **TERMS.** Except as otherwise provided by these Bylaws, Members appointed or elected to a subcommittee or working group shall serve on the subcommittee or working group for a term of one year, ending upon the August Meeting of the Steering Committee. Membership on a subcommittee or working group may be renewed at the August meeting in the same fashion as otherwise provided for being appointed or elected to such subcommittee or working group. Upon the expiration and nonrenewal of the Member's term on the Steering Committee, the Member's membership on any committee shall expire but can be renewed as a non-Steering Committee member. Membership on any subcommittee is subject to removal or by majority vote of the Steering Committee. Any member of the subcommittee may resign from the subcommittee at any time by providing notice to the subcommittee chair or, in the case of the subcommittee chair, by providing notice to the Facilitator.
- Section 6. **NON-MEMBERS.** The Steering Committee, at the request of a subcommittee chair, or the request of the Facilitator may appoint to any subcommittee or working group any person who is not a Member. A non-Member subcommittee or working group participant shall serve for a term of one year, ending upon the August Meeting of the Steering Committee, subject to renewal by majority vote of the Steering Committee or reappointment by the subcommittee chair. A non-Member participant on any subcommittee or working group is subject to removal by the subcommittee chair or by majority vote of the Steering Committee. A non-Member subcommittee or working group participant may resign from the subcommittee or working group at any time by providing notice to the subcommittee chair or the Facilitator.
- Section 7. **SUBCOMMITTEE CHAIR.** The chair or chairs of each subcommittee may be nominated by the Steering Committee or by any member of the subcommittee, and shall be elected by a majority vote of the members of the Steering Committee.
- Section 8. **NOTES AND REPORTING.** A report of all subcommittees shall be made to the Steering Committee no later than the next scheduled meeting of the Steering Committee. Upon request, notes of each subcommittee meeting shall be available to any Member for inspection. Each subcommittee chair or the subcommittee chair's designee shall deliver a report on the subcommittee's business at all regularly scheduled Steering Committee meetings.
- Section 9. **QUORUM AND VOTING AT MEETINGS.** Except as otherwise provided by these Bylaws, a majority of the members of any subcommittee or working group shall constitute a quorum at all meetings of such subcommittee or working group. Members and participants of any subcommittee or working group may be present at and participate in such meetings by telephone. When a quorum is present at any subcommittee working group meeting, the votes of a majority of the members or participants present and voting shall be necessary and sufficient for the decision of any question brought before the meeting except as otherwise provided by these Bylaws. Non-Member subcommittee and working group participants shall be considered for purposes of determining quorum at subcommittee and

working group meetings and shall have the same voting rights as Members on subcommittee and working group matters.

**ARTICLE VIII: SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE FUND**

The Steering Committee may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the OHMM or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Steering Committee shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

**ARTICLE IX: CONFLICT OF INTEREST**

The Steering Committee shall establish a conflict of interest policy (the "Conflict of Interest Policy"). Members shall be familiar with and shall comply with the Conflict of Interest Policy on a continuing basis.

**ARTICLE X: DISSOLUTION**

The Steering Committee may be dissolved anytime upon a two-thirds majority vote of the Steering Committee. No Steering Committee money or property will be distributed to Members upon dissolution, unless purchase of said property is for fair market value with a cash purchase.

**ARTICLE XI: AMENDMENTS**

These Bylaws may be amended or repealed, in whole or in part, by majority vote of a quorum, including 50% + 1 of quorum must be people living with HIV, of the Members present and voting at any meeting of the Steering Committee, provided that notice describing the proposed amendment has been given in writing at least 30 days prior to the meeting at which the amendment will be discussed.

**ARTICLE XII: REVIEW**

At least once every two years, the Steering Committee shall conduct a review of these Bylaws. The purpose of the review shall be to affirm that the Steering Committee's actions and Bylaws are congruent with one another. At the point of review, the Steering Committee shall either revise the Bylaws or affirm them as they stand. Nothing in this article shall preclude the Steering Committee from action under Article X above.

**ARTICLE XIII: NON-DISCRIMINATION**

It is the policy of the Steering Committee not to discriminate on the basis of age, citizenship, race, color, religion, physical or mental disability (including HIV status), sex, sexual orientation, political affiliation, marital status, matriculation, national origin, physical appearance, financial means, union membership, veteran status, gender identification and expression or other unlawful factors in its selection of Members, Participants, facilitators, or stipend recipients. The Steering Committee and Facilitator shall implement this policy.

Adopted: 7/25/2018
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