

**BYLAWS OF THE
PUBLIC CHILDREN SERVICES ASSOCIATION OF OHIO
A NONPROFIT CORPORATION**

MISSION

PCSAO is a membership-driven association of Ohio's county Public Children Services Agencies that advocates and promotes child protection program excellence and sound public policy for safe children, stable families and supportive communities.

ARTICLE I. OFFICES

Section One. The principal office of the Corporation in the State of Ohio shall be located in Columbus, County of Franklin.

Section Two. The Corporation may have such other offices, either within or outside the County of Franklin, State of Ohio, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II. ASSOCIATION MEMBERSHIP

Section One. Membership is restricted to the agency of county government responsible for children services pursuant to Chapter 5153 of the Ohio Revised Code.

Section Two. Each good standing member who has paid annual dues by July 31st or unless approved by Trustees shall be entitled to one vote on each matter submitted by the Board of Trustees to a vote of the members. If and when it becomes necessary to revise the amount of Membership dues (Article III) and association Bylaws (Article X), Trustees must inform membership in writing at least 30 days prior before a membership vote will be taken.

Section Three. The administrative head of the agency shall cast the vote; however, in the absence of the administrative head, a designated staff member may cast his/her vote if the administrative head has provided advance written notification to the Board of Trustees designating a proxy vote.

Section Four. A Trustee Officer must oversee membership meetings and in particular calling for vote of membership by following Robert's Rule of Order. A vote among the membership will be based on majority of good standing members present at said meeting.

ARTICLE III. ASSOCIATION DUES

Section One. Membership agreed to an annual 3% increase of membership dues through 2020. For any increase of dues after said date, the Trustees will vote on a recommendation to be presented to the general membership at a statewide meeting with written notification of recommendation provided by Trustees at least 30 days before calling for a vote of the general membership. The general membership will then vote to ratify the recommendation per Article X.

Section Two. Dues shall be invoiced during the last quarter of the calendar year for the new fiscal year. Counties may pay dues during that last quarter through July 31st unless Trustees approve an extension.

ARTICLE IV. MEETING OF ASSOCIATION MEMBERS

Section One. Regular meetings of the members shall be held no less than two nor more than four times per year. The date, time, and location of the meetings shall be published at least one month in advance of the meeting date.

Section Two. Special meetings of members may be called no later than 14 days before by the President, or in case of the President's absence, the Vice President, or by one-third of the members. In case of a special meeting, the purpose for which the meeting is called shall be stated in prior written or electronic notice to each member.

ARTICLE V. BOARD OF TRUSTEES

Section One: The affairs of the Corporation shall be managed by a Board of Trustees. The PCSAO Board of Trustees is responsible for representing the best interest of the membership while also responsible for governing the Corporation. Trustees shall be the administrative head of a member agency, as described in Article II, Section One.

Section Two. The number of Trustees shall be at a minimum fifteen, with at least four from the PCSAO membership defined metro counties who may serve as an at-large member if necessary. The number of Trustees to be elected per district will be representative of district composition as approved by membership. Each Trustee shall hold office until his/her successor is elected, or until his/her earlier resignation, removal from office, or death. Each Trustee's term of office shall be two years and begin on January 1. No Trustee shall be elected to more than three consecutive two-year terms, except in the case of an individual serving a second year as President, President-Elect, or as immediate Past President, in which case up to one additional term is permitted. In the event that an appointed Trustee accepts a qualifying position in another district, the appointing district may make

a determination regarding whether the Trustee continues in service. In those exceptions, the total number of Trustees may exceed fifteen. Trustees shall be representatives of both combined and separated agencies. The Trustees shall be elected as follows:

PCSAO membership-defined districts will appoint Trustees, in accordance with bylaw representative criteria and input from the Board of Trustees regarding needed expertise, agency structure, or county population, within 30 days of notification of a vacancy to the district officers. If a district fails to appoint a Trustee within the established timeframe, the Board of Trustees will assume the appointing role.

Section Three. A regular meeting of the Board of Trustees shall be held during the month of December in each year for the purpose of electing officers and for other corporate business.

Section Four. The Board of Trustees shall meet no fewer than six and no more than eleven times per year. Meeting schedule will be approved by Trustees at every annual meeting.

Section Five. Special meetings of the Board of Trustees may be called with an advance notice by the President, or by the Vice President, or by any four Trustees acting together.

Section Six. A simple majority of sitting Trustees shall constitute a quorum for a meeting of the Trustees, and a simple majority of Trustees present at any given meeting at which there is a quorum shall be sufficient for passing motions. Trustees may waive the in person requirement in exigent circumstances.

Section Seven. Any Trustee that misses three consecutive meetings may be reviewed by Trustees to determine if member should be removed.

ARTICLE VI. OFFICERS

Section One. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The officers elected must be Trustees.

Section Two. The officers of the Corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees during December of each year. The term of office for each officer is for one year and begins January 1. Each officer shall hold his/her office until a successor has been duly elected. A term may be extended by a vote of the Board.

Section Three. A vacancy of any office may be filled by the Board of Trustees for the unexpired portion of the term.

Section Four. **President:** The President shall preside over all meetings of the members and Board of Trustees. He or she may sign instruments that the Board of Trustees has authorized to be executed. He or she shall supervise and, with the Executive Committee, evaluate the performance of the Executive Director on an annual basis. The President shall serve no more than two consecutive one-year terms. The Board of Trustees shall make every effort to assure that the President's office is alternated equitably between directors of separated children services boards and combined county departments of job and family services.

Section Five. **Vice President:** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. The Vice President shall also serve on the Conference Committee or designate that responsibility.

Section Six. **Secretary:** The Secretary shall assure that minutes of the meetings are taken and preserved in one or more books provided for that purpose; see that notices are duly given in accordance with the provision of these Bylaws; see that minutes are published and provided to Trustees and membership; and assure that corporate records are retained.

Section Seven. **Treasurer:** The Treasurer shall oversee the financial affairs of the Corporation and be provided with monthly financial reports showing receipts, expenditures, cash balances, and funds of reserve of the Corporation. The Treasurer shall facilitate and report to the Board of Trustees the results of the annual audit.

ARTICLE VII. COMMITTEES

Section One. All committee chairs shall be appointed by the President annually. Items that require action including the association taking a formal position must be provided to the Trustees for discussion and approval, except for the Conference Committee. Standing committees are:

Executive Committee: The Executive Committee shall consist of the immediate Past President, President, Vice President, Secretary, and Treasurer. They shall be the liaison with the staff of PCSAO, and responsible for the association's audits and personnel reviews, including annual evaluation of the Executive Director.

Legislative Committee: The Legislative Committee shall be open to the membership and chaired by a member in good standing. The Chair of the committee may be an *ex-officio*, non-voting member of the PCSAO Board of Trustees. The Legislative Committee shall be responsible for reviewing key pieces of child welfare legislation, advocating for key pieces of policy, assisting in the preparation of the Corporation's biennial state budget platform, and making

recommendations on action items to the Board for resolution or direction. The committee's work shall be a standing item on the Board's agenda.

Rule Review Committee: The Rule Review Committee shall be responsible for reviewing rules in clearance, providing feedback on behalf of PCSAO, and proactively making recommendations to the Ohio Department of Job and Family Services for rule development and revision.

Conference Committee: The Conference Committee shall be responsible for the planning and implementation of the PCSAO Annual Conference. Membership is open and shall include the Vice President of the PCSAO Board of Trustees or the Vice President's designee.

Nominating Committee: The Nominating Committee shall be appointed by the President and shall consist of three to five members who are Trustees. The Nominating Committee shall prepare a representative slate of officers and if needed, trustees per Article V, Section II for the approval of the Board.

Section Two. Ad Hoc Committees. The President may form an Ad hoc committee as needed to focus on a particular issue, problem, or event. Ad hoc committees are usually time limited and end when an event or product is complete.

Section Three. Vote. A vote for Standing Committees shall consist of a majority of committee members present.

ARTICLE VIII. BOOKS AND RECORDS

Section One. The Corporation shall keep correct and complete books and records of account, minutes of the meetings of the Board of Trustees and a record of members in good standing. These books shall be audited annually by an independent auditor.

Section Two. Districts shall keep correct and complete books and record of account, minutes of Districts meetings, and a record of members attending. These records must be submitted to the association to be published.

ARTICLE IX. FISCAL YEAR

Section One. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X. AMENDMENTS

Section One: If and when the Bylaws of the Corporation must be amended or repealed, the Trustees shall first request input from membership by written or electronic

notification at least 30 days prior to taking any action. The Trustees shall then vote on any recommendation(s) to be presented to the general membership at a statewide meeting. The general membership shall then vote to ratify the recommendation(s) by the majority of members present.

Ratified by PCSAO Membership, December 4, 2014